



HALTON REGION

Vendor Code of Conduct



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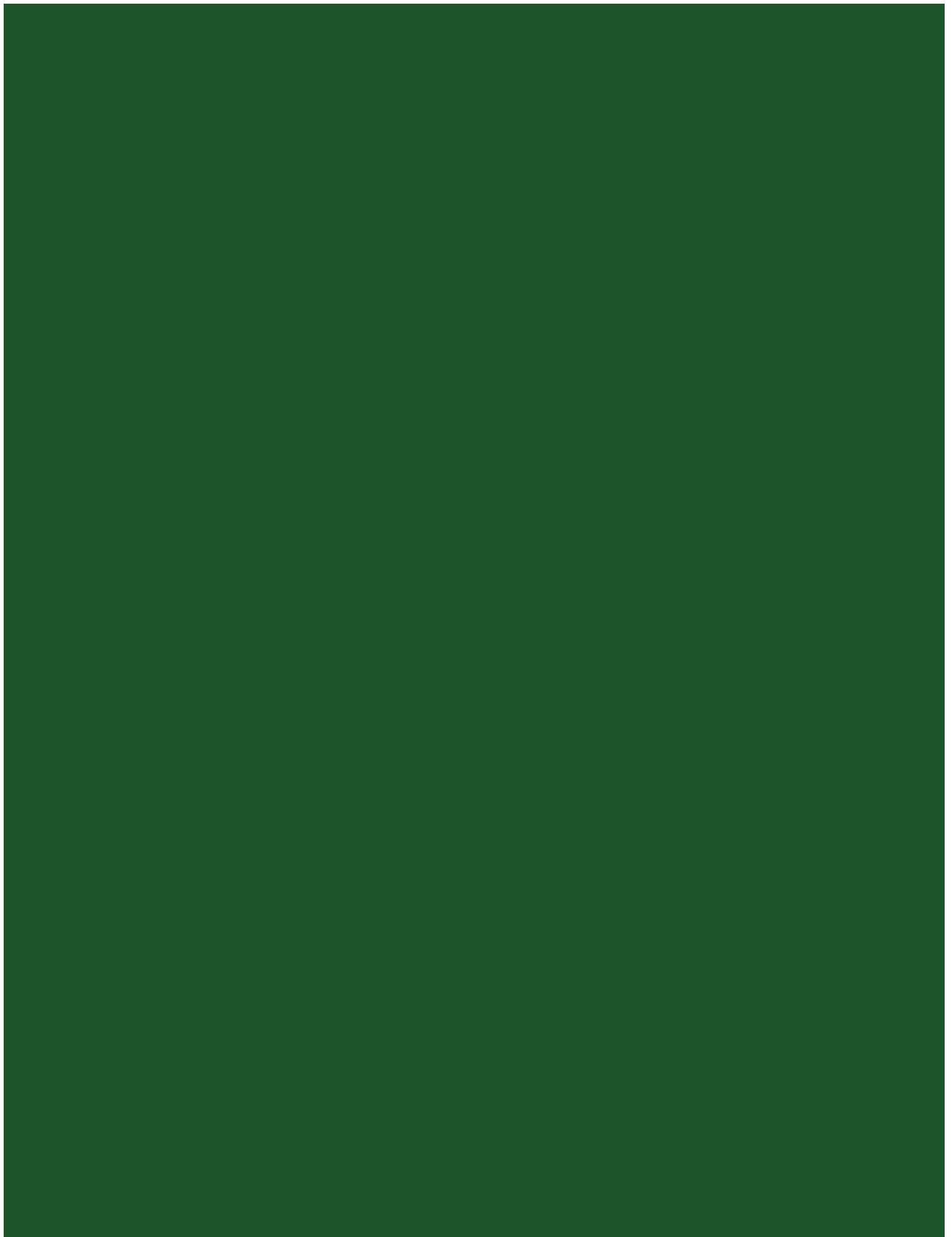
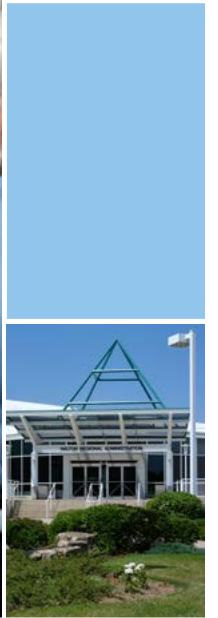


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Introduction and Purpose

The Regional Municipality of Halton (herein after referred to as “The Region”) is committed to purchasing goods and services from responsible Vendors that provide quality goods and services at competitive prices. Vendors, subcontractors, employees, agents, bidders and potential bidders that provide goods and services to the Region (herein after referred to as “Vendors”) are expected to support the Region’s goals and objectives of encouraging competitive bidding, ensuring fairness, accountability and transparency in the procurement process, and obtaining the best possible value in the procurement of goods and services for the Region.

