BOARD CODE OF CONDUCT & ETHICS

The people of Alberta have a right to a public agency that operates with impartiality, integrity, and accountability. Board Members and the CEO of the AiGC hold a special obligation to Albertans to ensure that there is no conflict (real or apparent) between their private interests and their duty to the public. This Code sets out ethical standards and obligations for Board Members and the CEO, consistent with the *Alberta Public Agencies Governance Act* and *Conflicts of Interest Act*.

PURPOSE

This Code:

- Establishes ethical standards for Board Members and the CEO.
- Protects the integrity and reputation of AiGC and maintains public trust.

This Code applies to:

- All Board Members appointed by the Minister through a Ministerial Order.
- The CEO.

CORE PRINCIPLES

Integrity: Act honestly and transparently.

Confidentiality: Maintain confidentiality with AiGC information (including verbal information), documents and reports.

Impartiality: Carry out duties free from bias or private interest.

Accountability: Accept responsibility for decisions and actions.

Respect: Treat all employees and stakeholders with dignity and professionalism.

Public Interest: Treat all employees and stakeholders with dignity and professionalism.

DEFINITIONS

For purposes of this Code, the following terms shall have the meaning ascribed to them set forth as follows:

AiGC means the Alberta iGaming Corporation.

Board Members includes all AiGC Board of Directors appointed by the Minister through a Ministerial Order.

CEO means the Chief Executive Officer of the AiGC, and for greater certainty, is a Designated Senior Official.

Code means this Board Code of Conduct and Ethics, as amended from time to time and reviewed regularly.

Code Administrator means the General Counsel of the AiGC.

Conflict of Interest means any situation where a private interest could influence, appear to influence, or does influence the performance of official duties.

Designated Senior Official means the CEO, as defined under the *Conflicts of Interest Act*.

Gift means any tangible item, hospitality, or benefit received without fair market compensation, including meals, tickets, or event invitations.

Minister means the Minister of Service Alberta and Red Tape Reduction.

Supplementary Employment means any appointment, business, undertaking, or employment, including self-employment, outside the role covered by this Code.

LEGISLATIVE COMPLIANCE

This Code:

- Meets the requirements of the Conflicts of Interest Act (sections 23.921-23.937), including impartiality, prohibition on self-interest, disclosure of conflicts, gift restrictions, outside employment restrictions, complaint handling, implementation notice, and conformance to regulations.
- Aligns with the Conflicts of Interest Act (COIA) for public agencies.
- Will be submitted to the Ethics Commissioner for review and approval before implementation.

KEY OBLIGATIONS

Impartial Conduct

Board Members and the CEO must:

- Make decisions based solely on the best interests of AiGC and Albertans.
- Avoid favoritism or bias in deliberations and voting.
  Ensure all actions reflect fairness and transparency.

Prohibition on Self-Interest

Board Members and the CEO must:

- Not use their position to benefit themselves, family members, or associates.
- Avoid any situation where private interests could influence official duties.
- Decline opportunities that could create a perception of personal gain.

Disclosures

Board Members and the CEO must:

- Disclose all real or apparent conflicts of interest in writing to the Code Administrator.
- Disclose any financial interests in one or more of the entities outlined below. However, they are not required to disclose open mutual funds which are traded between investors and a mutual fund company, registered pension plans, employee benefits plans, annuities or life insurance policies.
  - Gaming Supplier, Gaming Worker Supplier, Gaming Terminal Dealer, Gaming Facility, Lottery Ticket Centre Retailer.
- Participate in conflict management processes, including recusal from decisions where a conflict exists.
- Disclose any charges for offences under any law arising from their conduct, whether on or off duty.

