
CODE OF BUSINESS CONDUCT AND ETHICS

To guide and govern WSPS Board Director conduct and relations with WSPS management, a Code of Business Conduct and Ethics policy document has been developed that contains and expands on the following individual policies:

- Code of Ethics
- Conflict of Interest
- Respect in the Workplace (Harassment, Bullying & Violence)
- Board Relations with Management

The Board of Directors of Workplace Safety & Prevention Services has adopted this Code of Business Conduct and Ethics (“Code”) based on the WSPS values and the laws that apply to the WSPS and its activities. We believe in conducting the WSPS’s business to the highest standards.

The Code helps us make the right choices every day by outlining the values of WSPS, by describing a high standard that can be applied to any situation including situations not covered by the Code and setting specific ethical direction and expectations.

This Code and the standards and procedures it contains, are designed to promote:

- A respectful workplace;
- Honest and ethical conduct, integrity in all dealings;
- Compliance with the law;
- Financial stewardship;
- The avoidance of actual or perceived conflicts of interest or, in cases where avoidance is not possible, the appropriate disclosure and the ethical handling of the actual or perceived conflict;
- Prompt reporting of any known, or reasonably suspected, violations of this Code;
- Mission of the WSPS
- Continuous Improvement; and
- Accountability.

This Code applies to all directors of WSPS. The WSPS and each director, and officer, of the WSPS is referred to as “we” or “you”.

Each of us is responsible for understanding and adhering to this Code, including co-operating in any investigation of misconduct. Adherence to this Code is a condition of continued association with the WSPS. Non-adherence to this Code is not justified even when the non-adherence was directed or requested by any other person.

This Code cannot cover every situation that may arise involving an ethical question or decision. However, the Code sets a standard against which all situations can be assessed. Ask yourself the following questions:

Does this feel right? Does it make me feel uncomfortable?

Would I be proud to tell someone what I have decided or done?

Am I adhering to the letter and spirit of the laws and regulations and contracts that may be involved?

In any situation where there is doubt, discussion among Board and Committee Chairs until satisfied that the relevant facts are known and have been considered and that the conduct chosen to be followed in the situation is the conduct prescribed by this Code.

You should become familiar with, and adhere to, the policies applicable to your role with WSPS.

1. Respectful Workplace

We all have a right to work and associate in a respectful, professional environment free from discrimination, harassment, violence and retaliation. In a respectful workplace, employees will feel valued and respected, the well-being of all is safe guarded, diversity is encouraged and welcomed, it is safe to discuss what is working and not working, inappropriate or disrespectful behaviour is dealt with according to clearly established processes in a timely manner. You have a responsibility to play a part in ensuring our workplace / environment is respectful and to speak up if you have concerns. Refer to WSPS' [Respect in the Workplace and Violence and Harassment Prevention Procedure](#) and the Definitions section of this document for further details including what constitutes discrimination and harassment.

2. Honest and Ethical Conduct

We must act at all times ethically and with honesty and integrity. Integrity is displayed when you demonstrate behaviours and attitudes such as:

- Fairness and honesty in your dealing with others
- Doing what is right and not what is convenient
- Admitting when you have made a mistake
- Speaking up when you recognize something is wrong

3. Protection of Corporate Assets

We all must act in a manner that protects the WSPS's reputation, assets and resources. All assets and resources of the WSPS must be used for legitimate business purposes (incidental non-material personal use is considered a legitimate business purpose).

The obligation to protect WSPS's assets includes proprietary information. Proprietary information includes, without limitation, intellectual property such as trademarks and copyrights, and business marketing and service plans. Unauthorized use or distribution of proprietary information or WSPS's business records (that include personal information about individuals subject to privacy legislation) are violations of this Code. Unauthorized use may result in civil or criminal penalties.

4. Relationship with Management

When a board member needs to contact the management team, it is important to maintain effective communication while respecting the roles and responsibilities of each party.

Board members need to respect the authority of the President/CEO, but often it is more efficient to meet separately with staff on some matters. The Board Chair and CEO are to be copied on requests to staff.

Board members can request information and reports (such as another copy of the budget presented at an earlier meeting), but they must stop short of directing staff work by asking for reports that are not already prepared or otherwise asking staff to perform tasks. New reports and tasks can be requested of the President/CEO.

