

AGRICULTURE FINANCIAL SERVICES CORPORATION

Revised: November 27, 2018

Effective: February 11, 2019

Performed by: CEO

CODE OF CONDUCT AND ETHICS

Table of Contents

- 1.0 Purpose
- 2.0 Definitions
- 3.0 Applicability
- 4.0 Personal Conduct
- 5.0 Compliance with the Law, Regulations and Rules
- 6.0 Protection of AFSC's Properties and Information
- 7.0 Conflicts of Interest
- 8.0 Concurrent Employment or Appointment to Other Offices
- 9.0 Concurrent Employment or Appointment to Other Offices for the CEO
- 10.0 Private Interests for the CEO and Board Chair
- 11.0 Additional Rules for the CEO
- 12.0 Leaving AFSC
- 13.0 Public Relations
- 14.0 Administration of the Code
- 15.0 Coming into Force
- 16.0 Review
- 17.0 Where to Get Advice
- 18.0 Acknowledgement and Acceptance

1.0 Purpose

This Code of Conduct and Ethics affirms the commitment of AFSC to high standards of business conduct and ethics to ensure that everything AFSC does is legal, fair and done with integrity. All Employees, Officers, and Board Members of AFSC are required to abide by the Code of Conduct and Ethics and to behave in a way that is consistent with it. The Code does not cover every specific scenario, so Employees, Officers and Board Members must consider the spirit and intent behind the Code to guide their decision making and exercise care and diligence in the course of their work and responsibilities.

All Employees, Officers and Board Members are required to confirm in writing when they join AFSC, and thereafter annually, that they understand the contents of the Code of Conduct and Ethics and have complied with it. To demonstrate commitment to transparency and accountability, the Code will be made available to the public on AFSC's website.

2.0 Definitions

For purposes of the Code of Conduct and Ethics, unless the context otherwise requires:

- (a) “Administrator” means,
 - (i) where reference is made to the Chair of the board of directors of AFSC, the Minister of Agriculture and Forestry,
 - (ii) where reference is made to Board Members of AFSC, the Chair of the board of directors of AFSC,
 - (iii) where reference is made to the CEO, the Chair of the board of directors of AFSC, and
 - (iv) where reference is made to Officers and Employees of AFSC, the CEO;
- (b) “AFSC” means Agriculture Financial Services Corporation;
- (c) “Apparent Conflict of Interest” means a Conflict of Interest which can be deduced from appearances or where there is a reasonable apprehension or likelihood that a Conflict of Interest exists;
- (d) “Associated Person” means:
 - (i) any Relative residing in the same household as an Employee, Officer or Board Member,
 - (ii) a company, corporation or cooperative having share capital and carrying on business or activities for profit or gain in which an Employee, Officer or Board Member is or are a director or officer,
 - (iii) a private corporation carrying on business or activities for profit or gain in which an Employee, Officer or Board Member owns or has a beneficial interest in shares, excluding a credit union,
 - (iv) a person or group of persons acting with the express or implied consent of an Employee, Officer, or Board Member, or
 - (v) any other form of business enterprise in which an Employee, Officer or Board Member or a person associated with them is a partner or member;
- (e) “Board Chair” means the chairperson of the board of directors of AFSC;
- (f) “Board Member” means a member of the board of directors of AFSC;
- (g) “CEO” means the chief executive officer of AFSC;
- (h) “Code” or “Code of Conduct and Ethics” means this document, as amended from time to time;
- (i) “Concurrent Employment” means any appointment, business, undertaking or employment, including self-employment, other than an individual’s appointment or employment with AFSC;

