

EMPLOYEE CODE OF CONDUCT AND ETHICS



Effective Date: March 1, 2019

Revised: May 5, 2020, Last reviewed December 5, 2023

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Participants and beneficiaries of the Public Service Pension Plan (“Plan”) have a right to a certain standard of care to ensure that the administration and affairs of the Plan are conducted with impartiality and integrity. The obligation of PSPP Corporation (“PSPP”) demands that there not be, nor appear to be, any conflict between the private interests of employees, and their duty to PSPP and Plan members.

PURPOSE

The purpose of this code is to ensure PSPP employees demonstrate a high standard of conduct and act impartially, ethically and transparently in the performance of their duties.

SCOPE

The Code of Conduct and Ethics (the Code) applies to all PSPP employees and their activities directly or indirectly representing PSPP at work and, where relevant, outside PSPP.

There are no exceptions to this policy.

GUIDING PRINCIPLES

PSPP staff must strive to demonstrate the highest standards of ethics, integrity and transparency in the conduct of business operations. This Code describes specific standards of conduct required and is in addition to any statute pertaining to the actions of employees and to any other instructions issued by PSPP or the Chief Executive Officer (CEO) from time to time.

Conflicts between the private interests of employees and their duty to PSPP not specifically addressed in this Code must be dealt with according to the principles and intent of the Code.

AUTHORITY

This policy follows the requirements set out in legislation:

- a) Freedom of Information and Protection of Privacy Act;
- b) Public Interest Disclosure (Whistleblower Protection) Act; and
- c) Conflicts of Interest Act.

ROLES AND RESPONSIBILITIES

Chief Executive Officer – The CEO shall be responsible to administer the Code for PSPP, issue instructions as necessary for the implementation of the Code, promote the Code on a regular basis and ensure that employees are aware of the expected standard of conduct and their ethical obligations.

The CEO or delegate shall be responsible to ensure that all employees review and sign the Code of Conduct and Ethics Certificate (the Certificate) and shall be the point of contact for questions or issues arising.

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All PSPP Employees – All PSPP employees shall comply with this policy and sign the Certificate annually. All employees are also required to inform their manager of any act or situation they become aware of that occurs at any point during the year that may be covered by the spirit or intent of the Code.

DEFINITIONS

For the purposes of this Code, unless the context otherwise requires,

“Act” means the *Conflicts of Interest Act*.

“Apparent Conflict of Interest” exists where there is an apprehension, which reasonably well informed persons could properly have, that a conflict of interest exists.

“Board” means the Board of Directors of PSPP Corporation.

“Code” means this Code of Conduct.

“Code Administrator” shall be the CEO or in the absence of the CEO, an individual delegated to be the Code Administrator.

“Conflict of Interest” means a conflict between the private interests and the employee’s responsibilities.

“Directly Associated” means a person is directly associated with an Employee if that person is:

- a) A relative;
- 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 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 as the agent.

“Employee” means an employee of PSPP, including the CEO and Designated Senior Officials, and also includes any person contracted by PSPP to provide services to it.

“Private Interest” means of an employee and includes, but is not limited to:

- a) a financial interest of the employee in any investment or private asset;
- b) an interest of the employee in an appointment, business, undertaking or employment other than the existing employment with PSPP; and

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- c) the interests as described in a) and b) above of a person directly associated with the Employee.

But does not include an interest:

- d) in a matter that is of general application to PSPP;
- e) that affects a person of a broad class of the public;
- f) that concerns remuneration and benefits of an Employee; or
- g) that is trivial.

“Reasonably Well Informed Person” means a person who exercises the average standard of care, skill, judgment and conduct that a reasonably prudent person would observe under a given set of circumstances.

“Relative” includes spouse, children, step-children, legal dependents, parents, siblings, in-laws, grandparents, grandchildren, nieces, nephews, aunts, uncles and first cousins.

“Spouse” includes a party to a relationship who is living together with another person on a bona fide domestic basis but does not include a spouse who is living apart from the employee if the employee and spouse have separated and whose financial affairs have been dealt with pursuant to an agreement and or court order.