The Region expects Vendors to perform all duties in a competent and impartial manner that can withstand the closest public scrutiny. Vendors are expected to exercise good judgement when doing business with the Region. This Vendor Code of Conduct (herein after referred to as “Vendor Code”) sets out the principles applicable to Vendors that wish to establish and maintain a business relationship with the Region. The Region is confirming its intention to do business with Vendors that demonstrate solid business integrity that aligns with the Region’s core values and high standards of ethical behaviour. Vendors must also inform their employees and any sub-contractors or sub-vendors about this Vendor Code.

The Vendor Code is consistent with Halton Region’s Code of Conduct, which sets out the expectations for Regional staff. The Region’s Code of Conduct is available on the Region’s website.

The Vendor Code should not be read in lieu of, but in addition, to Vendors obligations as set out in any agreements between the Region and a Vendor. In the event of a conflict between this Code and an applicable agreement, the agreement shall govern.





Vendor Responsibilities

Vendors are required to familiarize themselves with this Vendor Code and comply with it as a condition of doing business with the Region. Vendors are expected to adhere to the following core principles of business integrity:

- a) uphold the laws of the Region, Ontario and Canada, and not be a party to their breach, evasion or subversion;
- b) treat all persons honestly and fairly, with proper regard for rights, entitlements, duties and obligations, and at all times act responsibly and diligently in the performance of their duties;
- c) be professional and courteous, and resolve any work-related disagreements in a responsible and expeditious manner;
- d) be accountable and responsible for their decisions and actions, take ownership of problems and initiate corrective actions;
- e) promote the health and safety of others and prevent workplace illness, injury, harassment and violence;
- f) carry out their duties in a fair, impartial and transparent manner;
- g) complete the Acknowledgment Form as set out in Appendix A; and
- h) report on non-compliance or suspected non-compliance of the Vendor Code.

These principles are also consistent with the Halton Region Code of Conduct.

i. Compliance with Laws

Vendors that wish to do business with the Region shall abide by all applicable laws and regulations including Federal, Provincial and Local laws regarding environmental matters, occupational health and safety, labour and employment practices, human rights, accessibility, immigration, product safety, shipping and product labelling. If Vendors become aware of any activities that are not in compliance with all applicable laws and regulations, they must report it immediately as specified in the non-compliance reporting section of this Vendor Code.

Vendors shall disclose:

- 1) any previous convictions of collusion, bribery, fraud or other similar practices prohibited under law for which they have not received a pardon; and
- 2) breach of the Region's Vendor Code or those of any other related Agencies or Corporation(s) of the Region.

Vendors are prohibited from misrepresenting their relevant past experiences and qualifications in relation to any solicitation process and acknowledge that the Region's process of evaluation may include information provided by the Vendor's references as well as records of past performance on previous contracts and services with the Region. The Region reserves its rights if the Vendor fails to make the appropriate disclosures and representations.





ii. Confidentiality and Privacy

Vendors may have access to confidential and/or personal information by reason of their duties and responsibilities with the Region. Confidential information is defined as any information that is proprietary, strategic, technical, business or personal and not available to the public. All Vendors must respect such information and ensure it is safeguarded from unauthorized disclosure or access. Confidential information must be protected in accordance with the Vendor Code of Conduct. Such information must only be used or disclosed in accordance with this Vendor Code of Conduct and the provisions of the *Municipal Freedom of Information and Protection of Privacy Act, 1990* and the *Personal Health Information Protection Act, 2004*.

Disclosure of information means making the information available to others, and should only occur where disclosure is necessary and proper in the discharge of the Region's functions or where the disclosure is required by law. This includes and protects any information that is, and should be considered as, internal information relating to Regional business.

Vendors must not disclose confidential and/or personal information unless specifically and explicitly permitted in the terms of their contract. The duty of a Vendor to maintain the integrity and confidentiality of Regional information continues once that Vendor ceases to be in a contract with the Region.

When discussing business matters, Vendors must consider their surroundings. Conversations in public places should be limited to information that is non-confidential and does not include references that could identify a person or situation.

iii. Information Security

Vendors must use information obtained through their relationship with the Region only for the purposes of the supply relationship. Vendors must store information securely and have in place appropriate information security policies and procedures. Vendors must notify the Region promptly of actual or suspected privacy breaches, security breaches or loss of Regional information.

iv. Social Media

The Region supports the use of online communications to enhance customer service and leverage the Region's brand. Vendors should not communicate on social media platforms on behalf of the Region unless the Vendor is expressly authorized in writing to do so by the Region. When such communication is authorized, it is to be conducted in a manner that is consistent and respectful of Canadian libel laws, *Municipal Freedom of Information and Protection of Privacy Act, 1990* and the Region's practices in regards to confidential information and intellectual property.

