

SFPP Corporation's Directors Code of Conduct



Owner: SFPP Corporation Board of Directors

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Next Scheduled Review: Every three years - 2026

A. SCOPE OF APPLICATION

This Code in its entirety applies to the Directors.

This Code is incorporated by reference into the Governance Policy for the Corporation in fulfillment of the requirements of the *Employment Pension Plans Act* (Alberta) and, in particular, section 53(f) of the *Employment Pension Plans Regulation*.

B. PURPOSE

Participants and beneficiaries of the Plan have a right to services by the Corporation that are conducted with impartiality and integrity. This obligation requires that there not be, nor seem to be, any conflict between the private interests of the Directors and their duty to the Plan participants and beneficiaries. At the same time, it is recognized that the Corporation's Directors should enjoy the same rights in their private dealings as other individuals unless it can be demonstrated that a restriction is essential to the interest of the Plan.

It is the collective responsibility of the Directors to set the general, moral, and ethical tone for the conduct of business of the Corporation. The Code is integral to the Corporation's relationship with stakeholders, regulators, consultants, Mandated Service Providers and other service providers, and the general public.

Directors must comply with all applicable laws, regulations, and policies. The Board must always conduct its affairs in accordance with fairness, impartiality, integrity, and high ethical standards. The Code provides rules for individual and corporate behavior, and is grounded in three principles:

- Respect for the law;
- Recognition of the rights and dignity of others; and
- Personal and organizational integrity.

The Code has been prepared in the context of the legal framework governing the Plan and the Corporation, including the following:

- Under the *Joint Governance of Public Sector Pension Plans Act* (Alberta), Directors and officers of the Corporation must, in exercising powers and discharging their duties:
 - Act honestly and in good faith and with a view to the best interests of the Corporation; and
 - Exercise the care, diligence and skill that a reasonable and prudent person would exercise in comparable circumstances.
- Under the *Employment Pension Plans Act* (Alberta) and its regulations individuals having pension administration responsibilities must:
 - Act honestly, in good faith and in the best interest of plan members and other individuals entitled to benefits;
 - Exercise the care, diligence and skill that a person of ordinary prudence would exercise when dealing with the property of another person; and
 - Not knowingly allow their interests to conflict with the administrator's powers and duties in respect of the plan, while acting in the capacity as administrator.
- Under the *Conflicts of Interest Act* (Alberta) the Corporation must adopt a Code that complies with the relevant provisions of that Act.

C. DEFINITIONS

1. **Act** means the *Conflicts of Interest Act* (Alberta).
2. **Apparent Conflict of Interest** exists where there is an apprehension, which reasonably well-informed persons could properly have, that a Conflict of Interest exists.
3. **Board** means the Board of Directors of the Corporation.
4. **CEO** means the top executive or officer of the Corporation, whatever title is held by the officer acting in that role.
5. **Chair** means the Chair of the Board.
6. **Corporation** means SFPP Corporation.
7. **Code** means this Code of Conduct.
8. **Code Administrator** is the individual responsible for ensuring the Code is adhered to by the Corporation. The Code Administrator is:
 - a. The Chair for each Director (other than the Chair) and for the CEO, and
 - b. The Vice-Chair is the Code Administrator for any issues relating to the Chair.
9. **Confidential Information** means information of a proprietary and confidential nature including Personal Information and actuarial, commercial, financial, labour relations, technical information,

privileged information and any information, documents, reports, records and materials containing such information.

10. **Conflict of Interest** means a conflict between a Private Interest and the official responsibilities of a Director.
11. A person is **Directly Associated** with a Director if that person is:
 - a. a Director's Spouse or adult interdependent partner;
 - b. a corporation having share capital and carrying on business or activities for profit or gain and the Director is a director or senior officer of that corporation;
 - c. a private corporation carrying on business or activities for profit or gain and the Director owns or is the beneficial owner of shares of that corporation;
 - d. a partnership:
 - i. of which the Director is a partner, or
 - ii. of which one of the partners is a corporation directly associated with the Director by reason of clause b or c above, or;
 - e. a person or group of persons acting with express or implied consent of the Director in an endeavour that is for profit or gain.
12. **Director** means a member of the Board, including the Chair, and includes members of committees appointed by the Board who are not members of the Board.
13. **Employee** means an employee of the Corporation, including the CEO or other DSO, if any, and an individual hired under a term contract to provide employee-like services.
14. **Mandated Service Providers** means Alberta Pensions Services Corporation and Alberta Investment Management Corporation.
15. **Minister** means President of Treasury Board and Minister of Finance.
16. **Nominating Body** means one of the sponsor organizations that makes recommendations to the Minister for the appointment of Directors to the Board under Schedule 3 of the *Joint Governance of Public Sector Pension Plans Act*.
17. **Personal Information** means information about an identifiable individual and includes health information of an identifiable individual.
18. **Plan** means the Special Forces Pension Plan.
19. **Private Interest** of a Director includes:
 - a. an interest of the Director in an appointment, business, undertaking or employment other than the Director's appointment to the Corporation;
 - b. a financial interest of the Director in any investment or private asset; and
 - c. the interests set out in Part C, section 19. A. or of a person Directly Associated with the Director,

but does not include an interest:

