

SFPP Corporation's Employees 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 Employees.

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 Employees and their duty to the Plan participants and beneficiaries. At the same time, it is recognized that the Corporation's Employees 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.

The Code is integral to the Corporation's relationship with stakeholders, regulators, consultants, Mandated Service Providers and other service providers, and the general public.

Employees must comply with all applicable laws, regulations, and policies. The Corporation 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 the CEO, and
 - b. The CEO for any other Employee.
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 an Employee.
11. **Designated Senior Official or DSO** means the CEO and any other “designated senior official” of the Corporation under the Act.
12. A person is **Directly Associated** with an Employee if that person is:
 - a. an Employee’s Spouse or adult interdependent partner;
 - b. a corporation having share capital and carrying on business or activities for profit or gain and the Employee is a director or senior officer of that corporation;
 - c. a private corporation carrying on business or activities for profit or gain and the Employee owns or is the beneficial owner of shares of that corporation;
 - d. a partnership:
 - i. of which the Employee is a partner, or
 - ii. of which one of the partners is a corporation directly associated with the Employee by reason of clause (b) or (c), or;
 - e. a person or group of persons acting with express or implied consent of the Employee in an endeavour that is for profit or gain.
13. **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.
14. **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.
15. **Mandated Service Providers** means Alberta Pensions Services Corporation and Alberta Investment Management Corporation.
16. **Minister** means President of Treasury Board and Minister of Finance.
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 an Employee includes:
 - a. an interest of the Employee in an appointment, business, undertaking or employment other than the Employee’s employment by the Corporation;
 - b. a financial interest of the Employee 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 Employee,but does not include an interest:
 - d. in a matter that is of general application to the Plan;

- e. in a matter that affects an Employee 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 an Employee is married, but excludes such a married individual if they are living apart from the Employee and
- a. if the Employee 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. An Employee 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. An Employee must ensure that their conduct, both at work at the Corporation and outside of work at the Corporation, does not damage their reputation or the Corporation's reputation.
3. An Employee must conduct all corporate affairs fairly, impartially, with integrity and in accordance with the highest ethical standards.

4. An Employee 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. An Employee 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 Employee 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**

An Employee must comply with all applicable laws.

2. **Impartiality**

An Employee 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. An Employee 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 an Employee leaves the Corporation.
- b. It is the responsibility of each Employee 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, or in the case of the CEO from the Chair when in doubt.
- c. An Employee 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. An Employee 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 an Employee is consistent with that legislation.

4. Communication

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

5. Furthering Private Interests

- a. An Employee 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. An Employee 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 Employee, or a Relative or a person Directly Associated with the Employee;
 - 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 Employee or a Relative or a person Directly Associated with the Employee; or
 - iii. Use or communicate information not available to the general public that was gained by the Employee in the course of carrying out their duties at the Corporation, to further or seek to further a Private Interest of the Employee, or a Relative or a person Directly Associated with the Employee.
- b. An Employee 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. An Employee 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 Employee’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., an Employee 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., an Employee 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. An Employee 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. An Employee 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., an Employee 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 Employee, or the Corporation.
- h. An Employee 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. An Employee must not engage in an activity in which personal, occupational or financial considerations may affect, or appear to affect, that Employee's objectivity, judgement or ability to act in the best interests of the Corporation or the Plan.

- b. An Employee 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 I.
- c. An Employee 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, and
 - iii. any other violation of this Codeeither in their own case or the case of another Employee.

8. Criminal Charges

- a. An Employee 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 Employee's conduct whether engaged in Corporation business or other business or affairs of the Employee.
- b. The Employee 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 Employee, suspending the Employee, with or without pay or benefits or, subject to Part E, section 8. f, terminating the employment of the Employee.
- e. If an Employee is convicted of a serious criminal offense or civil judgement for breach of trust, fraud or other wrongdoing, the Code Administrator may, subject to Part E, section 8. f, terminate the Employee's employment.
- f. If the Employee is the CEO, and the Chair as Code Administrator determines that the employment of the CEO should be terminated under Part E, section 8. d or e, the Chair must make a recommendation to the Board, who will determine whether or not to terminate the employment of the CEO under the applicable section.

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 Employees for business purposes.

