

# CODE OF CONDUCT FOR BOARD OF DIRECTORS

## ONTARIO ONE CALL

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### SCOPE

This Code of Conduct ("Code") relates to governance practices, confidentiality and conflict of interest matters and applies to all members of the Board of Directors ("Directors") of Ontario One Call, otherwise known as the "the Corporation".

### INTRODUCTION

The Board has approved this Code as a supplement to any requirements for Directors including those contained in relevant legislation and the Corporation's by-laws, in order to assist Directors in understanding and performing their duties and responsibilities.

#### 1. Compliance with Laws and Policies

Each Director shall:

- a. Comply with all laws applicable to their role as a Director of the Corporation.
- b. Comply with all policies applicable to the Directors.
- c. Comply with any Minister's Orders.
- d. Promptly report to the appropriate authority within the Corporation, according to the Corporation 's policies, any observed illegal, fraudulent or other suspected misconduct by a Director or employee or officer of the Corporation.

#### 2. Complement to Legislation and By-laws

The provisions of this Code are intended to complement and enhance in a consistent manner the requirements that arise under the Ontario Underground Infrastructure Notification System Act, 2012, the Not-for-Profit Corporations Act, 2010 and the Corporation's by-laws.

#### 3. Memorandum of Understanding

The provisions of this Code are also intended to complement and enhance in a consistent manner the requirements that arise under this Memorandum of Understanding.

#### 4. Duties and Responsibilities of the Corporation's Directors

Each Director is expected to act in the best interests of the Corporation at all times and be an active participant in the Board.

A Director is responsible to:

- a. Diligently fulfill the requirements and obligations of a Director;
- b. Be informed of the documents and legislation under which the Corporation exists, including but not limited to, the Act and regulations, the Not-for-Profit Corporations Act, 2010 ("NFP Act") and its regulations, by-laws, rules, mission, values, codes of conduct, and policies as they pertain to the duties of a Director;
- c. Devote sufficient time to Board affairs and Board committee meetings;
- d. Assist in the achievement of corporate strategic objectives and business plans;
- e. Maintain public confidence in the conduct of the Board's business;
- f. Ensure that they and the Board as a whole act in the best interests of the Corporation rather than in the interests of an individual member or stakeholder or any other interests;
- g. Not be influenced by self-interest, outside pressure, expectation of reward or fear of criticism;
- h. Act with honesty and integrity and conduct themselves in a manner consistent with the nature and the responsibilities and the maintenance of public confidence;
- i. Offer their perspectives and opinions on issues that are the subject of Board discussion and decision;
- j. Voice, clearly and explicitly at the time a decision is being taken, any opposition to a decision being considered by the Board;
- k. Ask the Directors to review a decision, if they have reasonable grounds to believe that the Board has acted without full information or in a manner inconsistent with its fiduciary obligations;
- l. Know and respect the distinction in the roles of Board and staff consistent with the principles of governance policies;
- m. Exercise vigilance for and declare any apparent or real personal conflict of interest in accordance with applicable legislation, the by-laws, policies, and with this code; and
- n. Comply with all other codes and policies approved by the Board from time to time.

Any Director who believes that their ability to meet these expectations is at risk, or may appear to be at risk, shall advise the Board Chair and together they will consider whether the Director should either:

- i) Declare a conflict of interest and recuse themselves in respect of the particular matter; or
- ii) Offer to resign from the Corporation.

The need to take such action may arise in the following circumstances:

- A change in affiliation or employment;
- A conflicting personal interest;

- The Director being unable to act in the best interests of the Corporation;
- The Director being unable to attend meetings consistently.

## **5. Conduct of Each Director**

To enable the Board to discharge its collective responsibilities for stewardship, including oversight and strategic leadership, each Director shall:

- a. Demonstrate a good understanding of, and a willingness to learn current corporate governance practices;
- b. Take all reasonable steps to ensure that they and the Board, as a whole, act in the best interests of the Corporation, rather than in the interests of any individual or group;
- c. Bring to the attention of the Board a perspective based on their background or experience;
- d. Exercise the duties and functions as a Director only at meetings of the Board or its committees or as specifically delegated by the Board;
- e. Maintain independence and objectivity;
- f. Conduct themselves fairly, ethically and with integrity;
- g. Direct all external inquiries to the Board Chair and/or Chief Executive Officer (CEO) and President;
- h. Direct any requests about the Corporation to the CEO and President;
- i. Declare in a full, true and plain fashion any real, perceived, or potential conflict promptly to the Board Chair and leave the room for the deliberations concerning the matter, and not vote or, influence the vote on any such matter; and
- j. Monitor their continued ability to meet the foregoing expectations.

## **6. Functions of the Board and Committees of the Board**

The Board and each Committee of the Board (Committee) have regularly scheduled meetings announced prior to the beginning of each calendar year. The Board and each Committee, and each member of the Board and member of each Committee are expected to perform a number of regular duties and functions each year in keeping with each of the Board of Director guidelines, Committee terms of reference, and calendars of responsibilities, as well as several specific functions including, where applicable to them, the following:

- a. Appointing, evaluating, compensating, selecting, and, if or when necessary, terminating the CEO & President;
- b. Overseeing succession planning of the CEO & President;
- c. Reviewing the financial condition of the Corporation to ensure that effective financial and capital management practices are being followed, including monitoring the design and implementation of the internal controls of the Corporation;



- d. Identifying, assessing and approving the material financial and non-financial risks of the Corporation, reviewing the internal controls for their mitigation, and reviewing independent assurance of the foregoing; and
- e. Reviewing, providing input on, and approving the strategy of the Corporation, including the key performance indicators to measure the implementation of the strategy.