- d. in a matter that is of general application to the Plan;
- e. in a matter that affects a Director as one of a broad class of the public;
- f. in a matter that concerns remuneration and benefits of an individual;
- g. that is trivial; or
- h. of an individual relating to publicly-traded securities held in that individual's blind trust or in an investment arrangement.

20. **Relative** includes a Spouse or adult interdependent partner, child, step-child, legal dependent, parent, sibling, in-law, grandparent, grandchild, niece, nephew, aunt, uncle and first cousin.

21. **Senior Official** means a "senior official" of the Corporation as defined in the Act.

22. **Sponsor Board** means the SFPP Sponsor Board.

23. **Spouse** means an individual to whom a Director is married, but excludes such a married individual if they are living apart from the Director and

- a. if the Director and that individual have separated under a written separation agreement; or
- b. if their support obligations and family property have been dealt with by a court order.

24. **Vice-Chair** means the Vice-Chair of the Board.

25. In this Code,

- a. any reference to a statute includes and is deemed to be a reference to the statute and the regulations under it, the amendments made to the statute or the regulations under it, and to any statute or regulation that is passed which has the effect of supplementing or superseding the statute referred to or the regulations under it;
- b. any reference to this Code or a policy of the Corporation includes and is deemed to be a reference to this Code or policy and amendments made to this Code or policy from time to time;
- c. any words that impart the singular number include the plural number and vice-versa, unless the context requires otherwise; and
- d. the word "including" means "including but not limited to", unless the context requires otherwise.

D. PRINCIPLES

1. A Director, in exercising powers and discharging duties, must:

- a. act honestly and in good faith and with a view to the best interests of the Corporation; and
- b. exercise the care, diligence and skill that a reasonable and prudent person would exercise in comparable circumstances.

2. A Director must ensure that their conduct, both as part of the Corporation and outside of the Corporation, does not damage their reputation or the Corporation's reputation.

3. A Director must conduct all corporate affairs fairly, impartially, with integrity and in accordance with the highest ethical standards.
4. A Director must deal fairly, objectively and impartially with all Plan Participants and beneficiaries in carrying out their respective duties.

E. STANDARDS OF CONDUCT

This Code cannot cover every situation in the conduct of the business of the Plan or the Corporation, nor be a substitute for common sense, individual judgement or personal integrity. These standards are not exhaustive and are not intended to cover all situations. A Director must remember that any act which gives the appearance of being improper can negatively affect the reputation of and impair confidence in the Plan and the Corporation. Such acts are contrary to this Code and must therefore be avoided. It is the duty of each Director to adhere, without exception, to the standards set out in this Code. Any questions regarding the interpretation or application of this Code are to be directed to the Code Administrator. The Code Administrator may consult with the Ethics Commissioner.

1. **Applicable Laws**

A Director must comply with all applicable laws.

2. **Impartiality**

A Director must conduct their duties and make business decisions based on objective criteria, rather than on a basis that may reflect bias, prejudice or benefit to one person or class of persons over another for improper reasons.

3. **Confidentiality**

- a. A Director must respect and maintain the confidentiality of Confidential Information gained through the performance of their duties except in circumstances where disclosure is authorized by the Corporation or legally mandated. This duty continues after a Director leaves the Corporation.
- b. It is the responsibility of each Director to know whether information gained through the performance of their duties is Confidential Information of the Corporation or the Plan and to obtain clarification from the CEO when in doubt.
- c. A Director must not provide Confidential Information of the Corporation or the Plan directly or indirectly to any person who is not authorized by the Corporation to have access to that Confidential Information.
- d. A Director must be aware of legislation governing information that is in the custody or control of the Corporation, including the *Freedom of Information and Protection of Privacy Act (Alberta)*, and ensure that their conduct as a Director is consistent with that legislation.

4. Communication

- a. Only the Chair and the CEO are authorized to speak on behalf of the Corporation. Other Directors must not comment publicly to the media about the Corporation or its work without first being designated by the Chair as a spokesperson.
- b. A Director must comply with the “SFPP Corporation Communications Policy”.
- c. A Director who speaks or writes publicly must not disclose Confidential Information of the Corporation or the Plan unless they receive written authorization by the Chair or CEO, in accordance with the “SFPP Corporation Communications Policy”.