- (j) “Conflict of Interest” means a situation where an Employee, Officer or Board Member’s Private Interests, or the Private Interests of an Associated Person, interfere, or may appear to interfere, in any way with AFSC’s interests;
- (k) “Designate” means a person to whom the Administrator has delegated his/ her duties and responsibilities pursuant to the Code;
- (l) “Employee” means an employee of AFSC, including a person employed by AFSC on a contractual basis;
- (m) “FOIP Act” means the *Freedom of Information and Protection of Privacy Act*, RSA 2000, c F-25, as amended;
- (n) “Gift” means a present, prize, entertainment, hospitality or other benefit received from, or given to, a third party;
- (o) “MLA” means Member of the Legislative Assembly;
- (p) “Officer” means an appointed officer of AFSC;
- (q) “Private Interest” means, with respect to a person to whom the Code applies, a personal interest of that person, an Associated Person or their minor or adult child. A Private Interest does not include an interest in a matter that is of general application, or that affects a person as one of a broad class of the public, or that affects the compensation or benefits of them, or an interest that is trivial.
- (r) “Relative” means spouse (not including a spouse who is living separate and apart if a written separation agreement is signed or if support obligations have been dealt with by a court order) or adult interdependent partner, children, stepchildren, legal dependants, parents, siblings, in-laws, grandparents, grandchildren, nieces, nephews, aunts, uncles and first cousins.

3.0 Applicability

Unless otherwise specifically stated herein, the Code of Conduct and Ethics applies to all Employees, Officers and Board Members of AFSC.

4.0 Personal Conduct

Everything that Employees, Officers and Board Members do and every decision they make must be done with honesty, integrity, fairness, professionalism and the highest ethical standards to earn and nurture the trust and respect of each other within AFSC and its external stakeholders, including, but not limited to, customers, suppliers and the general public. Employees, Officers and Board Members must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged

information, misrepresentation of facts or any other unfair dealing or unethical activity. Other examples of unacceptable behaviour include:

(a) Discrimination – Any form of discrimination against or from any internal or external individual or group, including on the basis of race, colour, religion, national or ethnic origin, age, gender, sexual orientation, gender identity and gender expression, marital status, physical or mental disability, or a criminal offence for which a pardon has been granted.

(b) Harassment – Displays of offensive, unwelcome, intimidating or humiliating behaviour, intentional or otherwise, that could reasonably be interpreted as demeaning others and undermining efforts to maintaining a safe, comfortable and productive workplace.

(c) Alcohol, Substance Abuse & Gambling – Consuming alcoholic beverages, cannabis, or other mind altering substances and being under the influence of alcohol, cannabis, or other mind altering substances during working hours is prohibited. Except as specifically authorized by the Administrator or Designate, consumption of alcohol is prohibited on AFSC premises. Abusing controlled substances, or the consumption, possession, sale or distribution of controlled or illegal drugs while on AFSC premises, at any AFSC function or at any time when the individual could be identified as representing AFSC, are also prohibited. Gambling activity during working hours is prohibited except for fundraising purposes.

(d) Misuse of Internet, Email and Electronic Media – Knowingly transmitting, viewing, generating, printing, retrieving, downloading or storing communications of a discriminatory, defamatory, obscene, damaging (such as computer viruses), threatening or harassing nature, or any material that is inappropriate for the business environment (e.g., sexually-oriented literature, chain letters and gambling) or failing to comply with AFSC's policies and procedures with respect to same, except when a person's job duties involve reviewing activity of the above nature.

(e) Unauthorized Operation of an Automobile – Operating any vehicle, including any vehicle owned or leased by AFSC, in carrying out official duties on behalf of AFSC, without a valid driver's license or when such a license is suspended or revoked is prohibited.

(f) Criminal Offence – Employees, Officers and Board Members shall disclose to the Administrator or Designate, in writing, at the earliest opportunity, any charge(s) brought against them of an offence under the *Criminal Code of Canada* and / or the *Controlled Drugs and Substances Act* (Canada). Based on the information provided and other relevant factors, the Administrator or Designate will determine an appropriate course of action. The information provided will be kept in strict confidence by the Administrator or Designate. In the event that such charge creates a Conflict of Interest or an Apparent Conflict of Interest and/or seriously compromises an individual's ability to continue to perform his/ her role, then an appropriate disciplinary action may be taken by the Administrator.

5.0 Compliance with the Law, Regulations and Rules

Employees, Officers and Board Members will never knowingly violate laws or regulations, rules or policy or be willfully blind to AFSC's legal or regulatory responsibilities. Employees, Officers and Board Members will cooperate fully with investigations, audits, examinations or reviews by the management or any external government, regulatory, self-regulatory or law enforcement agencies. In doing so, Employees, Officers and Board Members will not make any false or misleading statements or otherwise attempt to frustrate the review process.