Director concerns or questions about management performance may be raised with the Chair, the CEO, or at Board and Committee meetings, during in camera agenda items.

Directors are to refrain from:

- interfering with the day-to-day administration of WSPS (for example by contacting individual employees in order to influence their conduct or decisions);
- speaking disparagingly about WSPS in the public domain;
- assisting individuals in their dealings with WSPS, if this would result in preferential treatment for the individual.

5. Confidentiality of Corporate Information

We must maintain the confidentiality of all non-public information relating to WSPS or provided by others to WSPS (including by its members), except when disclosure is properly authorized or legally required. The obligation to preserve the confidentiality of non-public information continues even after you cease to be involved with WSPS.

6. Fair Dealing

We deal honestly, ethically, fairly and in good faith with the members, employees, volunteers of WSPS and as well with all persons and entities having business dealings with the WSPS. In particular, we do not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice. Competitive advantage or profit through unlawful, dishonest or unethical business practices is not how we conduct business at WSPS.

7. Protection and Proper Use of Corporate Opportunities

You are prohibited from taking for yourself personally, or directing anyone else, opportunities that are discovered or available by virtue of your position with the WSPS or through the use of the WSPS's property or information. You may not use WSPS's property or information or your position with the WSPS for your own, or anyone else's, personal gain, or to compete directly or indirectly in any manner with the WSPS. We all owe a duty to WSPS to advance WSPS's legitimate interests when the opportunity to do so arises.

8. Compliance with Laws, Rules and Regulations

In conducting the business of the WSPS or acting as a director, or officer, you must comply with all applicable laws, rules and regulations in every jurisdiction where the WSPS conducts business. You will acquire sufficient knowledge of the legal requirements relating to your duties to be able to carry out those duties in a legal manner. Any questions about compliance can be directed to WSPS Legal Counsel.

9. Accountability and Compliance

We are all accountable for adherence to this Code. Directors and officers must take part in an annual compliance confirmation process. Avoiding completion of the annual compliance will result in escalation. The Board receives regular reports on compliance with this Code, other policies and statutory obligations, and reports of any known non-compliance.

10. Reporting of Non-Compliance with the Code

Promptly report any non-compliance by any person of this Code that becomes known to you. Inappropriate delay in reporting a known, or reasonably suspected, non-compliance in itself may constitute non-compliance with this Code.

11. Reporting Procedures

You should immediately report any improper activity to the Chair of the Board, along with all Board Committee Chairs. Should the non-conformance be related to the Chair of the Board, it should be communicated to the Vice Chair of the Board, along with all other Committee Chairs. As required or in the Chair of the Board's absence, the Vice Chair will act as the Chair of the Board.

12. Investigations

WSPS ensures that suitable guidance is available to anyone who receives a report and that appropriate procedures are in place for investigating and tracking reports. WSPS ensures that every report is promptly and thoroughly investigated. The actions taken by WSPS with respect to a particular report will depend upon the nature of the report. The report may be investigated internally by management, by the Board or an appropriate committee of the Board, or be referred to the WSPS legal counsel, police and/or the appropriate regulatory authorities.

All information reported and disclosed during the course of an investigation remains confidential and made available only on a need-to-know basis, except as necessary to conduct the investigation and to take any remedial action, and subject to any applicable law (that can compel disclosure in some circumstances). You have a duty to co-operate in the investigation of reports of improper activity.

If, at the conclusion of its investigation, WSPS determines that improper activity has occurred, the WSPS will take effective remedial action commensurate with the severity of the offence. This action may include disciplinary action against the accused party up to and including termination of employment or association with WSPS, and reporting to police and/or regulatory authorities. The Chairs of the Governance and Human Resources Committees report regularly to the Board on reports received and the status of outstanding investigations.

Subject to any legal constraints, the WSPS provides the complainant with appropriate information about the outcome of any investigation within a reasonable period of time.

13. No Retaliation

This policy is intended to encourage and enable you to raise serious good faith concerns without fear of adverse consequences to you by virtue of raising those concerns. Accordingly, WSPS will not carry out or, to the fullest extent reasonably within its power, permit any retribution or retaliation of any kind against any individual for submitting any report in good faith.