5. Furthering Private Interests

- a. A Director must not act in their self-interest or further their own Private Interests by virtue of their position with the Corporation, or in carrying out their duties. A Director is in violation of the Code if they:
 - i. Take part in a decision in the course of carrying out their duties, knowing that the decision might further a Private Interest of the Director, or a Relative or a person Directly Associated with the Director;
 - ii. Use their position with the Corporation to influence or seek to influence a decision to be made by the Corporation or Sponsor Board which could further a Private Interest of the Director or a Relative or a person Directly Associated with the Director; or
 - iii. Use or communicate information not available to the general public that was gained by the Director in the course of carrying out their duties at the Corporation, to further or seek to further a Private Interest of the Director, or a Relative or a person Directly Associated with the Director.
- b. A Director must not allow the performance of their official duties to be influenced by offers of future employment or appointment, or the anticipation of offers of employment or appointment.

6. Acceptance of Gifts

- a. A Director must not use their position to solicit and must not accept a fee, gift, hospitality, educational opportunity or other benefit of a nature that could have a real, apparent, or potential influence on the Director’s objectivity and impartiality in performing their duties on behalf of the Corporation.
- b. Except as permitted under Part E, section 6 c. to h., a Director must not accept a fee, gift, hospitality, educational opportunity or other benefit from any person or organization where that fee, gift, hospitality, educational opportunity or other benefit may be perceived as being connected directly or indirectly with the performance of their duties.
- c. Subject to Part E, section 6. d., a Director may accept a gift where that gift constitutes:
 - i. the normal exchange of gifts between friends;

- ii. the normal exchange of hospitality between reasonable persons doing business together;
 - iii. tokens exchanged as part of protocol; and
 - iv. the normal presentation of gifts to persons participating in public functions, awards, speeches, lectures, presentations or seminars.
- d. The value of a single gift must not exceed \$250 and must not include cash, cheques or electronic equivalent, and gifts from the same source must not exceed \$500 annually.
- e. A Director may accept an invitation to hospitality or an educational opportunity but:
 - i. the value of a single event invitation accepted, inclusive of admission, travel, hospitality and accommodation, must not exceed \$400; and
 - ii. the value of invitations accepted from the same source must not exceed \$800 annually.
- f. A Director may accept a paid conference invitation but:
 - i. the value of any single conference invitation accepted, inclusive of admission, travel, accommodation, hospitality, and other incidentals, must not exceed \$1,000, and
 - ii. the value of invitations accepted from the same source must not exceed \$1,500 annually.
- g. Despite the allowances set out in Part E, section 6 c. to f., a Director must not accept a fee, gift, hospitality, educational opportunity, or other benefit that compromises, or can reasonably be perceived as compromising, the integrity or impartiality of the Director, or the Corporation.
- h. A Director may, before accepting a gift, hospitality, educational opportunity or other benefit that exceeds the limits set out in Part E, section 6 d. to f., or where the value is difficult to determine, apply in writing to the Code Administrator for an exemption.
- i. Where an application is made under Part E, section 6 h., the Code Administrator may grant an exemption, with or without conditions, approving a specific fee, gift, hospitality, educational opportunity or other benefit. In exercising this discretion, the Code Administrator may assess factors such as relationship building, productivity improvements, stewardship of Plan funds and Apparent Conflict of Interest and corporate reputation.
- j. The decision of the Code Administrator under Part E, section 6. i. above must be in writing and set out the reason for the decision.

7. Conflicts of Interest

- a. A Director must not engage in an activity in which personal, occupational or financial considerations may affect, or appear to affect, that Director's objectivity, judgement or ability to act in the best interests of the Corporation or the Plan.

- b. A Director must make a Conflict of Interest disclosure at the time of appointment or hire and every year afterwards through the procedure of certification under Part H.
- c. A Director must promptly disclose, in writing, to the Code Administrator:
 - i. Any Conflict of Interest or Apparent Conflict of Interest,
 - ii. Any other matter that could create a reasonable apprehension of bias in the performance of their duties, or that they believe could reasonably be perceived to have an influence on their decisions made or actions taken on behalf of the Corporation,
 - iii. Any other violation of the Codeeither in their own case or the case of another Director.

