

**CODE OF ETHICS OF
THE *INSTITUT NATIONAL DE LA RECHERCHE SCIENTIFIQUE (INRS)*
UNIVERSITY COMMUNITY**

(THE “CODE OF ETHICS”)

ADOPTION		
AUTHORITY	DATE	RESOLUTION
Board of Directors	November 23, 1993	195A-93-1636

MODIFICATION(S)			
AUTHORITY	DATE	RESOLUTION	COMMENTS
Board of Directors	November 25, 1997	231A-97-1880	Revision
Board of Directors	February 22, 2011	371A-2011-3107	Complete reworking
Board of Directors	May 17, 2011	374A-2011-3136	Amendment coming into force
Board of Directors	June 14, 2012	385A-2012-3281	Addition, amendment or deletion to maintain consistency with INRS Normative Documents, including the INRS Internal Management Regulation (<i>Règlement de régie interne de l'INRS</i> , Regulation 1) *
Board of Directors	September 22, 2014	409A-2014-3487	Register of Declared Interests
Board of Directors	December 11, 2014	413A-2014-3524	Minor amendments

REVISION	As required or, at a minimum, every three years
PERSON IN CHARGE	Office of the Director General
CODE	C-01-2014.4

* Coming into force determined by the Board as of September 1, 2012.

The French version alone of this Normative Document has been officially adopted by INRS's authorities. In case of differences, the French version prevails.

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PREAMBLE

The mission of Institut national de la recherche scientifique (“INRS”) is to conduct fundamental and applied research, to offer graduate degree programs and to train researchers. As part of that mission and while pursuing the aims specific to university research, INRS directs its activities in particular towards Quebec’s economic, social and cultural development and transfers knowledge and technology towards all the fields in which it carries out activities. This mission is undertaken within a context where complying with the principles of good governance applicable to the management and operation of academic institutions is essential.

All members of the University Community are to perform their duties in accordance with this mission and in compliance with the Values, Duties and Obligations set forth in the Code of Ethics.

1. PURPOSE

The Code of Ethics sets forth the Values, Duties and Obligations as well as the rules intended to govern the conduct of members of the University Community. It does not limit the political or academic freedom of Professors.

2. DEFINITIONS

For the purposes of the Code of Ethics, defined expressions shall have the meanings assigned to them below.

“Authorized Signatory”: A person identified in the Signatories’ Jurisdiction Table attached as Schedule 1 to the *Règlement sur l’exercice des pouvoirs de l’INRS* (Règlement 9).

“Board”: The INRS Board of Directors.

“Conflict of Interest”: A person is in conflict of interest, whether real or apparent, when a situation may or might cause him or her, directly or indirectly, to choose between:

- the interests of INRS, its business partners, consultants or suppliers, and his or her self-interest, business interest or the interest of a Relation;
- the interests of two or more INRS business partners, consultants or suppliers, the choice to be made not being in the best interests of INRS.

A person is also in conflict of interest when a situation is likely to influence his or her judgment and loyalty towards INRS.

“Department”: A set of activities the management of which is under the responsibility of an Executive.

“Director”: An administrative director, or a director of a Department or of a Research Centre.

“Disclosure”: The act through which one or more members of the University Community raise concerns or worries about a Wrongdoing of which they are aware.

“Duties and Obligations”: The duties and obligations stem from Values and set out rules of conduct expected of the members of the University Community. They concern respect for persons, laws and INRS, and the use of INRS property. Duties and obligations also concern confidentiality and discretion, as well as Conflicts of Interest.

“Executive”: An employee occupying a managerial function in an advisory capacity, or a Director or an Officer.

“Governance and Ethics Committee”: Committee reporting to the Board, whose mandate and powers are set out in the INRS Governance and Ethics Committee Charter (*Charte du comité de gouvernance et d'éthique de l'INRS*).

“Normative Document”: An INRS regulation, code, policy, directive, procedure or any other document that sets forth rules to follow or ways of conducting affairs, and any such documents emanating from granting agencies and which apply to INRS.