PENALTIES AND CONSEQUENCES

Employees who do not comply with any provision of this Code may be subject to disciplinary action, up to and including termination of employment as determined by the CEO.

REVIEW

The CEO shall cause this policy to be reviewed and approved biennially.

APPLICATION – CONDUCT

This Code is designed to aid Employees in avoiding situations which may in fact, or in appearance, involve conflicts of interest or other improper conduct.

Above all, it should be remembered that any act which gives the appearance of being improper can negatively affect the reputation of, and impair confidence in PSPP. Such acts must therefore be avoided. Below is a list of actions that, while not intended to be exhaustive, sets the minimum standards that employees are expected to meet or exceed in their conduct and business dealings:

a) Impartiality

Employees are required in all regards to 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 over another for improper reasons.

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b) Disclosure

Employees are required to disclose to the CEO (or designate) or identify any situation involving them which is a conflict or an apparent conflict of interest. This is done at the time of hire and every year thereafter through the Certificate procedure. In addition, Employees are responsible for informing their manager of any act or situation that occurs at any point during the year that may be covered by the spirit or intent of the Code.

In the case of the CEO, the certificate shall be disclosed to the Board Chair.

c) Furthering Private Interests

Employees must not act in self-interest or further their private interest by virtue of their position or through carrying out their duties. Employees are in conflict of interest and in violation of this 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, those Directly Associated, or the Employee's minor or adult child;
- ii) use their position with PSPP to influence or seek to influence a decision to be made by or on behalf of the Crown or a public agency which could further a private interest of the Employee, those Directly Associated, or to improperly further any other person's Private Interest; 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 PSPP, to further or seek to further a private interest of the Employee, those Directly Associated, or any other person's Private Interest.

d) Dealings with Others

- i) Employees who exercise regulatory, inspection or other discretionary authority over others shall disqualify themselves from dealing with anyone with whom the relationship between them may bring the employee's impartiality into question, with respect to those functions. In situations where this would impair service delivery, Employees must advise the CEO (or designate) of the details before exercising their authority. Once the CEO (or designate) has been notified, the Employee shall only exercise their authority in accordance with instructions received. In emergency situations, the Employee shall act impartially and notify the CEO (or designate) immediately after exercising their authority.
- ii) In accordance with the Family Relationship Policy, relatives of an Employee may work for PSPP provided there is no opportunity to exercise favoritism and no conflict of interest exists for the Employees involved. An Employee may not supervise a relative unless there are extenuating circumstances and the CEO approves an exemption from this section of the Code.

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- iii) In the staffing process, selection panel members shall disqualify themselves from competitions where applicants include relatives or other individuals where the continued participation of the panel member could raise a question as to their impartiality.
- iv) PSPP is committed to providing an environment where all individuals are treated with dignity and respect. PSPP shall not tolerate any discriminatory, harassing, bullying, threatening, abusive, or violent behaviour by or against any Employee, contractor, or any other individual or organization affiliated with PSPP. Behaviour and/or situations that are contrary to a respectful environment shall be dealt with accordingly.
- v) Employees shall:
 - act fairly towards PSPP employees, board members, contractors and clients;
 - be respectful of PSPP employees, board members, contractors and clients; and
 - act professionally.

e) Disclosure of Criminal Charges

If an Employee has been charged or is charged with an offence under the Criminal Code of Canada or Controlled Drugs and Substances Act (Canada) arising from the Employee or contractor's conduct while on or off duty, the Employee shall immediately report the charge to the Code Administrator.

In the case of the CEO, such disclosure shall be made concurrently to the Board Chair and the Ethics Commissioner.

f) Outside Concurrent Employment-Existing or Anticipated

- i) Employees may take supplementary employment including self-employment unless such employment:
 - causes an actual or apparent conflict of interest; or
 - is performed in such a way as to appear to be an act of PSPP, or to represent PSPP opinion or policy; or
 - interferes through telephone calls, or otherwise, with regular duties; or
 - involves the use of PSPP premises, equipment or supplies, unless such use is otherwise authorized.
- ii) Employees shall not accept additional compensation for duties which they perform in the course of their employment with PSPP.