8. Criminal Charges

- a. A Director must immediately report to the Code Administrator if they are charged with
 - i. any criminal offence, including under the Criminal Code of Canada or the *Controlled Drugs and Substances Act* (Canada); or
 - ii. a serious breach of trust, fraud or other wrongdoing including in a civil proceeding, arising from the Director's conduct whether engaged in Corporation business or other business or affairs of the Director.
- b. The Director must also report the outcome of those charges to the Code Administrator.
- c. The Code Administrator must investigate and assess the risks of the charges and the outcome of the charges, including reputational risk to the Plan and the Corporation.
- d. The Code Administrator must issue a written decision with regard to managing the risk. This may include implementing guidelines or conditions on the Director or making a recommendation to the Nominating Body and the Minister that the Director's appointment be terminated.
- e. If a Director is convicted of a serious criminal offense or civil judgement for breach of trust, fraud or other wrongdoing, the Code Administrator must advise the Nominating Body and immediately recommend to the Minister that the Director's appointment be terminated.

9. Use of Corporation Assets

- a. All corporate resources, including premises, must be respected, are intended for business use, and must be used in a professional and productive manner.
- b. Internet and e-mail access is provided to Directors for business purposes.
- c. The Corporation recognizes that a Director may use the internet and email access incidentally for personal use, but any such use by a Director is subject to the following:
 - i. any personal use must be conducted reasonably and with restraint;
 - ii. the internet and email access must not be used for gambling, viewing pornography, viewing or engaging in hate speech or engaging other communications where the

- reputation of the Corporation is potentially harmed or the workplace is made unwelcoming to Directors or Employees; and
- iii. the Corporation has the capability to track internet access from the Corporation and reserves the right to monitor all use of Corporation technology assets to ensure compliance with acceptable use standards, and to manage reputational risk.
 - d. Normal and reasonable social interaction between individuals is expected in the Corporation's workplace, however the primary activity within the workplace and the primary concern of Directors while at the Corporations office or at Corporation meetings must be the advancement of the Corporation's business interests.

10. Harassment

- a. The Corporation is committed to providing a healthy, harassment-free work environment supportive of the dignity, self-esteem and productivity of every Director and Employee.
- b. A Director must behave in a manner that:
 - i. promotes a workplace that is free of discrimination, harassment and violence; and
 - ii. ensures that all who interact with the Corporation, including stakeholders, regulators, Plan participants and beneficiaries, Mandated Service Providers and other service providers, contractors and the general public, are treated in a manner that is free of discrimination, harassment and violence.
- c. Harassment is a form of discrimination prohibited by law and will not be tolerated. Harassment occurs when an individual is subjected to unwanted verbal or physical conduct. Harassment includes behaviours that offend, humiliate or isolate an individual, or involve unwanted physical contact, attention, demands, derogatory comments, taunts, threats, jokes or insults. Examples of harassment include:
 - i. any single incident or repeated incidents of bullying, which may include objectionable or unwelcome words or actions that are known or should be known to be offensive, embarrassing, humiliating, intimidating or demeaning to another Director, Employee or other person contemplated in Part E, section 10.b.;
 - ii. discriminatory, sexual and psychological harassment on any basis, including race, colour, ancestry, creed (religious beliefs), place of origin, ethnic origin, citizenship, sex (including pregnancy and childbirth), sexual orientation, gender identity and gender expression, age, marital status, family status, source of income, physical or mental disability, or any other prohibited ground under the *Alberta Human Rights Act* or other applicable legislation; and
 - iii. hostile actions taken against an individual such as interfering with, destroying or damaging a person's workstation, tools or equipment, or otherwise interfering with

the individual's ability to perform their job; sabotaging an individual's work; intimidation; and bullying, yelling and name-calling.

- d. Sexual harassment is any conduct, comment, gesture, or contact of a sexual nature that is likely to cause offence or humiliation to an individual; or that might, on reasonable grounds, be perceived by that individual as placing a condition of a sexual nature on employment, or appointment, or on any opportunity for training or promotion. The following is a non-exhaustive list of some of the types of acts that may be unlawful sexual harassment and that are strictly prohibited:
 - i. any physical acts of a sexual nature or attempts to commit these acts;
 - ii. unwanted sexual advances or propositions;
 - iii. subtle or obvious pressure for unwelcome sexual activities;
 - iv. sexually oriented gestures, words, signs, noises, remarks, jokes, pranks, innuendo, comments about a person's sexuality, which create a hostile work environment;
 - v. sexual or discriminatory displays or publications anywhere in the workplace; and
 - vi. sexual stereotyping – i.e., when conduct or personality traits are considered inappropriate because they may not conform to other people's ideas or perceptions about how individuals of a particular sex should act or look.
- e. Harassment is not only prohibited on the Corporation's premises. It is prohibited anywhere where there are work-related implications, including at off-site work-related settings, at client, vendor or other business contact premises, or business-related social events. Harassment may include unacceptable contact or comments by phone, emails, social media or other forms.
- f. The Alberta Human Rights Commission is a resource available to a Code Administrator, a Director and the CEO for more information regarding unacceptable behaviors.
- g. Any act of harassment or inappropriate behavior committed by a Director against another Director, Employee or outside party will be considered misconduct.
- h. Instances of alleged discrimination or harassment are investigated and dealt with by the appropriate Code Administrator, in accordance with the process outlined under Section G.
- i. If the individual is not satisfied with the decision by the Code Administrator, or an appeal decision by the Board, they may advance it to the Alberta Human Rights Commission within one year of the date of the incident.