All Regional data or information obtained by the Vendor through the delivery of services or goods is to be considered proprietary and confidential. Without the Region's prior consent, Vendors should not communicate to social media platforms identifying the Region as a client and the associated services and goods provided to the Region. Regional consent must be obtained prior to identifying the Region as a client.





Integrity and Public Confidence

i. Conflict of Interest

Public confidence in the Region is put at risk when the conduct of a Vendor involves or appears to involve a conflict between public duty and private interests. Vendors are required to support and advance the interests of the Region and avoid placing themselves in situations where their personal interests actually or potentially conflict with the interests of the Region. Vendors shall disclose to the Region any situation that could result in an actual, apparent or perceived conflict of interest and the Regional employee that has an interest in the Vendor's business (or any other economic or family ties with the Vendor).

Vendors are expected, at minimum, to:

- a) base business decisions strictly on merit and the best interests of the Region in a manner consistent with their contractual obligations with the Region;
- b) avoid any situation that may create a real or perceived conflict of interest;
- c) not take part in, or in any way influence, any Regional decision that might result in a financial or other advantage, whether direct or indirect, as a result of the contractual association with the Region;
- d) not attempt to gain an improper advantage or preferential treatment from Regional employees; and
- e) provide no personal benefit to employees of the Region.

If Vendors become aware of any activities that may be considered a conflict of interest involving the Region, they must report it immediately as specified in the non-compliance reporting section of this Vendor Code.

ii. Business and Personal Relationships

Vendors shall not use or seek to use their association with the Region to receive direct or indirect benefit for themselves or their family members, friends and any other businesses or consultants that they or the Region do business with.

iii. Avoidance of Preferential Treatment

Vendors shall not grant preferential treatment to any Regional staff, their family and friends, or any businesses. Vendors must avoid creating or appear to create an obligation for the purpose of gaining any special consideration.

iv. Gifts and Hospitality

Accepting a gift, hospitality or other benefit from a Vendor could influence an employee's judgment and performance of official duties, or give the appearance of doing so, even if the employee believes the benefit will not affect their objectivity or impartiality. Vendors must not offer, directly or indirectly, any gift, hospitality or other benefits to the Region's staff. Gifts having a monetary value such as cash, gift certificates, loans, services, discounts and ticket(s) to an entertainment event including sporting events, concerts or other such related activities must not be offered. These requirements do not change during traditional gift-giving seasons.

Under no circumstances should a Vendor solicit gifts, hospitality and/or other benefits or transfers of economic value to Region staff. The same is expected of the Region staff—not to solicit gifts or other benefits from Vendors.

All Regional staff are subject to the rules governing the acceptance of gifts as outlined in Section 26.2.1 of Halton Region Purchasing By-law No. 63-23 and the Halton Region Code of Conduct.

Employees may accept common expressions of courtesy that do not cause suspicion about the objectivity and impartiality of the employee, would not compromise the integrity of the Region and:

- a) are of a nominal value not to exceed fifty (\$50);
- b) occur on infrequent and exceptional basis; and
- c) are not ticket(s) to an entertainment event including sporting events, concerts, or other such related activities.

Vendors must not place Regional employees in the difficult position of having to refuse gifts that would place them in conflict with the rules governing the acceptance of gifts outlined in this Vendor Code.





v. Political Activity

No Vendor shall engage in political activity on Regional property while carrying out the requirements of their contract for the Region. If Vendors become aware of any political activities, they must report it immediately as specified in the non-compliance reporting section of this Vendor Code.

vi. Fraud

The Region is committed to the highest standards of corporate accountability, transparency, responsibility and integrity. The Region will protect funds, property, information and other assets owned by or in the care of the Region through the prompt investigation of any alleged fraudulent conduct.

Vendors must not engage in any fraudulent activity. Examples of activities which may be considered fraudulent include, but are not limited to:

- a. forgery or alteration of documents (cheques, purchase orders, time sheets, etc.);
- b. misappropriation of funds, securities, supplies or assets;
- c. authorization or receipt of payment for goods not received, services not performed or hours not worked;
- d. any claim for reimbursement of expenses that were not incurred for the exclusive benefit of the Region;
- e. authorization of unjustified or inflated change order requests to increase profits;
- f. knowingly delivering works, goods or services that do not meet contract specification; and
- g. subcontracting to business entities that are not arm's length without prior consent of the Region.