Gift Restrictions

Board Members and the CEO must:

- Not use their position to solicit gifts, hospitality, or other benefits.
- Not accept gifts, hospitality, or benefits that could influence or appear to influence decision-making; other than within the following instances:
  - The course of normal exchange of gifts, hospitality or other benefits between persons doing business together,
  - As tokens exchanged as part of protocol, or
  - The normal presentation of gifts, hospitality, or other benefits to people participating in public functions.
- Not accept any single gift exceeding a value of $250 and must not include cash, cheques or electronic equivalents. Total gifts from a single source must not exceed $500 annually.
- Follow limits for invitations.
  - Hospitality or educational invitations may be accepted, if the total value of a single invitation, inclusive of admission, travel, hospitality and accommodation, does not exceed $400. Invitations from the same source must not exceed $800 annually.

- Paid conference invitations may be accepted, provided the total value of a single event invitation (inclusive of admission, travel, accommodation, hospitality and other incidentals) does not exceed $5000.
- Report any gifts, hospitality or conference invitations received to the AiGC's Records and Governance Administrator and seek written approval from the Code Administrator for exceptions.

Outside Appointments and Employment

Board Members and the CEO must:

- Not engage in outside employment, appointments, or business undertakings that conflict with AiGC duties.
- Not engage in outside employment that involves the use of AiGC property, equipment, or personnel.
- Submit requests for concurrent roles to the Code Administrator. The Code Administrator shall review such request(s) when received and assess whether acceptance of such role is consistent with the restrictions set forth herein. The Code Administrator shall either accept or reject the request in writing.
- Approved outside roles will be reviewed annually for ongoing compliance.
- Avoid any activity that could impair impartiality or create reputational risk.

Political Activity

Board Members and the CEO must:

- Refrain from partisan political activity that could compromise impartiality.
- Avoid using AiGC resources or influence for political purposes.
- Seek guidance from the Code Administrator if unsure about permissible activities.

Confidentiality

Board Members and the CEO must:

- Protect confidential information obtained through their role.
- Not disclose or use information for personal advantage.
- Ensure secure handling of sensitive materials.

Compliance & Accountability

Board Members and the CEO must:

- Comply with all applicable laws, regulations, and AiGC policies.
- Cooperate fully in investigations of alleged breaches.
- Accept consequences for violations, which may include removal or termination.

Gaming Activity

Board Members and the CEO must:

- **Avoid Personal Participation:** Do not participate, directly or indirectly, in any gaming activities under the conduct and management of the AiGC. This prohibition also applies to land-based casino gaming activities and video lottery terminals (VLTs) within Alberta. This restriction does not apply to spouses or other family members.
- **No Financial Interest:** Do not hold any direct or indirect financial interest in entities that supply, operate, or conduct gaming activities regulated or managed by AiGC.
- **No Preferential Access:** Do not use your position to gain access to gaming products, promotions, or benefits not available to the general public.
- **Compliance with Responsible Gaming:** Support and promote responsible gaming practices, including harm reduction and self-exclusion programs.
- **Disclosure:** Immediately disclose any relationship or interest that could create a real or apparent conflict related to gaming activities to the Code Administrator.
- **Prohibition on Influence:** Do not attempt to influence operational decisions regarding game design, payouts, or player services for personal or third-party benefit.

Expenses

Board Members and the CEO must:

- When incurring expenses for the purpose of conducting AiGC duties, comply with the most recent Travel, Meal and Hospitality Expenses Policy.

Media Relations

- Board Members must not make statements on public issues in any way that may be perceived to represent an official act, opinion or policy of the AiGC, except as specifically authorized by the Board Chair or AiGC Communications personnel.
- Board Members and the CEO must not disclose AiGC information or content that they are not specifically authorized to disclose or could give the impression of preferential treatment to any specific AiGC stakeholder.
- Board Members and the CEO may not represent AiGC on their personal social media accounts or sites.
- Board Members and the CEO may take an active role supporting AiGC on social media sites through their personal account by reposting existing AiGC social media messaging.

COMPLAINT HANDLING PROCESS

Complaints alleging a breach of this Code will be:

- **Received** by the Board Chair for Board members and the CEO.
- **Investigated promptly and confidentially**, ensuring procedural fairness:
  - The respondent will receive written notice of the allegations.
  - The respondent will have an opportunity to respond and provide relevant information before a decision is made.
- **Decision and Reasons:** A written decision with reasons will be provided to the respondent.
- **Right to Review:** The respondent may request a review of the decision in writing to the Minister.