11. Reporting Breaches and Prohibition on Retaliation

- a. If a Director has a reasonable basis for believing that:
 - i. another Director has breached this Code; or
 - ii. an Employee has breached the SFPP Corporation's Employee Code of Conduct,

the Director must promptly report the suspected breach to the applicable Code Administrator.

- b. A Director must not make a report of a suspected breach of this Code or the SFPP Corporation's Employees Code of Conduct in bad faith, for an ulterior purpose or where the report is frivolous and vexatious.
- c. A Director must not retaliate against a Director, Employee or other person who makes a report in good faith under this Code or the SFPP Corporation's Employees Code of Conduct or provides any information or answers any questions under Part G of this Code or under the SFPP Corporation's Employees Code of Conduct.

12. Concurrent Appointment or Employment

- a. A Director must not participate in a supplementary appointment, business, undertaking or employment, if it:
 - i. causes a Conflict of Interest or an Apparent Conflict of Interest;
 - ii. is performed in such a way as to appear to be an official act of the Corporation, or represent the Corporation's opinion or policy;
 - iii. interferes through telephone calls, email, or otherwise with regular duties or availability, or has an impact on the Director's performance or impartiality with the Corporation; or
 - iv. involves the use of insider knowledge or of the Corporation's premises, equipment, supplies, or proprietary knowledge.
- b. Before accepting any supplementary appointment, business, undertaking or employment, a Director must notify the Code Administrator in writing about the nature of the supplementary appointment, business, undertaking or employment. This requirement does not apply to a Director's employment with or associated with the Director's Nominating Body.
- c. The Code Administrator must review the proposed appointment, business, undertaking or employment for Conflicts of Interest or Apparent Conflicts of Interest. If there is no Conflict of Interest or Apparent Conflict of Interest, the Code Administrator must approve the supplementary employment in writing. The Code Administrator may deny the Director from accepting the appointment, business, undertaking or employment in writing, with reasons, or may grant a written exemption with terms and conditions to manage the Conflict of Interest or Apparent Conflict of Interest or other concerns.
- d. The Code Administrator must provide a written decision to the Director in a timely fashion, in consideration of the individual's recruitment or appointment process deadlines.
- e. A Director may appeal a Code Administrator's decision to the Board.

13. Political Activities

- a. Subject to Part E, section 12. b. to d., a Director may participate in political activities, including membership in a political party and supporting a candidate for elected office.
- b. A Director must not raise money for a political party.
- c. A Director must ensure that any political activity is conducted separate and apart from the Corporation, is not done while on Corporation business and does not make use of Corporation facilities, equipment or resources in support of these activities.
- d. A Director must not seek nomination as a candidate in a federal, provincial or municipal election, nor hold office in a political party or constituency association.

14. Direct Relationships

A Director must avoid dealing with persons with whom they are Directly Associated or a Relative when conducting the business of the Corporation. For greater certainty, the participation of a Relative or Directly Associated person (e.g., the Spouse of a Director) in the Plan will not, in and of itself, result in non-compliance with this provision of the Code.

15. Other SFPP Corporation Policies and Procedures

The Code complements and reinforces, but does not limit, specific policies and procedures of the Corporation. Therefore, Directors must also perform their duties in accordance with such policies and procedures.

16. Trade Knowledge and Intellectual Property

Any product or technology developed by an Employee in the course of their employment with SFPP Corporation is the property of the Corporation. A Director must not sell, trade, market or distribute any such product or technology unless otherwise authorized in writing in advance by the CEO.

F. SPECIFIC OBLIGATIONS OF THE SENIOR OFFICIALS

Currently, the Senior Officials include the Chair of the Corporation. (The CEO is also a Senior Official and her obligations in this regard are set out in the SFPP Corporation Employees Code of Conduct.) Under the Act, Senior Officials are subject to the following obligations and restrictions.

1. Private Interests, Influence and Insider Information

- a. Under section 23.925 of the Act, the Chair and CEO must:
 - i. not take part in a decision in the course of carrying out their 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;
 - ii. not use his or her office or powers to influence or to 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 or the Senior Official's minor child or to improperly further any other person's Private Interest;

- iii. not use or communicate information not available to the general public that was gained by the Senior Official in the course of carrying out his or 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
- iv. appropriately and adequately disclose a Conflict of Interest or Apparent Conflict of Interest.