Although the principle applies to all legal and regulatory requirements, specific requirements and prohibitions are listed below:

(a) Fraud or Misappropriation or Embezzlement - Or any other form of improper conversion of funds, property or other assets, or knowingly assisting others to engage in such conduct is strictly prohibited.

(b) Corrupt Practices, Preferential Treatment or Accepting Offering Improper Payments (e.g., bribes or other inducements) – Is strictly prohibited. Similarly, Employees, Officers and Board Members should not give preferential treatment to any one customer (or their family or related business enterprises) when they enter into business relationships with AFSC.

6.0 Protection of AFSC's Properties and Information

Our relationships with customers, suppliers and with each other are based on trust. Employees, Officers and Board Members will protect the properties and assets of AFSC and safeguard the confidentiality of all non-public information of AFSC, its customers, Employees and suppliers (past, present and prospective). Employees, Officers and Board Members will not misuse AFSC property or assets.

Employees, Officers and Board Members are also committed to protecting AFSC's properties and assets as well as those of our suppliers from improper use and will respect applicable intellectual and other property rights. Some specific commitments are highlighted below.

(a) Use and Disclosure of Customer and Employee Information – Information obtained directly or indirectly from a customer, an Employee, Officer or a Board Member may be used or shared with others only for the specific purpose or transaction for which it was given or collected and cannot be disclosed without the consent of the individual. Although circumstances may arise where an individual's consent is not required (e.g., where it is necessary to protect AFSC's interests or where there is a legal obligation, such as a court order, to disclose), Employees, Officers and Board Members must be careful to disclose only the information that is warranted in such situations. When in doubt, Employees, Officers and Board Members will not disclose without seeking advice from AFSC's compliance department or AFSC's lawyers.

(b) FOIP Act and AFSC Privacy Policies – Personal information of customers and Employees shall be collected, used and disclosed as required by the FOIP Act and AFSC policies and procedures relating to privacy.

(c) Disclosure of AFSC Information – AFSC has designated certain Employees as authorized spokespersons to ensure material information about AFSC is disclosed properly and only those persons may respond to inquiries from the public or media.

(d) Protecting AFSC Properties & Interests – Any product or technology that Employees, Officers and Board Members develop in the course of their duties with AFSC is the property of AFSC. Employees, Officers and Board Members shall not sell, trade, market or distribute any such product or technology unless otherwise authorized by the Administrator or Designate. AFSC assets, including premises, technology, systems, products, information or processes, strategies, plans, operations and customer relationships are proprietary to AFSC and shall only be used for legitimate business purposes of AFSC. When making use of AFSC assets, such as telephones, computers or related software, Employees, Officers and Board Members' use must be reasonable and appropriate. Similarly, everyone must respect the property rights of others. Employees, Officers and Board Members shall not duplicate copyrighted material such as software, printed, recorded or broadcast materials without the authorization of the copyright holders.

(e) Information Management & Security – Employees, Officers and Board Members must comply with AFSC policies designed to ensure the accuracy, completeness and proper maintenance and security of records, data and information that Employees, Officers and Board Members own, create, collect, use and manage – in all types of media. This includes being aware of and compliance with the retention periods for information records.

7.0 Conflicts of Interest

Employees, Officers and Board Members must not be involved in a Conflict of Interest unless allowed by this section of the Code of Conduct and Ethics. Employees, Officers and Board Members shall not involve themselves directly or indirectly in processing any business transactions of AFSC in which either such Employee, Officer or Board Member or an Associated Person or Relative is a party to the transaction. Employees, Officers or Board members are prohibited from acting in their own-self interest or from furthering their Private Interests by virtue of their position or through carrying out their duties.

Employees, Officers and Board Members must not permit a Private Interest to adversely affect, or even appear to adversely affect, their action or decision on behalf of AFSC. Even the appearance of a Conflict of Interest can undermine AFSC's reputation for integrity. To effectively carry out their responsibilities at AFSC, it is essential that Employees', Officers' and Board Members' personal actions or Private Interests not interfere with their ability to perform their work at AFSC objectively and

impartially. Employees, Officers and Board Members must conduct themselves impartially in carrying out their duties. The following are examples of situations where conflicts of interest may arise:

(a) Misuse of Position – The use of a position or connection with AFSC to gain or attempt to further an Employee, Officer or Board Member's Private Interest or that of an Associated Person or to confer a benefit or inflict a disadvantage upon others is strictly prohibited. Similarly, Employees, Officers and Board Members must not personally benefit or confer a benefit upon others from their access to AFSC properties or information, or take for themselves opportunities that come their way as a result of any position they hold at AFSC. Employees, Officers and Board Members must also ensure that personal business relationships with AFSC customers or suppliers are managed separately from their work for AFSC and that any conflicts between the two are resolved in AFSC's favour.