- c. The Corporation recognizes that an Employee may use the internet and email access incidentally for personal use, but any such use by an Employee 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 Employees while at work 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. An Employee 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, an Employee and the CEO for more information regarding unacceptable behaviors.
- g. Any act of harassment or inappropriate behavior committed by an Employee 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 H.
- 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 an Employee has a reasonable basis for believing that:
 - i. another Employee has breached this Code; or
 - ii. a Director has breached the SFPP Corporation's Directors Code of Conduct,the Employee must promptly report the suspected breach to the applicable Code Administrator.
- b. An Employee must not make a report of a suspected breach of this Code or the SFPP Corporation's Directors Code of Conduct in bad faith, for an ulterior purpose or where the report is frivolous and vexatious.
- c. An Employee 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 Directors Code of Conduct or provides any information or answers any questions under Part H of this Code or under the SFPP Corporation's Directors Code of Conduct.

12. Concurrent Appointment or Employment

- a. An Employee 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 Employee'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, an Employee must notify the Code Administrator in writing about the nature of the supplementary appointment, business, undertaking or employment.
- 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 Employee 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 Employee in a timely fashion, in consideration of the individual's recruitment or appointment process deadlines.

- e. The Code Administrator's decision is final.

13. Political Activities

- a. Subject to Part E, section 12. b. to d., an Employee may participate in political activities, including membership in a political party and supporting a candidate for elected office.
- b. An Employee must not raise money for a political party.
- c. An Employee 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. An Employee 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

An Employee 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 an Employee) 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, Employees 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. An Employee 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 and the CEO of the Corporation. Under the Act, Senior Officials are subject to the following obligations and restrictions. The provisions included here apply to the CEO who is an Employee. The obligations of the Chair in this respect are dealt with in the Directors Code of Conduct.

1. Private Interests, Influence and Insider Information

- a. Under section 23.925 of the Act, the CEO, as a Senior Official, 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 Employee 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 Employees, once designated.

G. SPECIFIC OBLIGATIONS OF THE DESIGNATED SENIOR OFFICIALS

The CEO has been designated by Order in Council as being a Designated Senior Official and is subject to the following additional obligations and restrictions under the Act.

This Section applies to any other Employee that is designated as a Designated Senior Official of the Corporation under the Act after the date this Code is adopted.

This provision applies immediately to all Designated Senior Officials once designated.

For certainty, the CEO (and any other Designated Senior Officials who are Employees) are also subject to the requirements in Part F.

Private Interests, Influence and Insider Information

1. Concurrent Employment

Under section 23.926 of the Act, the CEO must not be involved in any appointment, business, undertaking or employment, including self-employment, other than the appointment, business, undertaking or employment of the Corporation, unless the CEO applies to the Ethics Commissioner for approval in writing to engage in the concurrent employment or appointment.

2. Restrictions on Holdings

- a. Under section 23.93 of the Act, 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 approval of the retention of the ownership or beneficial interest. Approvals must be granted in writing by the Ethics Commissioner.
- b. Publicly-traded securities must be addressed in accordance with section 23.93 of the Act within 60 days after:
 - i. becoming a designated senior official, or
 - ii. the acquisition of any publicly-traded securities by gift or inheritance or any longer period that the Ethics Commissioner directs.

3. Disclosure Statements and Returns

Under sections 23.931 and 23.932 of the Act:

- e. the CEO must provide to the Ethics Commissioner a personal disclosure statement of the assets, liabilities and financial interests of the CEO and returns for persons Directly Associated with the CEO, in each case in the form and manner required by the Ethics Commissioner, within 60 days after becoming a Designated Senior Official.
- f. the disclosure statement and returns referred to in section a. must also be filed with the Ethics Commissioner in each subsequent year at the time specified by the Ethics Commissioner.
- g. the CEO must file an updated disclosure or return within 30 days of any material changes to the previous disclosure or returns.
- h. the CEO must file a return for persons Directly Associated with the CEO within 30 days after they cease to be designated as a designated senior official.

4. Post-Employment Restrictions

Under Section 23.937 of the Act, for a period of 12 months after the last day the CEO was considered a Designated Senior Official, they must not:

- a. lobby any public office holder, as defined in the *Lobbyists Act*;
- b. act on a commercial basis or make representations on behalf of any party in connection with any ongoing matter that he or she directly acted or advised a government department or public agency;
- c. make representations with respect to or solicit or accept on his or her own behalf a contract or benefit from a department or public agency with which he or she had a direct and significant official dealing; or
- d. accept employment or an appointment with an individual, organization or board of directors with which he or she had a direct and significant official dealing,

unless a waiver or reduction of the 12 month time period has been approved in writing by the Ethics Commissioner.

H. 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 an Employee 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. If an Employee 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. An Employee 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 H, section 5 to 6.
- 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 H, section 5 adapted as applicable to the circumstances.
- c. The decision of the Code Administrator under this section 2 of Part H is final.

