



Code of Conduct and Ethics

No. 2009 - HR - 08

Effective Date: November 29, 2007

Revised Date: August 29, 2017

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PURPOSE

To ensure Alberta Pensions Services Corporation (APS) employees demonstrate a high standard of conduct and act ethically and transparently in the performance of their duties.

SCOPE

The Code of Conduct and Ethics (the Code) applies to all APS employees. This Code applies to employees and their activities directly or indirectly representing APS at work and at events outside APS at which their conduct may reflect poorly on APS.

POLICY STATEMENT

APS staff must strive to demonstrate the highest standards of ethics, integrity, and transparency in the conduct of business operations. This Code is in addition to any statute pertaining to the actions of employees and to any instructions issued by APS or the Chief Executive Officer (CEO). Conflicts between the private interests of employees and their duty to APS not specifically addressed in this Code must be dealt with according to the principles and intent of the Code.

This Code includes employee responsibilities as they relate to 13 topics (or “acts”) as described in the attached guidelines which include: Impartiality, Disclosure, Furthering Private Interests, Dealings with Others, Outside Employment, Teaching, Volunteer Activities, Investment and Management of Private Assets, Acceptance of Gifts, Political Activity, Public Statements, Trade Knowledge and Intellectual Property, and Dealings in APS Owned or Leased Land.

AUTHORITY

This policy follows the requirements defined in the following APS Board’s CEO Limitation policies and legislation:

- Freedom of Information and Protection of Privacy Act, and
- Public Interest Disclosure (Whistleblower Protection) Act.

ROLES AND RESPONSIBILITIES

Chief Executive Officer – Responsible to administer the Code for APS, to issue instructions as necessary for the implementation of the Code, to promote the Code on a regular basis and to ensure that employees are aware of their obligations.

Chief People Officer – Responsible to ensure that annual Code of Conduct and Ethics training is delivered and that all employees review and sign the Code of Conduct and Ethics Certificate (the Certificate) annually.



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All APS Employees – Responsible to comply with this policy, to attend annual review sessions and to sign the Certificate annually. All employees are also 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.

EXEMPTION

There are no exceptions to this policy.

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 will cause this policy to be reviewed annually.

[Original signed by]

September 25, 2017

Chief People Officer

Date

[Original signed by]

September 28, 2017

President & Chief Executive Officer

Date



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The Code of Conduct and Ethics policy applies to all staff and 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, APS. 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:

1. **Impartiality** - Employees are expected 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.
2. **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.
3. **Furthering Private Interests** - Employees are in conflict of interest and in violation of this Code if they:
 - a. 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, their relatives or friends, or
 - b. use their position with APS to influence or seek to influence a decision on behalf of APS which could further a private interest of the employee, their relatives or friends, or
 - c. 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 APS, to further or seek to further a private interest of the employee, their relatives or friends.
4. **Dealings with Others**
 - a. 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.
 - b. In accordance with the Family Relationship Policy, relatives of an employee may work for APS provided there is no opportunity to exercise favoritism and no conflict of interest exists for the



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- employees involved. An employee may not supervise a relative unless there are extenuating circumstances and Executive Committee approves an exemption from this section of the Code.
- c. 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.
 - d. Employees shall:
 - i. act fairly towards APS employees, contractors, and clients;
 - ii. be respectful of APS employees, contractors and clients; and
 - iii. act professionally.

5. Outside Employment

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

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

- a. acceptable arrangements can be made for the employee to perform all regular duties,
- b. course preparation and marking are done on the employee's own time, and
- c. 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 APS.

7. Volunteer Activities - Employees are encouraged to participate in volunteer activities however, the restrictions as listed in section 5(a) (Outside Employment) also apply to volunteer activity.

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



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8. Investment and Management of Private Assets

- a. Where an actual or proposed business or financial interest of an employee, their relatives or friends 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).
- b. 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.
- c. 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.
- d. Information which is disclosed to the CEO (or designate) under this section shall be maintained on a confidential basis by the CEO (or designate).

9. 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:

- a. the normal exchange of gifts between friends,
- b. the normal exchange of hospitality between persons doing business together,
- c. tokens exchanged as part of protocol, and
- d. the normal presentation of gifts to persons participating in public functions.