This Section applies to any other person that subsequent to the date that this Code is established, becomes a Senior Official of the Corporation under the Act.

This provision applies immediately to all Senior Officials who are Directors once designated.

G. DISCLOSURE, BREACH, DISCIPLINE AND REVIEW PROCESS

Disclosure and reporting of a Conflict of Interest or Apparent Conflict of Interest or a real or potential breach of the Code should be made as soon as the Director becomes aware of the real or potential violation. This allows the Code Administrator to provide a timely risk assessment of the real or potential breach, and action plan, or to manage the risks ahead of the next Board meeting. If a Director is unsure if there may be a Conflict of Interest or Apparent Conflict of Interest or violation, they may ask the Code Administrator for guidance. The Code Administrator may consult with the Ethics Commissioner for guidance.

1. Disclosure

- a. A Director is expected to make all disclosure contemplated by Section E, Standards of Conduct, promptly, including disclosures of Conflicts of Interest, criminal charges, concurrent appointments and employment.

2. Responding to a Disclosure that does not involve a potential breach of this Code

- a. If a disclosure required or contemplated by Section E, Standards of Conduct, does not allege or reveal a potential breach of this Code, the Code Administrator must review and assess the disclosure and issue a written decision with reasons in respect of the disclosure. If a disclosure required or contemplated by Section E, Standards of Conduct, alleges or reveals a potential breach of this Code, the matter must be dealt with under Part G, section 5 to 8.
- b. In the process of the review and assessment, the Code Administrator must follow a fair and impartial process and may, if the circumstances warrant, use the process set out in Part G, section 5 adapted as applicable to the circumstances.

- c. A Director who made the disclosure, may appeal the decision of the Code Administrator to the Board no later than 14 days after the decision of the Code Administrator was provided to that Director.
- d. When an appeal is filed under Part G, section 2.c., the Board will determine the process to be followed subject to Part G, section 2.e., which process may limit submissions to written submissions.
- e. Neither the Director who filed the appeal nor the Code Administrator shall be involved in the adjudication of the appeal.
- f. The Board may after considering an appeal:
 - i. uphold the decision of the Code Administrator;
 - ii. set aside the decision of the Code Administrator and make any decision that the Code Administrator could make;
 - iii. amend the decision; or
 - iv. make any other decision that is consistent with this Code and that is otherwise just.

3. Responding to a Conflict of Interest in a Matter before the Board

- a. When a Director has disclosed a Conflict of Interest or Apparent Conflict of Interest in a matter before the Board, or the Code Administrator has determined there is a Conflict of Interest or an Apparent Conflict of Interest, the Code Administrator must implement the following steps:
 - i. the Director involved must abstain from voting on any question relating to the matter;
 - ii. the Director must refrain from discussing the matter giving rise to the Conflict of Interest or an Apparent Conflict of Interest with any other Director or Employee;
 - iii. the Director must leave the room in which the meeting is being held, or cease applicable participation if the meeting is held by other means, until the discussion and voting on the matter is concluded; and
 - iv. the disclosure of the Director Conflict of Interest, any abstention from voting of a Director, and actions of the Code Administrator to manage the Conflict of Interest must be recorded in the minutes of the meeting.

4. Reporting a Potential Breach

If a Director

- a. believes that the Director has Breached this Code, or
- b. has reason to believe that another Director has Breached the Code,

the Director must report the potential Breach of this Code to the Code Administrator in writing within two weeks of the Director becoming aware of the potential Breach of this Code or in advance of the next Board meeting, whichever occurs first.

5. Responding to a Potential Breach

- a. On receipt of a report under Part G section 4, the Code Administrator must review the report and may
 - i. direct that no further action be taken in respect of the report if the Code Administrator is of the view that
 1. the allegation in the report is frivolous and vexatious;
 2. the report reveals no Breach of this Code; or
 3. the matter is too minor to warrant guidance, direction or further investigation;
 - ii. provide guidance or direction in writing to the Director if the Code Administrator is of the view that such guidance or direction will adequately protect the Plan and the integrity and reputation of the Corporation; or
 - iii. investigate the matter in the report.
- b. The Code Administrator may investigate a potential Breach of this Code that comes to the attention of the Code Administrator other than through a report from a Director under Part G, section 4 if in the view of the Code Administrator the matter warrants investigation.
- c. If the matters in issue in a potential Breach of this Code are being investigated by law enforcement, the Code Administrator may allow that investigation to take precedence over the process under this Code if the Code Administrator is of the view that any delay associated with allowing that investigation to take precedence will not affect the integrity or reputation of the Corporation or the ability of the Corporation to fulfill its mandate under the Joint Governance Act.
- d. A decision or action by the Code Administrator under Part G, section 5.a., b. and c. is final.
- e. If the Code Administrator determines that the allegation in a report by a Director is frivolous and vexatious, the Code Administrator may investigate the conduct of the Director that made the report to determine whether it breaches the Code.
- f. If the Code Administrator directs that no further action be taken under Part G, section 5.a.i., or provides guidance or direction under Part G, section 5.a.ii. or delays an investigation under Part G, section 5.c., the Code Administrator must provide a report for information to the next meeting of the Board briefly describing the nature of the matter, the action taken by the Code Administrator and brief reasons why the Code Administrator took those actions.
- g. If the Code Administrator decides to investigate the matter in the report under section Part G, section 5.a.iii. or Part G, section 5.b., the Code Administrator must:
 - i. provide the Director whose conduct is in issue a notice in writing that sets out sufficient particulars of the matter under investigation to enable the Director to provide a response; and