Complaints may be submitted anonymously. Whistleblower protections apply under AiGC policy.

Consequences for breaches may include removal from the Board or termination of CEO appointment.

ADDITIONAL OBLIGATIONS FOR THE CEO AND BOARD CHAIR (AS APPLICABLE)

a. Private Interests

The CEO and Board Chair must not:

- take part in a decision in the course of carrying out his/her office or powers knowing that the decision might further a private interest of the senior official, a person directly associated with the senior official, or the senior official's minor or adult child;
- use his/her office or powers to influence or seek to influence a decision to be made by or on behalf of the Crown or a public agency to further a private interest of the senior official, a person directly associated with the senior official, the senior official's minor child or to improperly further any other person's private interest;
- use or communicate information not available to the general public that was gained by the senior official in the course of carrying out his/her office or powers to further or seek to further a private interest of the senior official or any other person's private interest; and
- A senior official must appropriately and adequately disclose a real or apparent conflict of interest.

b. Concurrent Employment

The CEO must not be involved in any appointment, business, undertaking, or employment, including self-employment, other than their employment as the CEO

("Concurrent Employment"), unless the CEO applies to the Ethics Commissioner for approval in writing to engage in the Concurrent Employment and complies with any conditions imposed on the same. Before applying to the Ethics Commissioner for approval, the CEO must obtain approval from the AiGC's board of directors for the Concurrent Employment.

This provision comes into effect for the current CEO:

- Upon renewal or extension of their contract or employment.
  For new hires or appointments, this provision will come into effect immediately.

c. Restrictions on Holdings

The CEO must not own or hold a beneficial interest in publicly traded securities unless:

- Held in a blind trust or investment arrangement approved by the Ethics Commissioner; or
- The Ethics Commissioner grants prior written approval for retention.

Compliance must occur within 60 days of appointment or acquisition of securities by gift or inheritance.

d. Disclosure Statements

Each year, in the form and at a time specified by the Ethics Commissioner, the CEO must provide:

- A disclosure statement of assets, liabilities, and financial interests of the CEO, their spouse/adult interdependent partner, minor children, and any private corporation controlled by these individuals.
- A direct associate return, within sixty (60) days of assuming the position, as required under the Conflict of Interest Act.

Updates must be filed within 30 days of any material change or upon leaving the position.

e. Post-Employment Restrictions

For 12 months after leaving office, the CEO must not:

- Lobby any public office holder.
- Act on a commercial basis or make representations on matters they directly handled.
- Solicit or accept contracts or benefits from agencies with which they had significant dealings.
- Accept employment with any entity with which they had direct and significant official dealings.

The CEO may apply to the Ethics Commissioner for a waiver or reduction of this period.

IMPLEMENTATION AND NOTICE

Board Members and the CEO will complete mandatory orientation and annual refresher training on this Code.

This Code will be submitted to the Ethics Commissioner for review and approval.

Once approved, it will be made publicly available and implemented within 60 days of publication, as required by the Conflicts of Interest Act section 23.922(2)(g).

REVIEW

Reviewed annually by the Audit Committee and approved by the Board.
Compliance with *Alberta Public Agencies Governance Act* and *Conflicts of Interest Act* confirmed during each review.

ACKNOWLEDGEMENT

Board Members and the CEO must attest annually their understanding of, commitment to, and the expectations of the Code.
This includes a signed acknowledgement to abide by this Code. The signature is a pledge that conduct, as a Board Member, at all times will adhere to the policies and standards as outlined in the above policy.

NOTICE PERIOD & EFFECTIVE DATE

Timelines	Date
Board Submission	June 2, 2026
Office of the Ethics Commissioner Approval	June 22, 2026
Publication Date	June 26, 2026
Effective Date	June 26, 2026