## **7. Confidential Information**

Each Director's obligation of confidentiality arises from the Director's fiduciary duty to the Corporation. Each Director agrees to respect the confidentiality of matters brought before the Board, or any of its Committees, or comes to their attention in the course of their duties as a Director, unless required by applicable law or legal process to disclose information.

## **8. Avoiding Conflicts of Interest**

- a. Every Director who, either directly or indirectly, has or thinks they may potentially have a Conflict of Interest with respect to a proposed or current contract, transaction, matter or decision of the Corporation shall disclose the nature and extent of the Conflict of Interest at a meeting of the Board. The declaration of Conflict of Interest shall be disclosed at the meeting of the Board at which the contract, transaction, matter or decision is first raised or at which the Director is first aware of the potential or actual Conflict of Interest.
- b. Every declaration of a Conflict of Interest and the general nature thereof shall be recorded in the minutes of the Board.
- c. Where the number of Directors who, by reason of this section are prohibited from participating in a meeting is such that at the meeting, the remaining Directors are not of sufficient number to constitute a quorum, then the remaining number of Directors shall be deemed to constitute a quorum.



## 9. Conflict of Interest - Other Directors

- a. If a Director believes that any other Director is in a Conflict of Interest position with respect to any contract, transaction, matter or decision, the Director shall have their concern recorded in the minutes, and the Director with the alleged Conflict of Interest shall have the right to address the Board with respect to the allegation.
- b. Thereafter, at the request of the Director who recorded the initial concern, the Board, after the Director alleged to have a Conflict of Interest has left the discussion, shall vote on whether the Director alleged to have a Conflict of Interest is, in the opinion of the Board, in a Conflict of Interest. If the Board finds the person in a Conflict of Interest, that interested Director shall leave during any subsequent discussion or voting process relating to or pertaining to the conflict. The question of whether a Director has a Conflict of Interest shall be determined by an Ordinary Resolution of the Board and shall be final.
- c. The procedures set out in section 8 apply where, in accordance with this section, the Board has determined a Director has a conflict of interest.

## 10. Conflict of Interest - Consequences

- a. No Director with a Conflict of Interest, as determined under section 8 or section 9, shall attend any part of a Board meeting, during which the contract, transaction, matter or decision is discussed and shall not vote on any resolution to approve the contract, transaction, matter or decision, or otherwise attempt to influence the voting on a contract, transaction, matter or decision.
- b. After making a declaration of Conflict of Interest in accordance with this Code, the Director is not accountable to the Corporation for any profits they may realize from the contract, transaction, matter or decision as of the date of the declaration, provided the contract, transaction, matter or decision was reasonable and fair to the Corporation when it was approved.
- c. If the Director fails to make a Declaration of their Conflict of Interest in a contract, transaction, matter or decision, as required by this Code, this failure may be considered grounds for termination of their position as a Director.
- d. The failure of any Director to comply with the Conflict of Interest provisions of this Code does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board or the Corporation.



- e. Despite any other provision in this Code, the fact that a Director who is appointed by the Minister, or otherwise affiliated with a stakeholder group does not in itself create a Conflict of Interest.

## 11. Gifts and Hospitality

Directors shall not directly or indirectly offer or accept cash payments, gifts, gratuities, privileges or other personal rewards, which are intended to influence the activities or affairs of the Corporation. Directors may, however, give or receive modest gifts or hospitality as a matter of general and accepted business practice, provided the foregoing does not include cash or other negotiable instruments and provided further proper accounting of any such expenses is made.

## 12. Complaints and Disputes Involving Directors

- a. The Board, in a meeting duly called for the purpose, shall review any complaints that a Director has violated any provision of the Corporation's By-laws, or policies approved by the Board, in particular, this Code.
- b. The Board shall similarly review disputes between Directors that interfere with the ability of the Board to carry out its duties.
- c. Complaints may be referred to an independent arbiter by resolution of the Board.
- d. Allegations of illegal activity shall be immediately referred to appropriate authorities for investigation. Any Director against whom such allegations are made shall take a leave of absence from the Board pending completion of the investigation.
- e. The review of such complaints or disputes shall include an opportunity for the Director concerned to present their position.
- f. The Board may make such determination as it sees fit including:
  - i. Dismissal of the complaint;
  - ii. A letter of reprimand to the Director from the Board;
  - iii. Oral censure of the Director in question before the Board;
  - iv. Removal of the Director from the Board by the members of the Corporation;  
or





- v. Such other outcome as the Board determines is appropriate having regard to the facts and the gravity of the violations.

### **13. Leave of Absence**

The Board Chair may, in consultation with the HR, Governance and Nominations Committee, grant a leave of absence to a Board Member.

### **14. Annual Affirmation and Review**

Each Director of the Corporation shall sign an annual affirmation that they understand and will comply with this Code. The HR, Governance and Nominations Committee reviews this Code annually and may recommend changes to enhance its effectiveness in ensuring the achievement of the level of conduct expected of all Board members.

Understood and Accepted by:

## **OOC Board of Directors | July 2025**

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**Mitch Panciuk | Board Chair**

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**Dean Dalpe | Vice Chair**

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**Veronica McAlea Major | HRGN Chair**

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**Ysni Semsedini | RFA Chair**

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**Dennis Colautti | Director**

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**Michael Callaghan | Director**





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**Nick Colucci | Director**

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**Chantal Chiddle | Director**

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**Darrin Husack | Director**

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**Jason Kottelenberg | Director**

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**Wanda Richardson | Director**

