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## CODE OF ETHICS AND PROFESSIONAL CONDUCT FOR THE BOARD OF TRUSTEES AND COMMITTEE MEMBERS

### I. SCOPE

1. This Code applies to any person appointed under the *Act respecting the Montréal Museum of Fine Arts* [R.S.Q, chapter M-42] (the “**Act**”), to sit on the Board of Trustees of the Museum (the “**Board of Trustees**”), as well as to any person who is appointed by the Board of Trustees to sit as a member on a committee of the Montreal Museum of Fine Arts (the “**Museum**”) or who is required by the Board of Trustees to comply with this Code (hereinafter collectively referred to as the “**Member**”).

### II. GENERAL DUTIES

1. All Members are required to comply with the ethical principles and rules of professional conduct as set out in the Act, the Regulation respecting the General Administration (the “**Internal Regulation**”) and this Code. In the event of a discrepancy, the most stringent principles and rules shall apply.
2. In case of doubt, the Member shall act in accordance with the spirit of these principles and rules.
3. The Member shall ensure that their actions and decisions are, and appear to be, free from any form of favouritism, bias or self-interest. This obligation cannot be fully discharged by simply acting within the law. The Member shall also organize their personal affairs in such a way that they do not interfere with the performance of their duties.
4. The Member shall act honestly, loyally, prudently, diligently, efficiently, fairly and in good faith in the performance of their duties.
5. The Member shall make their decisions independently of any consideration that is incompatible with the interests of the Museum, in particular any partisan political consideration.

### III. SPECIFIC OBLIGATIONS

#### **Personal property and activities**

1. The Member shall manage their affairs in such a way as to always differentiate between the property or funds of the Museum and their own, and to never confuse the two.
2. The Member shall not make improper or unauthorized use of the Museum’s property or material, physical or human resources for their personal benefit or for the benefit of third parties; nor can they allow said property or resources to be used for purposes other than those approved by the Museum.
3. The Member shall not compete with the Museum in the acquisition of works of art.

4. The Member shall not associate the Museum, directly or indirectly, with any personal endeavour, including, without being limited to, collecting activities or political activities.

#### **Conflict of interests**

5. The Member shall avoid placing themselves in a situation where their personal interest would be in conflict with the obligations related to their duties. They shall avoid placing themselves in a situation that leaves a reasonable doubt as to their ability to perform their duties loyally and impartially. For the purposes of this Code, a Member's "**personal interest**" means their personal interest or that of any person related to them, including their spouse, child, spouse's child, a person with whom the Member is associated or a partnership of which the Member is a partner, a legal entity that is controlled by the Member or their spouse, child or spouse's child, or a legal entity in which the Member has a stake of 10% or more.
6. The Member shall declare to the Governance and Ethics Committee of the Board of Trustees ("**Governance Committee**") any direct or indirect interest they have in an organization, enterprise or association that may place them in a situation of conflict of interest and of any rights they may invoke against such organization or enterprise, indicating their nature and value, where applicable.
7. A Member who has a direct or indirect interest in an organization, enterprise or association that puts their personal interest in conflict with that of the Museum shall, on pain of dismissal, declare this interest in writing to the Governance Committee and, where applicable, abstain from taking part in any deliberations or decision concerning the organization, enterprise or association in which they have this interest. They shall also recuse themselves from the proceedings for the duration of the deliberations and the vote relating to this matter. Their withdrawal shall be recorded in the minutes of the proceedings at which the matter is on the agenda.
8. A Member may not take part in the deliberations or vote on a matter in which they have a personal interest; they shall recuse themselves from such proceedings. The Board of Trustees or the committee on which the Member sits may ask the Member any question deemed necessary or useful prior to their withdrawal.
9. A Member who assumes obligations with respect to other entities might, on occasion, find themselves in a conflict of interest situation. Where this Code does not provide for such a situation, the Member shall determine whether their conduct is in keeping with behaviour that the Museum could reasonably expect from a Member under such circumstances. They must also decide whether a reasonably well-informed person would conclude that the interest that they hold in another entity risks influencing their decisions and impairing their objectivity and impartiality in the carrying out of their duties at the Museum. In this respect, the Member may consult the Governance Committee and the chairperson of the Committee on which they serve.
10. A Member may not directly or indirectly acquire, for themselves or for a third party, a work by an artist between the time they become aware of the Museum's intention to purchase or dispose of a work by that artist (agreement in principle with a gallery or the artist) or to organize an exhibition by that artist (exhibition project included in the exhibition program) and the time at which the acquisition of the work or the exhibition is approved by the Board of Trustees and subsequently made public by the Museum.

11. Notwithstanding the preceding paragraphs, a Member may, alone or in association with one or more other Members, acquire a work or works to be donated to the Museum.
12. In such a case, the Member shall declare their intention to acquire said work(s) to the Governance Committee and recuse themselves from all deliberations and votes relating to the proposed donation.
13. The donation offer will be evaluated by the Museum in accordance with its Collections Management Policy.