“Officer”¹: The Director General, Scientific Director, Administration and Finance Director, and Secretary General.

“Professor”: A regular, fellow, substitute, adjunct, guest, honorary or emeritus professor.

“Provisional Measure”: A temporary measure taken with respect to a member of the University Community during the investigation into whether a Disclosure of Wrongdoing is well-founded or not or for the duration of the assessment of a declaration of Conflict of Interest.

“Relation”: A physical person or corporation among the following:

- the company of which an Executive, Professor or member of the Staff owns securities with more than 10% of voting rights;
- the business partner of an Executive, Professor or Staff member;
- the spouse, children and parents of an Executive, Professor or Staff member and the parents and children of that person's spouse.

“Research Centre”: The Centre Eau Terre Environnement, Centre Énergie Matériaux Télécommunications, Centre INRS-Institut Armand-Frappier and Centre Urbanisation Culture Société.

¹ In accordance with decision 400A-2013-3418 adopted by the Board on December 12, 2013, within the framework of external relations, the officers' titles are respectively replaced by those commonly used in the university environment, that is to say :

- Rector replaces Director General;
- Vice Rector of Research and Academic affairs replaces Scientific Director;
- Vice Rector of Administration and Finances replaces Administration and Finance Director;
- and Vice Rector of Governance and Human Resources and Secretary General replaces Secretary General.

“Staff”: Any person hired as an employee working at INRS.

“University Community”: The INRS Executives, Professors, Staff, students and interns, including postdoctoral fellows.

“Values”: The values of INRS, which give rise to Duties and Obligations, are the quest for knowledge, honesty and transparency, integrity, loyalty, respect and competence.

“Wrongdoing”: Any behaviour prohibited by law, a regulation, the Code of Ethics or any other Normative Document, such as:

- falsification of accounting records;
- theft and fraud;
- intentional concealment or misstatement of material information or facts;
- use of funds for purposes other than those originally intended;
- misappropriation of funds;
- bribe-taking;
- unlawful or unauthorized use of INRS property;
- Conflict of Interest or collusion concerning calls for tenders;
- payment authorization for goods or services that have not been supplied to INRS;
- substitution of goods by others of lesser quality;
- breaking the law, or breaching regulations or other Normative Documents;
- failing to take into account the state of the art on a given subject;
- unauthorized disclosure of confidential information;
- unauthorized use of confidential information;
- abuse of authority.

3. SCOPE

The Code of Ethics applies to all members of the University Community.

The Code of Ethics is not the only reference document relating to the conduct expected of members of the University Community. Other Normative Documents, which the Code of Ethics is not intended to replace, also establish rules applicable to members of the University Community and are to be considered as well.

Furthermore, in the case of a discrepancy between the rules contained in a collective agreement or an individual employment contract and those provided for in the Code of Ethics, the provisions contained in the collective agreement or the individual employment contract will prevail.

The Code of Ethics does not apply to directors of the Board, who are governed by the INRS Directors' Code of Ethics and Good Practices (*Code d'éthique et de déontologie des administrateurs de l'Institut national de la recherche scientifique*).

4. ENFORCEMENT

The Director General of INRS, seconded by the Office of the Secretary General (the “Secretariat”), is responsible for the enforcement of the Code of Ethics.

5. VALUES

The Code of Ethics is based on the following Values: the quest for knowledge, honesty and transparency, integrity, loyalty, respect and competence. The rules of conduct set forth in the Code of Ethics are aimed at ensuring compliance with these Values.

I. Quest for Knowledge

INRS promotes the quest for knowledge. It endeavours to increase knowledge, stimulate the thirst for learning, encourage critical thinking and knowledge sharing.

II. Honesty and Transparency

INRS expects members of the University Community to be honest, sincere and transparent in their actions. They are not, in any circumstances, to intentionally mislead anyone or knowingly provide anyone with erroneous information.