10. Political Activity

- a. There is no restriction upon participation in political activity by employees except that:
 - i. They must not participate directly in soliciting contributions.
 - ii. Employees who occupy positions at the Senior Manager, Executive 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.
- b. Employees who do not occupy positions at the Senior Manager, Executive 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.
 - i. Employees who are elected to federal or provincial office shall resign their employment effective the day of the election.



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- ii. Employees who seek election and are not elected are entitled to return to the same or similar employment, effective the day after the election.
- iii. 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.

11. Public Statements

- a) Employees who speak or write publicly shall ensure that they do not release information in contravention of Privacy and Confidentiality policies.
- b) 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.
- c) Employees must adhere to the requirements of the Freedom of Information and Protection of Privacy Act.

12. Trade Knowledge and Intellectual Property

- a) Any product or technology developed by employees in the course of their employment with APS is the property of APS.
- b) An employee shall not sell, trade, market or distribute any such product or technology unless otherwise authorized by the CEO (or designate).

13. Dealings in APS Owned or Leased Land

- a) If an employee has obtained an estate or interest in APS leased property in compliance with the Code, the employee may renew that estate or interest without obtaining approval from the CEO (or designate).
- b) Where an employee owns or has an estate or interest in property being leased by APS:
 - i. the employee shall declare their employment status to the CEO (or designate), and
 - ii. the CEO (or designate) shall review and may approve the transaction.

PROCEDURE ON CERTIFICATION

Code of Conduct and Ethics Certification

All employees are required (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.



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The CEO is required (at time of hire and every year thereafter) to disclose to the Chair of the Board of Directors (or designate) all information directly relevant to issues or acts in relation to this Code. The CEO is to submit a Certificate to the Chair (or designate).

Where actual or potential violations of the Code are identified, an investigation will be conducted by the CEO (or designate). Employees will be encouraged, and are expected, to participate in rectifying and resolving any actual or potential violations. The resolution of actual or potential 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.

REVIEW OF DECISION

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

1. An employee may apply to the Board of Directors of APS for a review of a ruling of a conflict of interest or other improper conduct by the CEO under this Code.
2. The Board of Directors of APS will be asked to investigate and provide a recommendation to the CEO.
3. Where the Board of Directors of APS is unable to act, the shareholder of APS will determine an alternate appeal mechanism.

RELATIONSHIP TO OTHER APS POLICY

The Code complements and reinforces, rather than replaces, other APS policies and Regulations concerning appropriate conduct, including but not limited to:

- Attendance of Off-site Non-APS Corporation Sponsored Events
- Fraud Prevention Policy
- Family Relationship Policy
- Harassment-Free Workplace Policy
- Privacy Policy
- Whistleblower Policy

Ethics Violation and Fraud Reporting

Please refer to the Whistleblower and Fraud Prevention policies for further information on the procedures for the submission by employees, managers, officers, and Directors of APS, on a confidential basis, of concerns regarding questionable accounting practices, fraud or violations of the Code.



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APPENDIX A

Definitions

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

1. **“APS”** means Alberta Pensions Services Corporation;
2. **“CEO”** means the Chief Executive Officer of APS;
3. **“Chair”** means the Chair of the Board of Directors for APS;
4. **“client”** includes all members, pensioners, employers and board members;
5. **“Code”** means this Code of Conduct and Ethics for APS employees, as amended from time to time;
6. **“contractor”** includes all personnel subcontracted to APS including third parties and agents;
7. **“employee”** includes all temporary, casual and permanent employees of APS;
8. **“minor child”** refers to a child under the age of majority;
9. **“private interest”** of an employee does not include an interest:
 - a. in a matter that is of general application, or
 - b. that affects a person as one of a broad class of the public, or
 - c. that affects the compensation or benefits of an employee, or
 - d. that is trivial;
10. **“relative”** includes spouse, children, stepchildren, legal dependents, parents, siblings, in-laws, grandparents, grandchildren, nieces, nephews, aunts, uncles and first cousins;
11. **“spouse”** means a person who is legally married to the employee, or a partner who has cohabited with the employee and is represented as the employee’s spouse; and
12. **“supervise”** means to directly supervise or exercise influence over the assignment of duties, performance evaluation or related responsibilities of an employee.