- ii. give the Director no less than 14 days to provide a response to the Code Administrator in writing.
- h. In the conduct of an investigation, the Code Administrator may:
 - i. require Directors or Employees to answer questions and provide documents relevant to the matter under investigation, and the Directors and Employees must cooperate; and
 - ii. obtain information or documents from any other person.
- i. Subject to approval by the Board, the Code Administrator may:
 - i. engage the services of legal counsel, court reporters, investigators or other qualified individual to assist the Code Administrator in the conduct of the investigation; or
 - ii. delegate the conduct of the investigation to an independent third party.
- j. If the Code Administrator delegates the conduct of the investigation to an independent third party, the independent third party has all the powers and duties of the Code Administrator under this Code and the Code Administrator ceases to have any of those powers or duties in relation to that investigation.
- k. At the conclusion of the investigation, the Code Administrator must determine whether the evidence supports a finding of a Breach of this Code.
- l. If the Code Administrator determines that the evidence does not support a finding of a Breach of this Code, the Code Administrator must:
 - i. dismiss the matter;
 - ii. advise the Director whose conduct is in issue and the Director, if any, who reported the matter that the matter has been dismissed; and
 - iii. report to the next meeting of the Board that the matter was dismissed and briefly describing the nature of the matter and brief reasons why the Code Administrator dismissed the matter.
- m. If the Code Administrator determines that the evidence supports a finding of a Breach of this Code, the Code Administrator must prepare a preliminary written report that sets out:
 - i. the nature of the Breach of this Code;
 - ii. the reasons why the Code Administrator is of the view that there is a Breach of this Code; and
 - iii. a recommendation for sanction.
- n. The Code Administrator must:
 - i. provide a copy of the preliminary written report prepared under Part G, section 5.m. to the Director whose conduct is in issue; and
 - ii. give the Director no less than 14 days to provide a response in writing to the preliminary written report.

- o. After considering the response, if any, provided by the Director within the time allowed under Part G, section 5.n.ii., the Code Administrator must:
 - i. make a final decision as to whether there was a Breach of this Code by the Director;
 - ii. prepare a final written report that sets out the Code Administrator's decision and the reasons for the decision; and
 - iii. if the final decision is that there is a Breach of this Code by the Director, make a recommendation to the Nominating Body and Minister for sanction, setting out reasons for that recommendation.
- p. The Code Administrator's decision, as to whether there is a Breach of this Code by the Director is final, subject only to a review under Part G, section 7.
- q. The Code Administrator must provide a copy of the final written report to:
 - i. the Director whose conduct was found to have Breached this Code; and
 - ii. the Board.
- r. A Director, whose conduct has been found by the Code Administrator to have been a Breach of this Code, may, within 14 days of delivery of the report under Part G, section 5.q. to the Director, provide a written submission to the Board.
- s. The Board, on receiving the Report from the Code Administrator and the submissions, if any, received from the Director within the time allowed under Part G, section 5.r., schedule time at a meeting of the Board or schedule a Special Meeting of the Board to consider the matter of sanction to be imposed on the Director.
- t. Unless the Board gives special permission to receive oral argument from the Director, the Board must determine the matter of sanction based on consideration of the recommendation of the Code Administrator and on the written submissions of the Director, if any, received within the time allowed under Part G, section 5.r.
- u. The Code Administrator may be present, participate in and vote at the meeting of the Board that considers the recommendation for sanction.
- v. Unless permitted to attend for the purpose of making oral argument under Part G, section 5.t., the Director whose conduct Breached this Code, must not be present at the meeting or part of the meeting of the Board that considers the recommendation for sanction.