#### **Confidentiality of information**

14. The Member shall, in all circumstances, protect the confidentiality of deliberations of the Board of Trustees or its committees and of any information obtained in the course of or in connection with the performance of their duties which is not intended for public disclosure. They shall not use the information thus obtained for their own benefit or for the benefit of third parties.
15. The Member is responsible for taking measures to protect the confidentiality of information to which they have access. These measures include:
  - not leaving documents containing confidential information in plain view of third parties or employees who are not authorized to access it;
  - not disclosing or leaving in plain view of third parties passwords giving access to documents containing confidential information;
  - taking appropriate measures to ensure the physical protection of paper or electronic documents;
  - avoiding discussions in public places that could reveal confidential information;
  - disposing of confidential documents by appropriate means (shredding, archiving, etc.) when the documents are no longer required for the performance of their duties.
16. The Museum shall take the necessary measures to ensure the confidentiality of information provided by Members in connection with the application of this Code.

#### **Gifts and other benefits**

17. The Member shall not keep any gifts, hospitality or other benefits other than those that are customary and of modest value in carrying out or in consideration of their duties.
18. The Member shall not, directly or indirectly, grant, solicit or accept any favour or undue advantage for themselves or a third party.
19. In making their decisions, the Member shall avoid allowing themselves to be influenced by offers of employment.
20. The Member shall not step out of their official role in order to assist private entities or persons in their dealings with the Museum, where this may give rise to preferential treatment.

### **Opinions and political activities**

21. A Member who wishes to stand for elective public office must resign from their position as a Trustee or Committee member.
22. The Member shall, in the performance of their duties, make their decisions independently of any partisan political considerations.
23. The Member shall show restraint in the public expression of their political opinions.

### **Obligations after leaving office**

24. A Member's duty of loyalty shall remain in force for a period of one year after they cease to perform their duties with the Museum.
25. A Member who has ceased to perform their duties shall behave in such a way as to avoid taking undue advantage of their position on the Board, whether by using confidential information or influence acquired during the performance of their duties on the Board.
26. A Member who is in possession of information not available to the public concerning a proceeding, negotiation or other transaction involving the Museum shall not, for a period of one year after leaving office, act for or on behalf of others in connection with such matters, or deal with persons involved in such matters, without the authorization of the Museum.

## **IV. MECHANISMS FOR ENFORCEMENT OF THIS CODE**

1. The enforcement of this Code is entrusted to the Governance Committee, which is responsible for ensuring compliance with the rules set out herein. The mandate of the Governance Committee is to:
  - a. review this Code and submit any amendments to the Board of Trustees for approval;
  - b. disseminate this Code to Members;
  - c. advise Members on any matter relating to the application of this Code;
  - d. advise and provide support to the Board of Trustees or to any Member facing a situation deemed by the Committee to be problematic;
  - e. receive and deal with allegations of breaches of this Code that are submitted to it in writing.

### **Reporting a breach**

2. Any Member who knows or suspects that there has been a breach of this Code, including improper use or disclosure of confidential information or an undisclosed conflict of interest, shall report such breach to the Governance Committee.
3. This report shall be made confidentially and should contain the following information:
  - the identity of the perpetrator or perpetrators of the breach;

- a description of the breach;
- the date or period during which the breach occurred;
- a copy of any document supporting the report of the breach.

#### **Disciplinary process**

4. If a Member or the Board of Trustees itself has reasonable grounds to believe that a Member has breached this Code, they shall refer the matter to the Governance Committee and provide it with all available and relevant documents.
5. After analyzing the file, the Governance Committee shall determine whether there are grounds for investigation. If so, it shall notify the Member concerned in writing of the alleged breaches and provide them with a copy of all relevant documents in its possession relating to the case, the disclosure of which is not restricted by professional secrecy or confidentiality obligations.
6. A Member accused of misconduct may, within seven (7) days, submit written observations to the Governance Committee. They may also ask to be heard by the Governance Committee on the matter.
7. Upon finding that the Member has contravened this Code, the Act or the Internal Regulation, the Governance Committee shall make a recommendation to the Board of Trustees, which shall impose the sanction it considers appropriate in the circumstances.
8. The sanctions that can be imposed on a Member may include a reprimand, suspension or removal from office as a Trustee or committee member. Any sanction imposed on a Member, as well as any decision to temporarily or permanently relieve them of their duties, must be in writing and must state the reasons on which it is based.

#### **V. MISCELLANEOUS PROVISIONS**

1. This Code shall be reviewed by the members of the Board of Trustees every three (3) years.
2. This Code shall come into force on the date of its adoption by the Board of Trustees.
3. Before taking up their duties, and once a year thereafter, the Member shall certify in writing that they have read this Code by signing the declaration of adherence appended to this Code and forwarding it to the secretariat of the Board of Trustees.

Adopted by resolution of the Board of Trustees on June 27, 2023.