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- iii) Employees shall not allow the performance of their official duties to be influenced by offers of future employment or the anticipation of offers of employment.
- iv) Prior to accepting any outside employment, appointment, or other voluntary activity, employees are required to notify the CEO (or designate) in writing. The CEO (or designate) will review the employment, appointment, or activity for conflicts of interest.
- v) If the CEO (or designate) is satisfied that the position would pose no real or apparent conflict of interest, the CEO (or designate) may provide to the Employee a written exemption, and may impose terms or conditions on any exemption granted. If the CEO (or designate), on his or her review of the office, determines that it may pose a real or apparent conflict, the CEO (or designate) may deny the Employee from accepting the employment, appointment, or office in writing, or may grant a written exemption with terms and conditions to manage the conflict.
- vi) Employees shall disqualify themselves from participating in any activity or decision which could impact or could appear to impact the other organization they are employed by or appointed to or anticipate being employed by or appointed to.
- vii) Any outside additional employment and or concurrent employment shall be approved by the Employee's immediate supervisor as identified by the organizational chart in existence at the time of the request. The approved or denied request will be provided in writing, with reasons, to the CEO (or designate), to be reviewed for consistent application to the Code, and placed in the Employee's personnel file.
- viii) In the case of the CEO, there shall be no participation by appointment, employment or undertaking of any nature whatsoever unless the CEO has applied for, and received in advance, the approval of the Ethics Commissioner.

g) Teaching

Employees may, with the consent of the CEO (or designate), teach courses at institutions for a fee during normal working hours provided that:

- i) acceptable arrangements can be made for the Employee to perform all regular duties;
- ii) course preparation and marking are done on the Employee's own time; and
- iii) no other conflict arises.

Where the teaching duties infringe upon normal duties, the CEO (or designate) may deny the request or may require that all or part of the fee received be paid to PSPP.

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In the case of the CEO, pre-approval must be received from the Ethics Commissioner.

h) Volunteer Activities

Employees are encouraged to participate in volunteer activities; however, the restrictions as listed in the Outside Concurrent Employment-Existing or Anticipated section above, also apply to volunteer activity.

- i) Employees shall disqualify themselves from participating in any PSPP decision which could impact or could be perceived to impact the organization they volunteer with.

i) Investment and Management of Private Assets

- i) Where an actual or proposed business or financial interest of an Employee, or Directly Associated individuals is affected, appears to be affected or may be affected by actions taken or decisions made in which the Employee participates in the course of their employment, the Employee shall disclose the business or financial interest to the CEO (or designate).
- ii) If an actual or apparent conflict of interest situation exists under this section, the CEO (or designate) shall determine the method of resolution of the situation. Options for resolution include requiring the use of a blind trust, divestment of the asset, or employment action up to and including termination of employment.
- iii) The CEO (or designate) may require financial disclosure of employees in specific positions where, in the opinion of the CEO (or designate), conflict could likely occur.
- iv) Information which is disclosed to the CEO (or designate) under this section shall be maintained on a confidential basis by the CEO (or designate).

In the case of the CEO and Designated Senior Officials, refer to the section of this Code 'Additional Requirements for Chief Executive Officer and Designated Senior Officials as Identified by Order in Council'.

j) Acceptance of Gifts

Employees shall not accept fees, gifts or other benefits that are connected directly or indirectly with the performance of their public service duties, from any individual, organization or corporation, other than:

- the normal exchange of gifts between friends;
- the normal exchange of hospitality between persons doing business together;
- tokens exchanged as part of protocol; and

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- the normal presentation of gifts to persons participating in public functions, awards, speeches, lectures, presentations or seminars.
- i) Employees shall disclose to their manager any gift received regardless of value.
- ii) The value of the gifts described above should not exceed \$250 and must not include cash or cheques. Gifts and events from the same source cannot exceed \$500 annually. This limit applies to and includes social, cultural, fund raising and sporting events.
- iii) Employees may accept paid conference invitations. The value of any single conference invitation accepted shall not exceed \$1,500 without prior written approval from the CEO (or designate).
- iv) In instances where a gift, event, or educational opportunity value exceeds the limit, or the value is difficult to determine, the CEO (or designate) shall have the discretion to grant an exception and pre-approve any such gift, event, or educational opportunity. In granting this discretionary permission, factors such as relationship building, productivity improvements, stewardship of public funds and apparent conflict of interest and corporate reputation will be taken into account.
- v) In the case of the CEO, the discretion described above shall be with the Board Chair.