(b) Gifts, Entertainment, Other Benefits and Payments – Each individual Employee, Officer and Board Member must avoid situations where offering, giving or accepting, directly or indirectly, for themselves or for anyone else, a Gift creates an expectation in the mind of others that special or preferential treatment will be provided in exchange for the Gift. Employees, Officers and Board Members must avoid a Conflict of Interest or an Apparent Conflict of Interest as it concerns any Gift.

A Gift may be offered, given or accepted for or by a person, group or organization who conducts or who would like to conduct business with AFSC only where:

- It is of a value less than \$300.00;
- It is a mere token of attendance at a conference, event or customer visit and has a value less than \$300.00; or
- It is generally accepted business hospitality and has a value less than \$300.00.

The amounts above apply to each individual Employee, Officer and Board Member and are not collective.

In any case, Employees, Officers and Board Members are prohibited from:

- Soliciting or seeking a Gift from a customer, business partner or contractor;
- Accepting, offering or giving any Gift that is cash, gift cards, or readily convertible to cash;
- Accepting, offering or giving any Gift that may reasonably be perceived by a member of the public to be made in exchange for business favor from AFSC;
- Accepting, offering or giving any Gift that may reasonably be perceived as being in bad taste or would risk embarrassment to AFSC; or
- Accepting, offering or giving a Gift or Gifts of a cumulative value over \$300.00 from / to the same individual or company more than once in any 12 month period.

Where an Employee, Officer or Board Member attends a conference or event, and the cost of attendance is paid for by AFSC, an Employee, Officer or Board Member may

keep a prize of any value if the prize was the result of a draw where they personally paid for the ticket drawn.

Employees must decline sponsored travel from any organization or individual unless the Employee is a guest speaker or panelist at a public conference. In all cases, prior approval from the Employee's Vice-President is required, or in the case of Vice-Presidents, from the CEO, and in the case of the CEO, from the Board Chair.

(c) Recruitment – In the Employee recruitment process, if the applicants include an Employee, Officer or Board Member's Relative, the Employee, Officer or Board Member shall disqualify themselves from the recruitment process.

(d) Future Employment Employees, Officers and Board Members must not allow the performance of their official duties to be influenced by offers of future employment or the anticipation of offers of employment.

(e) Risk Management Programs - Employees, Officers and Board Members or any Associated Person to any one of them may participate in universally available programs delivered or administered by AFSC, including production insurance and compensation and stabilization programs, provided that no preferential benefits not available to others under similar circumstances are received. Employees, Officers and Board Members must remove themselves from any involvement on behalf of AFSC in the transaction, including any decision-making role.

(f) Romantic Workplace Relationships – If Employees, Officers and Board Members are, or if they become, involved in a romantic relationship with another AFSC Employee, Officer or Board Member they are responsible for ensuring that it does not raise issues such as abuse of power, harassment, favoritism, bias or Conflict of Interest. If Employees, Officers and Board Members are involved in such a relationship that might raise such issues, they must notify: (i) their direct supervisor (in the case of Employees and Officers); (ii) the Board Chair (in the case of Board Members); and (iii) the Minister of Agriculture and Forestry (in the case of the Board Chair) and ensure they are removed from influence, input, or decision making power over the other individual.

(g) Business Transactions – Except as provided in section 7.0(h) below, Employees, Officers and Board Members or any Associated Person to one of them may enter into a business transaction with AFSC involving a loan, guarantee, contract of services or transfer of any interest in property including a lease or sale provided that they make full disclosure and it is determined by the Administrator that the transaction is consistent with AFSC's policies and procedures, contains terms that are fair and reasonable, gives no preferential benefits not available to others under similar transactions and that no Conflict of Interest or Apparent Conflict of Interest is present. Employees, Officers and Board Members must remove themselves from any involvement on behalf of AFSC in the transaction, including any decision-making role.