3. Responding to a Conflict of Interest in a Matter

When an Employee has disclosed a Conflict of Interest or Apparent Conflict of Interest in a matter, 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:

- a. the Employee must refrain from discussing the matter giving rise to the Conflict of Interest or an Apparent Conflict of Interest with any Director or other Employee; and
- b. the Employee must not be present at any meeting of the Corporation where the matter is being discussed.

4. Reporting a Potential Breach

If an Employee:

- a. believes that the Employee has Breached this Code, or

b. has reason to believe that another Employee has Breached the Code, the Employee must report the potential Breach of this Code to the Code Administrator promptly and, in any event no later than three business days of the Employee becoming aware of the potential Breach of this Code.

5. Responding to a Potential Breach

- a. On receipt of a report under Part H, 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 Employee 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 an Employee under Part H, 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. The Code Administrator may suspend an Employee during the process under this Part H if the Code Administrator considers it necessary to do so to protect the Plan or the Corporation or the reputation of the Plan or the Corporation.
- e. A suspension under Part H, section 5.d. must be with pay unless:
 - i. the Employee does not cooperate in the investigation; or
 - ii. the Code Administrator is satisfied on initial review that there is sufficient evidence of a breach of the Code.
- f. If the Code Administrator determines that the allegation in a report by an Employee is frivolous and vexatious, the Code Administrator may investigate the conduct of the Employee that made the report to determine whether it breaches the Code.

- g. If the Code Administrator directs that no further action be taken under Part H, section 5 a.i., or provides guidance or direction under Part H, section 5.a.ii. or delays an investigation under Part H, section 5.c., the Code Administrator may, if they consider it necessary and material to the business of the Board, provide a report for information to the Board. If the Code Administrator decides to investigate the matter in the report under section Part H, section 5.a.iii. or Part H, section 5.b., the Code Administrator must:
 - i. provide the Employee whose conduct is in issue a notice in writing that sets out sufficient particulars of the matter under investigation to enable the Employee to provide a response; and
 - ii. give the Employee no less than 5 business 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 individuals 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:
 - i. must dismiss the matter;
 - ii. must advise the Employee whose conduct is in issue and the Employee, if any, who reported the matter that the matter has been dismissed;
 - iii. may, if they consider it necessary and material to the business of the Board, 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; and

- iv. must, if the Employee was suspended without pay during the process under this Part H, ensure that the Corporation provides the Employee with back pay.
- m. If the Code Administrator determines that the evidence supports a finding of a Breach of this Code, the Code Administrator must prepare a final 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. the sanction.
- n. The Code Administrator may impose any of the following sanctions in respect of a Breach of this Code by an Employee:
 - i. a reprimand;
 - ii. a requirement that the Employee take training or a course;
 - iii. a suspension without pay for a period determined by the Code Administrator; or
 - iv. termination of employment of the Employee, except as provided in Part H, section 5.o.
- o. If the Code Administrator determines that the employment of the CEO should be terminated under Part H, section 5. n., the Code Administrator must provide a recommendation to the Board setting out the reasons why the CEO's employment should be terminated and the Board must determine whether to terminate the employment of the CEO or whether to impose another sanction.
- p. Nothing in Part H, section 5.o authorizes the Board to overturn or question a finding by the Code Administrator that the CEO breached this Code.

6. Confidentiality Obligations under this Part of the Code

- a. The Code Administrator, any Director, and any Employee, including the Employee whose conduct is the subject of review or assessment, report or an investigation, 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 H.
- b. Despite Part H, section 6. 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 Employee whose conduct is subject of a review or assessment or a report or a complaint may disclose information and records to that Employee's legal counsel for the purpose of receiving legal advice and representation in the process under this Part; and

- iii. the Code Administrator may disclose the final decision on whether or not there is a Breach of this Code and the sanction to:
 1. a complainant;
 2. the Minister;
 3. the Board; and
 4. any other person if the Code Administrator 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 may, in respect of any disclosure made under Part H, section 6.b.i or iii. require that the recipient first provide a non-disclosure agreement as a condition of receiving the information or documents.

7. Records

Originals of the Code Administrator's report are kept confidentially as a corporate record.

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

I. 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 Employees are aware of their obligations.

1. New Appointment or Employment

- a. The CEO must ensure that each new offer of employment is made subject to compliance with this Code.
- b. Each new Employee will be provided with a copy of the Code, and must confirm in writing that:
 - i. the Employee has received a copy of this Code and has read and understood it; and
 - ii. the Employee 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 Employee must annually confirm, in writing, that:
 - iii. the Employee has received a copy of this Code and has read and understood it;
 - iv. the Employee has adhered to this Code; and
 - v. the Employee will continue to comply with the Code.

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

J. 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.