14. Code of Ethics

The purpose of this Code of Ethics is to assure that WSPS's Board of Directors acts in the best interest of the corporation, without being partial to any particular organization or their own personal interests; devote to WSPS their loyalty and uncompromised integrity; and give the appearance, as well as the fact of such impartiality, devotion, and integrity.

15. Board of Directors' Fiduciary Duties

Members of the Board of Directors owe fiduciary duties to WSPS. The principal duties are the duty of care, the duty of loyalty, and the duty of obedience.

16. Duty of Care

Members of the Board owe WSPS a duty to exercise reasonable care when making corporate decisions and when performing their corporate responsibilities. They are obligated to perform their duties in good faith, in a manner reasonably believed to be in the best interests of WSPS and with the care that an ordinarily prudent person would reasonably be expected to exercise under similar circumstances. When making decisions, the duty of care requires the BOD to put forth a good faith effort to inform themselves of all material information reasonably available and to exercise appropriate judgment. The duty of care also requires the BOD to take adequate steps to see that the senior officers of WSPS are properly managing WSPS's business and affairs.

This includes instituting;

- information and reporting systems reasonably designed to provide them and senior management with timely, accurate information sufficient to allow them to reach informed judgments concerning WSPS's performance; and,
- compliance policies reasonably designed to ensure that WSPS and its officers comply with laws applicable to WSPS.

17. Duty of Loyalty

The duty of loyalty is a Directors duty not to benefit personally at the expense of WSPS. In order for a Director to satisfy this obligation, the Director must not allow personal or partisan political interest to prevail over the interests of WSPS. Furthermore, the Director may not use the assets of WSPS (including information) for personal gain or to the detriment of WSPS.

18. Duty of Obedience

The duty of obedience requires that a ensuring the organization operates within the boundaries of applicable laws and regulations. This duty requires directors to act in alignment with the organization's mission, vision, and governing documents. Directors must make decisions that are consistent with the organization's objectives and avoid actions that could result in breaches of ethical or legal standards.

19. Conflict of Interest

While it is recognized that Directors appointed to WSPS's Board are representatives of many fields, they will perform their duties in an objective manner so their performance will not cause or create the appearance of a conflict of interests. Directors may not engage, directly or indirectly, in financial, business, trade, or professional transactions as a result of, or in primary reliance upon, information obtained through the discharge of corporate responsibilities. The Directors shall adhere to WSPS's Conflict of Interest Policy.

In order to maintain the high level of public support and respect, it is essential that the affairs and business of WSPS be conducted professionally, objectively, and without interference or perception of interference arising from personal interests of the individuals involved in making decisions for the organization.

A conflict of interest shall be defined as any situation where a Director or Officer of WSPS, their employer or Associate, has the ability to influence directly or indirectly, a decision or action in their favour. Associate is defined in section 21.

Directors are to perform their duties conscientiously and avoid any situation in which there is a real or apparent conflict of interest that could interfere, or could be perceived to interfere, with the Director's judgment in making decisions in the best interest of WSPS.

Directors must arrange their affairs and conduct themselves in a manner to avoid a conflict of interest, including the following:

- must not act on behalf of, or deal with WSPS, in any matter where a conflict may exist respecting directors;
- must not personally benefit from any transaction with WSPS;
- must not use their relationship with WSPS to confer an advantage on themselves or on a close friend, relative, business associate, or a firm, Corporation or partnership in which the member of a relative holds an interest;
- Must not use information acquired through membership on the Board for personal benefit.

A real conflict of interest arises when the Director is performing a duty or function of the position and, in the performance of that duty or function, takes advantage of an opportunity to further his or her private interests.

An apparent conflict of interest arises when a reasonably well-informed person perceives that a Director's ability to perform a duty or function of the position was, is, or may be, affected by the Director's private interests.

Protocol to Avoid Directors' Conflict of Interest

The Director is required to disclose all private and business interests and relationships that could result in a real or apparent conflict of interest at the first Board meeting after the facts related to a possible conflict have come to the member's attention. Where a conflict of interest or a potential conflict of interest arises during a scheduled or formal meeting, the conflict of interest shall be declared immediately.

After making a declaration, the Director shall:

- advise the Secretary of the potential conflict of interest, so that s/he does not receive the background materials in respect to that agenda item. If background materials have been received already, s/he should immediately return them;
- declare to the Board the circumstances of the perceived conflict of interest when the subject matter arises on the agenda;
- leave the meeting until the discussion on that item is completed and a decision, if any, has been made;
- not participate in the discussions or make any attempt in any way, before, during, or after the meeting, to influence the discussion and/or vote on any question in respect of the matter.