(h) Further Restrictions Upon Board Members - Notwithstanding section 7.0(g), a Board Member and any Associated Person to one of them, shall not:

- (i) become a party to a contract under which AFSC lends money to, guarantees a debt of, or provides counselling or advisory services to them; or;
- (ii) act as a director of (except if appointed by or approved by the Minister responsible for AFSC to represent the Government of Alberta or AFSC), act as an officer of, hold any employment in, or directly or indirectly hold more than 5% of the voting rights in a customer of AFSC that is party to a contract under which AFSC lends money to, guarantees a debt of, or provides counseling or advisory services to, the customer.

(i) Disclosure of Interest - Board Members must disclose on an annual basis their participation, if any, in programs delivered or administered by AFSC.

8.0 Concurrent Employment or Appointment to Other Offices

(a) This section applies to all Employees, Officers and Board Members, but it does not apply to the CEO.

(b) Employees, Officers and Board Members may participate in Concurrent Employment and volunteer activities while employed at AFSC unless such pursuits:

- (i) cause a Conflict of Interest or an Apparent Conflict of Interest, or
- (ii) are performed in such a way as to appear to be an official act and represent AFSC opinion or policy, or
- (iii) interfere through telephone calls or otherwise with regular duties, or
- (iv) involve the use of AFSC premises, equipment or supplies unless such use is otherwise authorized.

(c) Prior to accepting any Concurrent Employment, Employees, Officers and Board Members are required to notify AFSC's Administrator or Designate in writing about such Concurrent Employment, and that Concurrent Employment will only be approved if it is not a Conflict of Interest or an Apparent Conflict of Interest. For clarity, AFSC staff may subscribe to AFSC's programs, but must not make individual decisions in which they benefit.

(d) Employees, Officers and Board members must not accept additional compensation for duties which they perform in the course of their employment with AFSC.

9.0 Concurrent Employment or Appointment to Other Offices for the CEO

- (a) This section applies to the CEO only. The CEO must not be involved in Concurrent Employment, unless s/he has first received written approval from the Ethics Commissioner to do so and complies with any conditions set out in the Ethics Commissioner's approval.

10.0 Private Interests of the CEO and the Board Chair

- (a) The CEO and Board Chair:

- (i) Must not take part in a decision in the course of carrying out his/her office or powers knowing that the decision might further his/her Private Interest;
- (ii) Must not use his/her office or powers to influence or seek to influence a decision to be made by or on a behalf of the Crown or a public agency to further a Private Interest of themselves, or to improperly further any other person's Private Interest;
- (iii) Must not use or communicate information not available to the general public that was gained by that person in the course of carrying out his/her office or power to further or to seek to further a Private Interest of the CEO or Board Chair or any other person's Private Interest;
- (iv) Must appropriately and adequately disclose a Conflict of Interest or an Apparent Conflict of Interest.

11.0 Additional Rules for the CEO

- (a) This section only applies to the CEO. The CEO may only own or have a beneficial interest in publicly traded securities if:
 - (i) they are held in a blind trust or an investment arrangement approved by the Ethics Commissioner, or
 - (ii) before the relevant period the CEO applies to the Ethics Commissioner for approval to retain ownership or a beneficial interest, and either obtains the approval or follows the direction of the Ethics Commissioner or
 - (iii) after the relevant approval the CEO acquires ownership or beneficial interest with the prior approval of the Ethics Commissioner.
- (b) Within 60 days of becoming CEO, or any longer period that the Ethics Commissioner directs, and in each subsequent year at the time specified by the Ethics Commissioner, the CEO must file a disclosure statement in the form and

manner set out by the Ethics Commissioner regarding him/ herself and any persons directly associated with him/ her.