k) Political Activity

- i) There is no restriction upon participation in political activity by Employees except that:
 - They must not participate directly in soliciting contributions.
 - They must not use their position with PSPP to seek contributions for membership or contributions for a political party or activity from entities doing business with PSPP.
 - Any political activity must be clearly separated from the activities related to the business of PSPP.
 - No use of PSPP facilities, equipment or resources may be used in support of these activities.
 - Employees who occupy positions at the Director or Executive classifications may not seek nomination as candidates in a federal or provincial election, nor hold office in a political party or constituency association. They may become candidates in a municipal election with the prior approval of the CEO (or designate), who will consider the general principles of the Code when reviewing such a request. In the

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case of the CEO, such permission must come from the Ethics Commissioner.

- ii) Employees who do not occupy positions at the Director or Executive classifications and who run as candidates in a provincial or federal election must take a leave of absence without pay commencing on the day after the writ for the election is issued or on the day that their candidacy is publicly announced, whichever is later. The restriction on soliciting contributions shall not apply to such employees once the leave of absence commences.
 - Employees who are elected to federal or provincial office shall resign their employment effective the day of the election.
 - Employees who seek election and are not elected are entitled to return to the same or similar employment, effective the day after the election.
 - Employees who are candidates for municipal office shall, if elected, be subject to the provisions of this Code regarding outside employment and may be asked to take a leave of absence.

l) Public Statements

- i) Employees who speak or write publicly shall ensure that they do not release information in contravention of Privacy and Confidentiality policies.
- ii) The responsibility for maintaining the confidentiality of information or documents includes the responsibility for ensuring that such information or documents are not directly or indirectly made available to unauthorized persons.
- iii) Employees must adhere to the requirements of the *Freedom of Information and Protection of Privacy Act* and, for so long as PSPP is subject to the *Personal Information Protection Act*.

m) Trade Knowledge and Intellectual Property

- i) Any product or technology developed by Employees in the course of their employment with PSPP is the property of PSPP.
- ii) An Employee shall not sell, trade, market or distribute any such product or technology unless otherwise authorized by the CEO (or designate).

n) Dealings and PSPP Owned or Leased Land

- i) If an Employee has obtained an estate or interest in PSPP leased property in compliance with the Code, the Employee may renew that estate or interest without obtaining approval from the CEO (or designate).
- ii) Where an Employee owns or has an estate or interest in property being leased by PSPP:

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- the Employee shall declare their employment status to the CEO (or designate); and
- the CEO (or designate) shall review and may approve the transaction.

In the case of the CEO and Designated Senior Officials, refer to the section of this Code 'Additional Requirements for Chief Executive Officer and Designated Senior Officials as Identified by Order in Council'.

o) Procedure on Certification Code of Conduct and Ethics Certification

- i) All Employees are required (except the CEO), at time of hire and every year thereafter, to disclose to the CEO (or designate) through a Certificate, all information directly relevant to issues or acts in relation to this Code. Information about Employees submitted on Certificates will be kept in each Employee's personnel file and will not be used for any purpose other than to detect actual or potential violations of the Code.
- ii) In the case of the CEO, he or she shall be required at time of hire, and every year thereafter, to disclose through a certificate to the Board Chair (or designate), all real and apparent conflicts and information directly relevant to issues or acts in relation to this Code.

p) Process for addressing Real and Apparent Conflicts of Interest

- i) Employees are required to disclose all employment, appointments or volunteer activities as outlined in Section 9(f). In all other situations, it is the responsibility of each Employee to disclose in writing an actual or perceived conflict of interest that they think could be seen to have an influence on decisions or actions that they may make or take on behalf of PSPP.
- ii) Where actual or potential employee violations of the Code (except in the case of the CEO) are identified, an investigation will be conducted by the CEO (or designate). Any Employee alleged to have breached the Code shall be given written notice from the Code Administrator of the allegations and be provided an opportunity for a written response. The identity of the member or Employee reporting the breach shall be kept confidential, unless required by law.
- iii) The Code Administrator shall investigate, make a decision and complete a written report outlining the basis for the decision within 60 calendar days of the reported alleged violation. The report will include the facts, whether there has been a breach and give a recommendation or action. The Employee will be provided with the report and will have an opportunity to review all of the information relied upon in the report and has the right to respond to the report, within 30 days.
- iv) Employees will be encouraged, and are expected, to participate in rectifying and resolving any actual or potential violations. The resolution of actual or potential

