

Governance policies 2.01 to 2.06 approved in principle subject to editing March 27, 2018  
Governance policy 2.04 adopted May 24, 2018

## **1 POLICY**

### **1.01 Principles**

- (a) Every director and employee shall act with honesty and integrity and ensure that all actions taken by the organization meet the highest ethical standards.
- (b) Every director, and employee shall act to ensure adherence to all laws and regulations pertaining to any jurisdiction within which the organization operates.
- (c) Directors, staff and members may not derive personal financial benefit from the organization.
- (d) The organization will contribute to the communities in which it operates as a good corporate citizen.

### **1.02 Conflict of Interest**

- (a) All directors and staff must formally disclose in writing any actual or apparent conflicts of interest before taking up their duties. Officers and directors are expected to excuse themselves from taking part in any decisions in which they have an actual or apparent conflict of interest.
- (b) Actual or apparent conflicts of interest that arise during the course of their work with the organization must be reported by employees and directors as soon as they arise.

### **1.03 Whistle-Blowing**

- (a) If an employee believes that some other individual or group of individuals is acting in an illegal or unethical manner, it is expected that the employee will report such action. We are committed to treating such allegations seriously and confidentially.
- (b) All allegations that an individual or group of individuals is acting in an illegal or unethical manner will be investigated confidentially and dealt with expeditiously.
- (c) The organization will ensure that individuals reporting illegal or unethical behaviour are protected from harassment by treating their report and any subsequent action confidentially. However, employees are reminded that allegations of illegal or unethical behaviour are extremely serious and not to be made lightly. An employee who uses this whistle-blowing provision frivolously will be subject to disciplinary action.
- (d) An employee who is confirmed as behaving unethically or illegally may be subject to immediate dismissal for cause.

## **2 PURPOSE**

2.01 This Statement of Policy and Procedure sets out the principles of conduct expected from all employees and directors.

## **3 SCOPE**

3.01 This policy applies to the Board of Directors, Management Team and employees.

3.02 It is the society's intention to apply the principles outlined in this policy to all contracts and other working arrangements with consultants, contractors or others providing services to the company. Compliance with the principles outlined in this policy shall be treated as essential for contract compliance.

## **4 RESPONSIBILITY**

4.01 It is the responsibility of every individual to apply good ethical judgement in day-to-day activities and to adhere to both the principles and particulars outlined in this policy.

4.02 It is the responsibility of the Management Team to ensure that all employees are aware of this policy.

4.03 It is the responsibility of the President of the board to ensure that all directors and the Management Team are aware of this policy.

## **5 DEFINITIONS**

5.01 **"Conflict of interest"** means a situation where an individual or a close relative of the individual has a personal stake in a particular decision or direction being taken by the organization and has some degree of influence over that decision or direction.

5.02 **"Whistle-blower"** refers to an individual who reports illegal or unethical behaviour on the part of any employee, including a manager or business colleague.

## **6 REFERENCES and RELATED STATEMENTS of POLICY and PROCEDURE**

SPP NP 1.05 – Legal and Regulatory

SPP NP 1.08 – Confidentiality and Privacy

SPP NP 2.02 – Board Processes

SPP NP 2.03 – Roles and Responsibilities

## **7 PROCEDURES**

### **7.01 Code of Ethics**

(a) The organization follows the highest standard of ethical conduct at all times. Individuals are expected to behave on and off the job in a manner consistent with this philosophy and in a way that reflects well on the organization.

(b) Individuals shall protect the good name of the organization, the privacy of their clients, members and colleagues and the value of the organization's intellectual and physical property at all times.

(c) Individuals shall deal with others professionally and honestly. This applies to dealings with any individual or group of individuals or organization within or outside the organization.

### **7.02 Code of Conduct**

(a) The organization, its directors and employees will avoid conflicts of interest and any actions which have the potential to create the perception of a conflict of interest.

(b) No individual may pay or receive a bribe, kickback or any other improper payment. No individual shall accept business gifts of more than a token value from any supplier or client of the organization.

(c) In cases where a conflict of interest cannot be avoided, it must be declared to the society in writing. Individuals are expected to excuse themselves from any decision or action which touches upon the area or subject of the conflict.

(i) In the case of directors, conflicts should be reported to the board.

(ii) In the case of employees, conflicts should be reported to the Operations Director.

(d) Individuals are expected to protect the confidentiality of organizational information. Disclosure of confidential information to any external parties with the exception of the external auditors must be approved in writing.

### **7.03 Whistle-Blowing Process**

(a) If an employee believes one of his or her colleagues is behaving unethically or illegally, the employee will speak confidentially with his or her supervisor.

(b) The supervisor will then take responsibility to meet with Operation Director and they will collectively decide upon an appropriate action. In most cases, this will include:

- (i) Independent investigation as to the truth of the allegation
- (ii) Determination of whether illegal or unethical behaviour has taken place
- (iii) Determination of the seriousness of the behaviour and the level of awareness of wrongdoing
- (iv) Determination of the correct course of action, which may include further monitoring, taking legal advice, a corrective interview or outright dismissal

(c) All actions taken as a result of the allegation will take place under conditions of strictest confidence. Employees reporting the behaviour will not necessarily be informed of the action taken due to the confidential nature of such situations.

(d) In the case where an employee believes it is his or her supervisor who is behaving unethically or illegally, the employee may speak in confidence to the Operations Director who will perform the necessary investigation and take the appropriate action.

(f) In the case where an employee believes it is a member of the Management Team who is behaving unethically or illegally, the employee may speak in confidence to the President of the board who will perform the necessary investigation and take the appropriate action in consultation with the Board.