If Regional Vendors, their employees, associates or other third parties become aware of any activities that may be considered fraudulent, they must report it immediately as specified in the non-compliance reporting section of this Vendor Code.

vii. Theft and Vandalism

The Region's assets must be protected from theft, destruction, vandalism and neglect, and used properly and strictly for the Region's purposes. Vendors' personal use, misuse, misappropriation of/or theft or vandalism of Regional property, resources, equipment, materials and supplies is prohibited.

viii. Anti-Bribery and Anti-Corruption

Vendors are expected to comply with applicable anti-corruption laws, whether domestic or foreign, including but not limited to the *Corruption of Foreign Public Officials Act, 1998* and the Criminal Code, and not engage in any form of corrupt practices including, but not limited to, extortion, fraud, bribery or other unlawful payment or benefit to secure any concession, contract or other favourable treatment.

Vendors should not engage in any conduct that would put the Region at risk of violating anti-bribery laws or regulations. Bribery is the giving or receiving of a “thing” of value to influence the actions of another person or organization.

Types of bribery can include, but are not limited to:

- a) kickback payments that could be received before, during or at the end of a project/contract; and
- b) any financial benefits given with the intent of influencing the recipient which includes such things as gifts (for example, travel or entertainment), loans, credit cards, purchase overpayments, cash, fees and commissions.

ix. Collusive Bidding

Vendors are not to participate in collusive bidding. Groups of bidders might secretly agree to submit complementary high bids to allow pre-selected Vendors to win contracts on a rotating basis, divide contracts by territory or take steps to defeat the competitive process and divide work. Vendors are not to contract with separate business entities that are not arm’s length, submit a bid through non arm’s length entity or reveal confidential information to an arm’s-length or non-arm’s length entity.

If Vendors, their employees, associates or other third parties become aware of any activities that may be considered bribery or collusive bidding, they must report it immediately as specified in the non-compliance reporting section of this Vendor Code.





Workplace Well-being

i. Respectful Workplace

The Region is committed to protecting the health and safety of all Regional employees and Vendors against illness, injury and incidents of violence and harassment. Every Vendor will make every effort to provide and maintain a safe and healthy work environment, as well as maintain a diverse and respectful workplace in which the dignity and self-respect of every person is valued.

Vendors must ensure that their personal conduct within the workplace and elsewhere does not adversely affect:

- a) their ability to perform their official duties;
- b) the ability of other Vendors to perform their duties; or
- c) public confidence in the Region or in the public sector.

ii. Accessibility for People with Disabilities

Vendors are required to have met compliance obligations in the *Accessibility for Ontarians with Disabilities Act, 2005* and Ontario Regulation 191/11-Integrated Accessibility Standards, as applicable.

iii. Employment Practices

Vendors must abide by applicable employment standards, labour, non-discrimination and human rights legislation. Where laws do not prohibit discrimination or where they allow for differential treatment, Vendors are expected to be committed to non-discrimination principles and operate in a way that does not differentiate unfairly.

iv. Impairment at Work

In order to minimize the risk of impaired performance due to substance use, the following are strictly prohibited for all Regional Vendors:

- use, possession, distribution, offering or sale of illegal drugs, illegal drug paraphernalia or un-prescribed drugs (for which a prescription is legally required in Canada) while on Regional business or premises;
- use, possession, distribution, offering or sale of alcoholic beverages or cannabis on Regional premises;
- intentional misuse of prescribed medications, over-the-counter medications or other substances while on Regional business or premises; and
- being unfit for work due to the effects or after-effects of alcohol, illicit or illegal drugs, un-prescribed drugs (for which a prescription is legally required in Canada) or the intentional misuse of medications or other substances.

Vendors are required to report to their Regional supervisor or project authority the use of any medication that may affect their ability to perform their job in a safe manner. Vendors have a responsibility to manage potential impairments during working hours due to the legitimate use of medications in consultation with their personal physician.

If Vendors, their employees, associates or other third parties become aware of any activities that may be considered impaired performance due to substance use, they must report it immediately as specified in the non-compliance reporting section of this Vendor Code.





Non-Compliance Reporting

Vendors must report any practices, behaviours, activities or actions believed to be in contravention or in conflict with this Vendor Code, Halton Region Code of Conduct or any other Regional policy.

The Region will resolve all complaints regarding violations of this Vendor Code to the greatest extent possible in a timely, respectful and confidential manner, and ensure all Vendors are held accountable for their actions.