III. Integrity

INRS expects members of the University Community to engage in professional behaviour consistent with fundamental ethical and moral principles. Their actions must be above reproach and they must avoid impropriety, or the appearance of impropriety.

IV. Loyalty

INRS expects members of the University Community to act with loyalty, by defending INRS’s interests and avoiding the infliction of any harm upon it, either through words or actions. They are to perform their duties in compliance with the mission, orientations and decisions of INRS.

V. Respect

INRS acknowledges the individuality of each person and demonstrates tolerance for personal and cultural differences. It encourages open and honest communication in order to create and maintain a culture of courtesy and collegiality within the University Community.

VI. Competence

INRS expects members of the University Community to perform their duties with competence and professionalism through the use of their knowledge, skills and experience.

6. DUTIES AND OBLIGATIONS

6.1 RESPECT FOR PERSONS

All members of the University Community are to respect human rights and freedoms. They are to contribute to creating and maintaining a healthy work environment, free of discrimination, violence, abuse of authority and harassment, and in which relations are based on respect and dignity.

They are to demonstrate a respectful, courteous, cooperative, professional, discreet and impartial attitude in their relationships with INRS partners and other members of the University Community.

6.2 RESPECT FOR LAWS

In performing their duties, all members of the University Community are to comply with laws and regulations, as well as with the Values, Duties and Obligations provided for in the Code of Ethics and other Normative Documents.

If in doubt, all members of the University Community are to act in accordance with the spirit of the Values, Duties and Obligations, as well as in compliance with the rules of conduct set forth in the Code of Ethics, and may contact the Secretariat for information or advice on these matters.

6.3 RESPECT FOR THE INSTITUTION

All members of the University Community are to refrain from disclosing any fact or making comments with malicious intent to discredit INRS, to negatively impact its credibility or tarnish its image or reputation among its partners and the general public; they must avoid any behaviour that is incompatible with the requirements of their duties.

6.4 USE OF INRS PROPERTY

No member of the University Community may intermingle INRS property with their own nor may they use INRS's material, physical or human resources for their own benefit or for that of a third party.

They may not use the name of INRS for purposes unrelated to professional activities which are performed on behalf of INRS, or which are unrelated to academic activities flowing from their programmes of study at INRS, unless expressly authorized by an Officer, or, in the event of a request submitted by an Officer, by the Board.

6.5 CONFIDENTIALITY

6.5.1 Discretion

All members of the University Community are required to exercise a duty of discretion with respect to all things that come to their attention in or during the performance of their duties. They are also required, at all times, to respect the confidential nature of the information to which they have access.

6.5.2 Access to Confidential Information

All members of the University Community are to refrain from accessing confidential information that is not necessary for the performance of their duties.

6.5.3 Use of Confidential Information

No member of the University Community may use information obtained in or during the performance of their duties for their own advantage or that of a third party. This obligation continues to apply after the member of the University Community leaves INRS upon retirement, completion of studies or after the end of employment with INRS.

6.6 CONFLICT OF INTEREST

6.6.1 Personal Considerations

All Executives, Professors or Staff members are to ensure that personal considerations do not influence the decisions that they are required to take in or during the performance of their duties. Thus, they are to take all steps necessary to avoid Conflicts of Interest.

6.6.2 Advantages, Benefits and Gifts

All Executives, Professors or members of the Staff are to refuse favours, advantages, services, benefits or gifts in or during the performance of their duties. They may, however, accept a token of hospitality or courtesy, or a symbolic gift or gift of nominal value in accordance with local customs and practices. Under no circumstances may they receive a personal cash gift.

6.6.3 Outside Professional Activities

Subject to any applicable obligation of exclusivity, no Executive, Professor or Staff member may engage in outside professional activities that encroach upon or prejudice their contractual commitments towards INRS or the research or professional activities conducted at INRS.

6.6.4 Financial Interests

All Executives, Professors or Staff members are to refrain from participating in negotiations with partners with whom they or one of their Relations have a financial interest.