The person recording the minutes of the meeting shall:

- record the member's declaration and the reason for it, and record the times that the member departed from and returned to the meeting;

- provide the Director with only the minutes that record the decision made and must not provide the Director with minutes of any discussion that took place respecting the subject matter.

Entertainment, Gifts and Benefits

Directors and their associates should not accept entertainment, gifts or benefits that grant or appear to grant preferential treatment to a potential or actual contractor to WSPS. Similarly, no Director may offer entertainment, gifts or benefits in order to secure preferential treatment for WSPS.

A Board member may accept a gift in the course of performing Board responsibilities under the following circumstances:

- the gift, entertainment or benefit is lawful and would be considered by the local community to be within the bounds of propriety, taking into account the circumstances of the occasion;
- the exchange does not, nor is it, expected to create an obligation;
- the gift could not be construed by an impartial observer as a bribe, pay-off, or an improper or illegal payment; and
- it occurs infrequently.

20. Business with WSPS

A Director's employer or Associate may undertake consulting work, negotiate a service contract or conduct any other business with WSPS provided this activity is declared to the Chair of the Board prior to the undertaking and the Director has no involvement in the selection process. Normal purchasing policies and procedures will be used. The purchasing process will be monitored by the Finance and Corporate Services Division.

21. Definitions

Associate:

- A spouse of the Director;
- A child of a Director;
- A child of the Director's spouse, if the child is under 19 years of age, or is living in the family residence of the Director;
- a relative, who is living in the family residence with the Director;
- a Corporation of which the Director beneficially owns, directly or indirectly, more than 20% of the voting rights attached to all outstanding voting securities of the Corporation;
- a trust or estate in which the Director has a substantial beneficial interest.

Board: the Board of Directors of WSPS.

Contractor: a consultant, contractor, supplier or business associate.

Director: a person who has been elected to serve as a member of WSPS.

Discrimination: an action or a decision that treats a person or a group differently or less favorably for reasons such as their race, age or disability.

Gifts or benefits: cash, preferred loans or secret commissions.

Harassment: engaging in a course of vexatious comment or conduct that is known or ought reasonably to be known to be unwelcomed.

Relative: a relative by blood, adoption or marriage.

Spouse: a person the Director is married to, or with whom the Director is living in a marriage-like relationship. This includes a person of the same gender but does not include a person from whom the Director is separated or living apart.

22. Method of Applying the Board Candidate Conflict of Interest Policy

As part of the WSPS Director Recruitment policy, all director candidates must consider the following examples (not exhaustive) of situations that could be considered as possible conflict of interest between the potential director candidate and WSPS:

- level of the financial interest in a WSPS competitor or supplier company;
- the candidate's direct involvement in a WSPS competitor or supplier company ownership;
- the candidate's owning a substantial number of voting shares of the WSPS competitor or supplier company;
- the candidate having family ties with WSPS competitor or supplier company owners; and
- any privileges or favours, which could bias the candidate's ability to conduct his or her duties.

In order to determine whether a candidate's conflict of interest is real or perceived, each candidate must declare on their resume/application form any conflict of interest of which they have knowledge and must be prepared to discuss at the interview, any change to their status in this regard.

The final authority for deciding whether there is any conflict of interest that might affect the candidate's ability to conduct WSPS board business in an impartial manner rests with the Governance Committee. The chair of the Governance Committee will contact any candidate ineligible for consideration due to conflict-of-interest issues.

Directors must annually complete the Conflict of Interest Disclosure Form. The completed conflict of interest disclosure forms will be reviewed by a Governance Committee. The Governance Committee will assess the disclosed information and determine whether any potential conflicts require further action. This form outlines any financial, professional, or personal relationships that could potentially interfere with their impartial decision-making. Throughout the year, board members should remain vigilant and promptly report any new conflicts of interest that may arise. This ensures that the public disclosure remains up-to-date and accurate. This summary will provide stakeholders with an overview of the potential conflicts that have been identified and addressed. Public posting of summarized disclosures enhances the organization's transparency, fostering trust among stakeholders. As only aggregated information is publicly disclosed, sensitive details are safeguarded.