All Vendors shall be free from reprisal, discipline, harassment or discrimination as a result of reporting, in good faith, a breach or suspected breach of this Vendor Code. If it is determined, however, that a complaint is frivolous, vexatious or malicious in nature, the complainant may be subject to action as outlined in the Penalty for Non-Compliance section of this Vendor Code.

During the investigation and resolution of complaints, all information, including the identity of the complainant and any other Vendors or Vendor staff involved, will remain confidential except where sharing information is otherwise required by law or required to further the investigation.

i. Complaint Resolution Procedure

EARLY RESOLUTION

Vendors who become aware of or have directly experienced an action which is in contravention of this Vendor Code should:

- a) keep a written record of the incidents, dates, time, locations, possible witnesses, any attempted resolutions and behaviours of the Vendor(s) involved; and
- b) report the breach to the Director of Supply Chain Management, who must investigate and attempt to resolve the complaint as expeditiously as possible, except in the case of suspected fraud, which is to be immediately reported to the Chief Internal Auditor as specified in the Formal Complaint Investigation section of this Vendor Code.

The Regional Municipality of Halton

Director of Supply Chain Management
1151 Bronte Road
Oakville ON L6M 3L1
905-825-6000 ext. 7231
Sam.Pringle@halton.ca

If the Director of Supply Chain Management is not able to resolve the complaint to the reporting Vendor's satisfaction, and/or the complaint involves the Director of Supply Chain Management, a complaint shall be filed directly to the Region's Chief Internal Auditor or to the Code of Conduct Help Line.

FORMAL COMPLAINT INVESTIGATION

- a) Complaints must be made in writing and signed by the complainant using a designated form. The form is available on the Region's website.
- b) Complaints must be forwarded to the Chief Internal Auditor, who will initiate an investigation into the complaint within five (5) business days of receipt.

The Regional Municipality of Halton

Chief Internal Auditor
1151 Bronte Road
Oakville ON L6M 3L1
905-825-6000 ext. 7532
Karen.Cinq-Mars@halton.ca

- c) Once the investigation is complete, the investigation findings and recommendations will be reported to the complainant and respondent, as appropriate and as determined by the Chief Internal Auditor.





ii. **Alternative Reporting – Confidential Code of Conduct Help Line**

A Vendor who does not feel comfortable reporting a complaint as outlined above may contact the Region's confidential and anonymous Vendor Code of Conduct Help Line (available 24/7) at:

- Toll-free telephone: 1-833-210-0001
 - Website: www.lighthouse-services.com/haltonvendor
 - Email: reports@lighthouse-services.com (must include Halton Region in the subject line)
- a) All complaints submitted to the Vendor Code of Conduct Help Line will be received by a third party who will relay the complaint, without revealing the caller's identity (if requested), to the Chief Administrative Officer.
 - b) The confidential complaint will be reviewed by the Chief Administrative Officer and the Director of Human Resources within five (5) business days of the initial review.
 - c) Once the investigation is complete, the investigation findings and recommendations will be reported to the complainant and respondent, as appropriate, if their identities are made known.

The Region does not guarantee that an investigation will be conducted for every complaint.

Penalty for Non-Compliance

Any vendor who contravenes the Vendor Code, including any provision of this Vendor Code, may be subject to:

- a) verbal or written warning;
- b) cancellation of business relationship and/or contract;
- c) disqualification from participating in future business opportunities; and/or
- d) such other action or penalty as may be appropriate and permitted by law in the circumstances of the particular contravention.

This Vendor Code may be modified from time to time by the Region at its discretion.



Acknowledgement Form

The attached Vendor Code of Conduct sets forth the principles required by the Regional Municipality of Halton (“the Region”) of all Vendors who supply goods and services to the Region when conducting business with the Region.

By signing this Acknowledgement, the undersigned Vendor agrees to abide by the Vendor Code of Conduct and also agree to ensure its employees, officers, agents, representatives, and subcontractors are also made aware of and comply with it.

ACKNOWLEDGEMENT

I, _____ an authorized representative of _____, hereby acknowledge and agree to abide by the attached Vendor Code of Conduct, and will ensure that the employees, officers, agents, representatives and subcontractors of _____ are aware of and abide by such policies and principles in the process of preparing and submitting bids and proposals for Regional work, provisions of goods and services to the Region, and during the performance of all agreements entered into with the Region for such purposes.

Submitted by:
(Please type/print)

Business Name

Signature of Signing Officer

Street Address

Name and Title (please print)

City/Town

Postal Code

Signature of Contact Person

Telephone Number

Fax Number

Name and Title (please print)

Contact Email Address

Date