7. APPLICATION OF THE CODE OF ETHICS

7.1 ROLES AND RESPONSIBILITIES

7.1.1 Responsibilities of University Community Members

All members of the University Community are to respect the Values, Duties and Obligations, as well as the rules of conduct set forth in the Code of Ethics.

7.1.2 Responsibilities of Executives

Within the University Community, Executives play a key role in securing compliance with the Values, Duties and Obligations and rules of conduct set forth in the Code of Ethics. They are to ensure its implementation and day-to-day application. They are responsible for promoting the Code of Ethics and for leading by example within their Departments.

7.1.3 Responsibilities of the Director General

7.1.3.1. Conflict of Interest Declaration

When it is necessary to take measures or precautions, the Director General deals with Conflict of Interest Declarations and makes decisions as to the measures or precautions to be taken.

7.1.3.2. Disclosure of Wrongdoing

The Director General decides whether Disclosures of Wrongdoing are admissible and well-founded. Except where an Officer is concerned, the Director General decides what sanctions are to be imposed, where required.

7.1.4 Responsibilities of the Secretariat

Files are received and maintained by the Secretariat as relating to the application of the Code of Ethics. It conducts the investigations, analyses and prepares the files. It advises and seconds the Director General and the Governance and Ethics Committee in the processing of Conflict of Interest Declarations and Disclosures of Wrongdoing. It provides advice on the interpretation and application of the Code of Ethics. In addition, the Secretariat acts as a resource for the entire University Community for ethical issues raised under the Code of Ethics. It can also, if necessary, call upon external resources in executing its mandate.

7.1.5 Responsibilities of the Governance and Ethics Committee

The Governance and Ethics Committee makes recommendations to the Board regarding sanctions to be imposed on Officers, where required.

When a Conflict of Interest Declaration or a Disclosure of Wrongdoing concerns the Director General, the Secretary General or their Department, the responsibilities vested respectively by sections 7.1.3 and 7.1.4 in the Director General or the Secretariat, are exercised by the Governance and Ethics Committee, as required.

7.1.6 Responsibilities of the Board

The Board, upon recommendation of the Governance and Ethics Committee, makes decisions as to the sanctions to be imposed on Officers when a Disclosure of Wrongdoing is determined to be well-founded.

7.2 SUBMISSION OF CONFLICT OF INTEREST DECLARATIONS AND DISCLOSURES OF WRONGDOING

7.2.1 Conflict of Interest Declarations

Throughout the year and as soon as the situation arises, all Executives, Professors or Staff members are to disclose any direct or indirect interest they have in an organization, company, association, contract or transaction that may create a Conflict of Interest.

Moreover, annually, all Executives, Professors and members of the Staff are required to disclose any direct or indirect interest they have in an organization, company, association, contract or transaction that may create a Conflict of Interest.

A Conflict of Interest Declaration is made by completing the form attached to the Code of Ethics as Schedule A.

7.2.2 Disclosure of Wrongdoing

All members of the University Community who have serious reason to believe that Wrongdoing has been committed are to report the situation as expeditiously as possible.

A Disclosure of Wrongdoing is made by completing the form attached to the Code of Ethics as Schedule B, with all available and relevant information.

7.2.3 Anonymous Disclosure of Wrongdoing

Furthermore, where circumstances warrant, a Disclosure of Wrongdoing may be made anonymously under the INRS Disclosure of Wrongdoing Directive (*Directive sur la dénonciation d'irrégularités de l'INRS*).

7.3 PROCESSING OF CONFLICT OF INTEREST DECLARATIONS AND DISCLOSURES OF WRONGDOING

7.3.1 Confidentiality, Anonymity and Protection from Reprisal

All Conflict of Interest Declarations, Disclosures of Wrongdoing and requests for advice submitted under section 7.5 are received and processed in the strictest confidence.

Appropriate action is taken to protect the anonymity of any person who makes an anonymous Disclosure of Wrongdoing, except where otherwise provided for by law.