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violations may take the form of action to eliminate the violation, action to avoid the potential violation, realignment of job functions, reassignment of the employee, or other appropriate action. Disciplinary action which may include termination of employment may also be considered, if appropriate.

- v) In the case of the CEO, where real or apparent violations are identified, the Board Chair will submit information to the Ethics Commissioner, who will carry out an investigation.

q) Additional Requirements for Chief Executive Officer and Designated Senior Officials as Identified by Order in Council

The CEO must comply with all disclosure statement and return reporting requirements, post-employment restrictions, and restrictions on holdings in connection with publicly-traded securities, in the manner and in accordance with the timelines set out in the Act.

i) Restrictions on Holding Publicly Traded Securities

As set out in s.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 approved by the Ethics Commissioner. Approvals for other investment arrangements or exemptions must be granted in writing by the Ethics Commissioner.

Securities must be managed within 60 days of a person becoming the CEO, becoming subject to s.23.93 of the Act, or the acquisition of securities by gift or inheritance. The Ethics Commissioner may set out a longer period.

ii) Disclosure to the Ethics Commissioner

As set out by s. 23.931 and 23.932 of the Act, at a time specified by the Ethics Commissioner, and in a manner and form specified by the Ethics Commissioner, the CEO must provide to the Ethics Commissioner an annual and full financial disclosure of the CEO's assets, liabilities, investments, holdings, and other interests. At a time specified by the Ethics Commissioner, and in a manner and form specified by the Ethics Commissioner, the CEO must also provide to the Ethics Commissioner a return of the assets, liabilities, investments, holdings and other interests of the CEO's direct associates: spouses, adult interdependent partners, minor children, and any corporation or partnership that the CEO, his/her spouse, or his/her adult interdependent partner controls.

Within 60 days of becoming subject to s.23.932 of the Act, the CEO must provide a direct associate return to the Ethics Commissioner.

The CEO must file an updated disclosure or return within 30 days of any material changes to a previous return or disclosure, and within 30 days if no longer designated as designated senior official.

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iii) Post-Employment Restrictions

As required by s. 23.937 of the Act, for 12 months after the last day they hold their position as CEO, the CEO:

- Must not lobby any public office holder, as defined in the Lobbyists Act;
- Must not act on a commercial basis or make representations on behalf of any party in connection with any ongoing matter in connection with which the CEO directly acted for or advised a department or public agency;
- Must not make representations with respect to or solicit or accept on his/her own behalf a contract or benefit from departments or public agencies with which the CEO had significant dealings with during his/her work with PSPP; and
- Must not accept employment with an individual, organization, board of directors, or equivalent body of organization with whom the CEO had significant official dealings with during his/her work with PSPP.

The CEO may apply to the Ethics Commissioner for a waiver or reduction of a time period to these restrictions.

REVIEW OF DECISION

In the event of an appeal of a decision or ruling of this Code, this procedure must be followed:

- a) An Employee may apply to the Board for a review of a ruling of a conflict of interest or other improper conduct by the CEO under this Code.
- b) The Board will be asked to investigate and provide a recommendation to the CEO.

If the CEO appeals a decision or ruling of this Code, the Board Chair will consult with the Ethics Commissioner. In the event of a dispute in relation to the findings of the Ethics Commissioner, the CEO may appeal to the Deputy Minister, Treasury Board and Finance.

RELATIONSHIP TO OTHER PSPP POLICIES

The Code complements and reinforces, rather than replaces, other PSPP policies and Regulations concerning appropriate conduct.

CODE CHANGES

Any material changes to this Code shall be made on 60 days' notice and shall be posted on PSPP's internal files and public website.