



DAIRY FARMERS OF NOVA SCOTIA CODE OF CONDUCT

This Code of Conduct outlines the standards of professional behaviour that DFNS expects from its directors and employees. It provides guidelines and standards, that when applied with common sense, judgment, and good management practices, will help guide daily decision making. If you encounter a situation where you are unclear as to the proper course of action, you are encouraged to bring the matter to the attention of the Chair (for directors), or the General Manager (for employees).

All directors and employees are asked to carefully review the Code of Conduct and complete the Acknowledgement and Agreement section. This will certify that you have read, understood and agree to abide by the policies and guidelines laid out in this section.

DUTIES

Directors and employees are expected to commit their best efforts, knowledge, and skills to achieve the mandate and goals of DFNS. Directors and employees must act honestly and in good faith in their dealings with each other, producers, processors, and other stakeholders.

It is expected that directors will attend all regularly scheduled Board meetings and any special meetings, as called. In the event that they are physically unable to attend, directors may alert the Board Secretary prior to the meeting to arrange for virtual attendance via conference call. Employees may be invited to attend Board Meetings.

The Board's policy-making authority is an important responsibility that should always be applied in a fair and equitable manner. It is critical that all directors and employees adopt a united position when explaining, defending, and carrying out Board decisions. When directors and staff speak they are representing DFNS, not themselves or their own opinions. This is a very necessary part of communicating Board policy to members, others in our industry, and the public. This solidarity is an obligation, regardless of individual opinions and positions that may have been expressed or emerged during the decision-making process.

CONFIDENTIALITY AND PRIVACY

All producer information, including but not limited to: mailing address, phone/fax/email information, quota holdings, production figures, and assignments, is confidential. There will be no personal or private discussion about producers with others outside DFNS, unless the producer has provided DFNS written consent to do so. A standard information release form is available in the office for this purpose.

In addition to the personal information privacy requirements, directors and employees are expected to keep confidential all corporate information until such time as the information is released to the broader public. Directors and employees may not use confidential information to gain personal advantage and may not release confidential information to others (see CONFLICT OF INTEREST). It is expected that directors and employees will not act on any information that they have access to prior to the publication date.

The responsibility for maintaining the confidentiality of DFNS information or documents includes ensuring that such information or documents are not directly or indirectly (in writing or verbally) made available to unauthorized persons.

It is expected that directors and employees will continue to abide by DFNS's confidentiality and privacy rules after their service to DFNS is completed.

CONFLICT OF INTEREST

All services provided by DFNS must be conducted with efficiency, objectivity, and integrity. There must not be, nor appear to be, any conflict between the private interests of directors or employees, and their responsibility to DFNS.

Conflict of interest is defined as a conflict between the private interests of directors or employees and their responsibility as a director or employee of DFNS. This includes actual or perceived conflicts and those which have the potential to be actual or perceived.

Directors and employees shall not engage in any outside work or business:

- i) that interferes with the performance of director or employment responsibilities; and/or
- ii) in which there is an advantage derived from employment or directorship with DFNS; and/or
- iii) which is performed in such a way to appear to represent DFNS opinion, policy, duty, or responsibility?

Directors and employees shall not accept monetary or other forms of remuneration in addition to normal salary/per diem/expenses for duties which they perform in the course of their responsibilities with DFNS.

Directors and employees must disclose any real or perceived conflict of interest. Employees should report a real or perceived conflict of interest to the General Manager; directors and the General Manager should report to the Chair; the Chair should report to the Executive.

In the event a director has declared a conflict of interest, they must leave the room in which the meeting is held for the duration of all discussions related to the declared conflict and refrain from voting on any question related to the conflict.

All directors will be expected to observe confidentiality protocols and will not release or act on corporate information regarding policies or quotas prior to the scheduled publication date.

The Chair and General Manager have the authority to determine the course of action required in resolving any conflicts of interest disclosed. In the case of a conflict involving the Chair, the Executive holds authority. Options which may be exercised by them include:

- instructing the director to leave the room where the meeting is held for the duration of all discussions related to the conflict and to refrain from voting on any question related to the conflict;
- instructing the director or employee to remove themselves from the private interest;
- moving the employee to another area of responsibility within the office;
- removing a director member from any committee;
- making known to the appropriate people a potential conflict so that the actual conflict can be avoided;
- accepting the resignation of the employee, director or committee member involved

VIOLATIONS OF CODE OF CONDUCT

In the event that a director or the General Manager has not declared a conflict of interest, has acted on or released confidential information, or has otherwise violated this Code of Conduct, the board will consider the violation and implement remedial action from the options listed above. In addition, in the case of a director, the board may remove the director from the board by a two-thirds (2/3) majority vote of the remaining directors, held by secret ballot. In the case of the General Manager, the board may terminate their employment by a simple majority vote.

In the event that an employee other than the General Manager has not declared a conflict of interest, has acted on or released confidential information, or has otherwise violated this Code of Conduct, the General Manager will determine the extent of the conflict and any remedy required, such as a reassignment of duties or required disciplinary action, up to and including termination.

Director/Employee Acknowledgement and Agreement

In the case of this acknowledgement being signed by a nominee in an election, it is understood that the nominee agrees be bound by this document in the event he/she is elected as a Director.

I, _____, acknowledge that I have read and understood the Dairy Farmers of Nova Scotia Code of Conduct herein.

I agree to conduct myself, at all times, in accordance with the Code of Conduct and guidelines provided.

Date

Signature