- (c) The CEO shall not (unless he/she receives a waiver or reduction from the Ethics Commissioner):
- (i) for a period of 12 months from the last day he/she held office, lobby as defined in the *Lobbyist Act* (Alberta);
 - (ii) For a period of 12 months from the last day he/she held office, act on a commercial basis or make representations on his or her own behalf or on behalf of another person in connection with any ongoing matter in connection with which they directly acted for or advised a department or public agency involved with the matter;
 - (iii) For a period of 12 months from the last day he/she had a direct and significant official dealing with a department or public agency, make representations with respect to, or solicit or accept on his/ her own behalf, a contract with or benefit from that department or public agency;
 - (iv) For a period of 12 months from the last day he/she had a direct and significant official dealing with an individual, organization, board of directors or equivalent body of an organization, accept employment with that individual or organization or an appointment to the board of directors or equivalent body;
 - (v) Nothing in this part restricts the CEO from being appointed to the board of directors or a governing body of another public agency;
 - (vi) Nothing in this part restricts the CEO from accepting employment with a department of the public service or a public agency in accordance with Part 1 of the *Public Service Act* (Alberta).

12.0 Leaving AFSC

(a) Pre-Separation – If Employees, Officers or Board Members are considering a new offer of employment or appointment, they must be aware of and manage any potential conflicts of interest between their current position and their future circumstance, and must remove themselves from any decisions benefitting their new position or employer.

(b) Post-Separation – Once Employees, Officers or Board Members have left AFSC, they must not disclose or use personal or confidential information that they became aware of during their time with AFSC.

13.0 Public Relations

Participation in community service and civic affairs is both encouraged and valued. When Employees, Officers or Board Members become involved in community and civic activities, it is important to make it clear that their participation is personal and that they are not representing AFSC unless otherwise authorized by AFSC. Some specific examples include:

(a) Political Participation - Employees, Officers and Board Members have the right to participate in political activities including holding membership in a political party, as a supporter of candidate(s) for elected office or seeking elected office. However, they must not use their position with AFSC in seeking contributions for a political party or activity from clients of AFSC or from entities doing business with AFSC. When running for office, supporting others running for office or backing a cause, it is important to make clear that such activity is personal and that AFSC is in no way associated with any particular political views or allegiances. Employees, Officers and Board Members must not use AFSC's properties, information or work time for such purposes. If an Employee, Officer or Director seeks an elected municipal, provincial, federal office, they must disclose to the Administrator their intentions in writing as soon as possible for further instructions relating to their duties with AFSC. If an Employee, Officer or Director is elected an MLA in Alberta, in order to comply with the *Conflicts of Interest Act* (Alberta) they must cease their position with AFSC if they are elected an MLA.

(b) Public Expression of Personal Views – It is acceptable to express personal views or participate in activities publicly anywhere at any time as long as it is clear that Employees, Officers or Board Members are not speaking or participating on behalf of AFSC. Before publicly expressing views on matters that could affect AFSC, Employees, Officers and Board Members must discuss the information with the Administrator to ensure that the expression of such views is appropriate and not detrimental to AFSC.

14.0 Administration of the Code

(a) Disclosure - A person engaging in an activity or situation that involves either a Conflict of Interest or an Apparent Conflict of Interest shall report it to the Administrator or Designate as soon as becoming aware of the situation, if unforeseen, or prior to taking the action that gives rise to the Conflict of Interest or Apparent Conflict of Interest. Employees are encouraged to seek advice from the Administrator if in doubt about whether they are in breach. It is the Employee, Officer or Board Member's responsibility to disclose in writing to the Administrator those private interests and relationships that they think may impact or could be seen to impact the decisions or actions they take on behalf of AFSC. Such person shall disclose to the Administrator as soon as they are aware of any business transaction AFSC proposes to enter into in which they or an Associated Person or Relative may be an interested party.

Employees, Officers and Board Members must disclose a Conflict of Interest or an Apparent Conflict of Interest so that the Administrator is aware of situations that could be seen as influencing the decisions or actions they make on behalf of AFSC. This provides them an

opportunity to take action to minimize or remove the conflict. To actively manage a Conflict of Interest or an Apparent Conflict of Interest, options include:

- (i) removing themselves from matters in which the conflict exists or is perceived to exist; including any decision-making role,
- (ii) giving up the particular Private Interest causing the conflict, and
- (iii) in rare circumstances, resigning their position with AFSC.

(b) Other Codes of Conduct – When any Employee, Officer or Board Member is subject to more than one code of conduct, or to professional obligations concerning client confidentiality, s/he must consider the expectations imposed in totality. It is understood that this Code is not intended to conflict with other codes of conduct or professional obligations, and Employees, Officers or Board Members will discuss any potential conflicts with the Administrator.