In addition, appropriate steps are taken to protect any person who has disclosed a Wrongdoing and any person that may collaborate, against any form of reprisal, provided the Disclosure is made in good faith and based on reasonable grounds.

7.3.2 Procedure

7.3.2.1. Analysis of Conflict of Interest Declarations

Conflict of Interest Declarations are submitted to and analyzed by the Secretariat.

Cases of Conflict of Interest requiring that measures or precautions be taken are submitted to the Director General. In such cases, the member of the University Community who submitted the Conflict of Interest Declaration is heard.

The Director General then decides which measures or precautions are to be taken, where required. The member of the University Community concerned is informed thereof in writing by the Secretariat.

When a Conflict of Interest concerns an Officer, the Governance and Ethics Committee is also informed of measures and precautions taken with regard to the Officer involved.

7.3.2.2. Admissibility of Disclosures of Wrongdoing

Disclosures of Wrongdoing are submitted to and are given a preliminary analysis by the Secretariat, which makes its recommendations to the Director General regarding their admissibility.

A Disclosure of Wrongdoing that is determined to be clearly inadmissible is so declared by the Director General. The member of the University Community who made the Disclosure is informed of the determination in writing by the Secretariat.

7.3.2.3. Disclosures that are Frivolous, Vexatious or in Bad Faith

Members of the University Community who make a Disclosure of Wrongdoing that is judged to be frivolous, vexatious or made in bad faith may be subject to administrative or disciplinary measures and legal action.

7.3.2.4. Notification

Absent exceptional circumstances, where after preliminary analysis a Disclosure of Wrongdoing is declared admissible by the Director General, the member of the University Community concerned is informed in writing by the Secretariat of the existence of the Disclosure, the allegations it contains and the holding of an investigation.

7.3.2.5. Investigation

When a Disclosure of Wrongdoing is declared admissible, the Secretariat holds an investigation during which the member of the University Community concerned by the Disclosure of Wrongdoing is heard. The member may be accompanied by a person of the member's choosing who does not, however, have the right to speak.

During the investigation process, any information required to process the case is collected by the Secretariat which may at any time, among other things, consult any document and any record relevant to the investigation, meet with any member of the University Community and any other person concerned or involved. It may also consult the Governance and Ethics Committee or the Audit Committee, depending on the circumstances, and retain the services of any experts that the Director General considers appropriate.

7.3.2.6. Provisional Measures

In situations requiring prompt action, Provisional Measures can be implemented by the Director General for the duration of the investigation of a Disclosure of Wrongdoing or for the duration of the analysis of a Declaration of Conflict of Interest.

When Provisional Measures concern an Executive or a Staff member, the Director General consults the Human Resources Department. When they concern a Professor, student, intern or postdoctoral fellow, the Director General also consults the Scientific Director.

When Provisional Measures concern an Officer, the Director General informs the Governance and Ethics Committee.

7.3.2.7. Conclusions of the Investigation

If after completion of the investigation, a Disclosure of Wrongdoing concerning an Executive or a Staff member is determined to be well-founded, the Director General consults the Human Resources Department to ascertain what sanctions are appropriate. Where a Disclosure of Wrongdoing concerns a Professor, student, intern or postdoctoral fellow, the Director General also consults the Scientific Director.

In such cases, once a determination has been made as to which sanctions are appropriate, the nature of the sanctions to be imposed is communicated in writing by the Secretariat to the member of the University Community concerned.

7.3.2.8. Conflict of Interest Declaration and Disclosure of Wrongdoing involving the Director General, the Secretary General or their Department.

Where a Conflict of Interest Declaration or a Disclosure of Wrongdoing concerns the Director General, the Secretary General or their Department, the responsibilities vested by section 7.3.2 in the Director General or the Secretariat, are exercised by the Governance and Ethics Committee as required.

7.3.2.9. Sanctions

Any person who commits a Wrongdoing is subject to administrative and disciplinary measures up to and including termination of employment or dismissal, depending on the nature and seriousness of the Wrongdoing.