6. Consequences of a Breach

- a. The Board must determine the sanction, which, may include:
 - i. a reprimand;
 - ii. a request that the Director resign from the Board; and
 - iii. a recommendation to the Director's Nominating Body and the Minister that the Director be removed from the Board.

- b. The Board must issue written reasons for its decision on sanction, which may be signed by the Code Administrator on behalf of the Board.
- c. The Board must cause a copy of the reasons under Part G, section 6.b. to be provided to the Director whose conduct Breached this Code.
- d. The Board must determine what, if any, other distribution there should be of the decision of the Code Administrator and the decision of the Board on sanction.
- e. Access to any records under Part G, section 6.d. shall be restricted to individuals approved by the Board who have a need to have access to those records for the purposes of the Board.

7. Review of Process Leading to a Decision

- a. A Director whose conduct was determined by the Code Administrator to have been a Breach of this Code, may apply in writing to the Board, no later than 14 days after the decision of the Code Administrator was provided to that Director, for a review of the process that led to the decision to ensure that it complied with the requirements of this Part of the Code.
- b. An application under Part G, section 7.a. must set out the reasons why the Director believes that the process did not comply with the requirement of this Part of the Code.
- c. The Board may review the record of the investigation and decision of the Code Administrator in determining whether the process that led to the decision complied with the requirements of this Part of the Code.
- d. The Director who made the application for review and the Code Administrator must not participate in the review.
- e. If the Board determines that the process did not conform with the requirements of this Part of the Code, the Board may:
 - i. set the decision aside and remit it to the Code Administrator to investigate again and determine the matter afresh, in accordance with any directions that the Board considers necessary;
 - ii. appoint an independent investigator to exercise the powers and duties of the Code Administrator under this Code with respect to the matter; or
 - iii. set the decision aside without remitting it to the Code Administrator.

8. Confidentiality Obligations under this Part of the Code

- a. The Code Administrator, any Director, including the Director whose conduct is the subject of review or assessment, report or an investigation, and any Employee must maintain the confidentiality of any information or documents obtained or created in the course of a review or assessment, investigation or the consideration of any matter related to an investigation under this Part.

- b. Despite Part G, section 8.a.:
 - i. the Code Administrator may disclose information or documents to the extent necessary to undertake the investigation and fulfill the Code Administrator's obligations under this Part;
 - ii. the Director whose conduct is subject of a review or assessment or a report or a complaint may disclose information and records to that Director's legal counsel for the purpose of receiving legal advice and representation in the process under this Part; and
 - iii. the Board may disclose the final decision of the Code Administrator on whether or not there is a Breach of this Code and the Board's decision on the sanction to be imposed where there is a Breach of this Code to:
 - 1. a complainant;
 - 2. the Nominating Body that nominated the Director;
 - 3. the Minister; and
 - 4. any other person if the Board considers that such disclosure is necessary to preserve the integrity of the Board and its processes, the Plan or the Corporation.
- c. The Code Administrator and the Board may, in respect of any disclosure made under Part G, section 8.b.i or iii. require that the recipient first provide a non-disclosure agreement as a condition of receiving the information or documents.

9. Records

Copies of decisions and reports will be provided to the individual who is the subject of the report. Originals of the report are kept confidentially as a corporate record.

Records of Director investigations and decisions will be kept confidentially on the same retention schedule as corporate records.

H. PROCESS FOR CERTIFICATION OF COMPLIANCE

The Code Administrators will promote the Code, any supplemental ethical guidelines, and any prescribed Conflict of Interest provisions on a regular basis to ensure that Directors are aware of their obligations.

1. New Appointment

- a. Each new Director will be provided with a copy of the Code, and must confirm in writing that:
 - i. the Director has received a copy of this Code and has read and understood it; and
 - ii. the Director will adhere to the Code and will report any Conflicts of Interest or Apparent Conflicts of Interest or breaches of the Code to the Code Administrator.

2. Annual Certification of Compliance

- a. Each Director must annually confirm, in writing, that:
 - iii. the Director has received a copy of this Code and has read and understood it;
 - iv. the Director has adhered to this Code; and
 - v. the Director will continue to comply with the Code.

The certifications for Directors will be kept on file for three years following the termination of the Director's tenure.

I. CODE OF CONDUCT REVIEW AND NOTICE

1. This Code must be reviewed at least once every three years. As part of the review, the Corporation will ensure:
 - continued compliance of the Code with relevant laws and regulations;
 - the Code reflects the environment in which the Corporation operates; and
 - stakeholder feedback is considered.
2. All amendments must be submitted to the Ethics Commissioner for review and approval.
3. Following approval by the Ethics Commissioner, this Code (and any subsequent amendments to this Code) shall come into force 30 calendar days from the date the Code (or any subsequent amendments thereto) are made public.