(c) Reporting a Potential Breach by Another – Employees, Officers and Board Members must be constantly on guard against those who would attempt to abuse AFSC’s services or products to further their interests. Employees, Officers and Board Members shall report any suspicious activities or actual or potential breaches of the Code, any laws, rules, regulations or AFSC policies to the Human Resources department or the Legal and Compliance department, or, in the case of Board Members, to the Board Chair or to the Legal and Compliance department, who shall arrange to have the matter investigated.

(d) Whistleblower Protection Program - Employees, Officers and Board Members may also raise concerns anonymously under the Whistleblower Protection Program, without identification, through an independent outside firm engaged by AFSC for that purpose. AFSC prohibits retaliation against anyone who reports concerns in good faith or otherwise assists or participates in any related review, investigation or proceeding.

A report or complaint made under the Whistleblower Protection Program that is later found to be made in bad faith will be viewed as a violation of the Code and may result in disciplinary action, up to and including termination of employment or Board Membership as applicable.

(e) Responding to a Potential Breach - Once a potential breach of the Code of Conduct and Ethics has been reported, AFSC’s procedures for responding to and managing such a breach will be promptly initiated. The Administrator receives and ensures the confidentiality of all inquiries and disclosures and ensures that any Conflict of Interest or Apparent Conflict of Interest is avoided or effectively managed. The Administrator is responsible for providing advice and managing concerns and complaints concerning potential breaches of the Code. The Administrator is responsible for ensuring procedural fairness and ensuring that all sides of a matter are considered before making a finding and imposing any sanction. The Administrator will review the circumstances and details of the potential breach and will notify the Employee, Officer or Board Member who has been accused of breaching the Code of Conduct and Ethics. The accused Employee, Officer or Board Member has the right to complete information and the right to respond fully to the potential breach. The identity of the reporter will not be disclosed unless required by law or in a legal proceeding. The Administrator will make a decision and complete a report of the review in a timely manner.

(f) Consequences of a Breach - Compliance with the Code is integral to AFSC. If Employees, Officers or Board Members do not comply with the standards of behaviour identified in the Code, they may be subject to disciplinary action up to and including termination of their employment or removal of their Board membership or office. AFSC may also pursue other remedies for any damages or harm as a result of a breach. All copies of written complaints where the complaint is verified, as well as findings, warnings and reprimands or notices of disciplinary action will be added to the individual's employment file.

(g) Review of a Decision – An Employee, Officer or Board Member can request in writing that the Ethics Commissioner review a decision that has been made by the Administrator regarding a breach of the Code by that person.

(h) Administrator's Role and Responsibilities

- (i) The Administrator will implement, manage, promote and exercise powers vested under this Code including any matters incidental to the authority.
- (ii) The Administrator may delegate any or all of the duties and responsibilities under this Code to a Designate(s). The Administrator will receive and ensure the confidentiality of all disclosures and ensure that any Conflict of Interest or Apparent Conflict of Interest is avoided or effectively managed.
- (iii) The Administrator is responsible for providing advice and managing all concerns and complaints concerning potential breaches of the Code, including conflicts of interest.

15.0 Coming Into Force

The Code of Conduct and Ethics will be made publicly available after review and approval by the Ethics Commissioner. After approval by the Ethics Commissioner, the Code will be circulated internally at AFSC for a two month notice period and will thereafter come into force after the expiry of that notice period.

16.0 Review

The board of directors of AFSC will review the Code of Conduct and Ethics at least once every year.

17.0 Where to Get Advice

If anyone requires advice and guidance in determining whether misconduct or a conflict exists, or need clarification, that person may discuss the issue with:

- (i) in the case of Officers or Employees, AFSC's lawyers, compliance officers or HR staff;
- (ii) In the case of the CEO, the Board Chair;
- (iii) In the case of Board Members or the Board Chair, the governance committee of AFSC's board of directors.

18.0 Acknowledgement and Acceptance

Employees, Officers and Board Members are required to sign a copy of the Code of Conduct and Ethics acknowledging their acceptance of it. The signed copy of the Code is to be retained: (i) in the case of Board Members, by the secretary to the board of directors or such other Officer or Employee of AFSC designated by the Administrator or Designate; and (ii) in the case of Employees or Officers, by the Human Resources department of AFSC. The signatory will be provided with a copy for his/her records.