INRS can also take legal action and use every other recourse available against a member of the University Community who committed Wrongdoing, whether he or she is still a student or employed by INRS.

7.3.3 Register of Reported Interests

7.3.3.1 Distribution

A register of the interests reported in the Declarations of Conflicts of Interest filed by the Directors and by members of the University Community is updated and the list of INRS's contracting partners will be distributed to the Authorized Signatories.

7.3.3.2 Disclosure to the Secretariat

Each time INRS is likely to enter into a contract with a legal entity or physical person whose name appears in the register, the Authorized Signatory must immediately report that fact to the Secretariat, which may recommend

accompanying measures or, if need be, submit the case to the Governance and Ethics Committee.

7.4 DECLARATION AND UNDERTAKING

Within 30 days of starting employment or having registered, all members of the University Community are to declare that they have read the Code of Ethics, confirm that they understand its meaning and scope and undertake to comply with it.

Within 30 days of the Code of Ethics becoming effective and at the latest on May 31 of each year, all Executives, students, interns and postdoctoral fellows are to declare that they have read the Code of Ethics, confirm that they understand its meaning and scope and undertake to comply with it.

A declaration is made by completing the form attached to the Code of Ethics as Schedule C.

7.5 REQUEST FOR ADVICE

All members of the Academic Community may make requests for advice from the Secretariat on the interpretation or application of the Code of Ethics.

8. REVISION

The Code of Ethics is updated when required or, at a minimum, every three years.

9. FINAL PROVISIONS

The Code of Ethics comes into force following its adoption by the Board or on the date determined by the latter.

SCHEDULE A

CONFLICT OF INTEREST DECLARATION FORM

Throughout the year and as soon as the situation arises, all Executives, Professors or members of the Staff are to disclose any direct or indirect interest they have in an organization, company, association, contract or transaction that may create a Conflict of Interest.

Moreover, all Executives, Professors and members of the Staff will be invited, annually, to disclose any direct or indirect interest they have in an organization, company, association, contract or transaction that may create a Conflict of Interest.

Please check the boxes below that you consider applicable.

1. I declare that I am not in a Conflict of Interest whether real or apparent.
or
 I declare that I am in a real or apparent Conflict of Interest.

Please specify why, in your opinion, there may be a situation of Conflict of Interest:

2. I declare that one of the following situations applies to me: (Please check all boxes that apply to you)
- Situation that may or might cause me, directly or indirectly, to choose between the interest of INRS, its business partners, consultants or suppliers, and my self-interest, business interest or the interest of a Relation;
 - Situation that may or might cause me, directly or indirectly, to choose between the interest of two or more INRS business partners, consultants or suppliers, this choice not being in the best interest of INRS.
 - Situation that may or might influence my judgment and loyalty to INRS.

Name

Signature

Date

SCHEDULE B

DISCLOSURE OF WRONGDOING FORM

All members of the University Community who have serious reason to believe that a Wrongdoing as defined in section 2 of the Code of Ethics has been committed must report the situation as expeditiously as possible. Such Disclosure of Wrongdoing is made by completing this form and returning it to the Secretariat, with all available and relevant information.

Please describe the situation and explain how, in your opinion, it constitutes Wrongdoing. Attach all available and relevant information to this form.

Name

Signature

Date

SCHEDULE C

DECLARATION

Within 30 days of taking employment or registering, all members of the University Community are to declare that they have read the Code of Ethics, confirm that they understand its meaning and scope and undertake to comply with it.

Within 30 days of the Code of Ethics becoming effective and at the latest on May 31 of each year, all Executives, students, interns and postdoctoral fellows are to declare that they have read the Code of Ethics, confirm that they understand its meaning and scope and undertake to comply with it.

Please check the following box.

- I declare that I have read the Code of Ethics. I confirm that I understand its meaning and scope and I undertake to comply with it.

Name

Signature

Date