

COMFOR MANAGEMENT SERVICES LTD.

**POLICY 2007-04**  
**EMPLOYEE/DIRECTORS CODE OF CONDUCT**

**Policy Title: Employee/Directors Code of Conduct**

**Policy Number: 2007- 04**

**Date of Adoption: March 19, 2007**

**PURPOSE:**

Employees of the Comfor Management Services Ltd. (the company) or any person acting on the Company's behalf, are representatives of the company, and the way they conduct themselves will determine how others (customers, community members) view the company. It is imperative that the highest standards of honesty, integrity, impartiality, and professionalism are maintained when conducting the Company's business.

The purpose of this Code of Conduct is to establish clear guidelines in the specific areas detailed below. This Code is not meant to be exhaustive, and the company will continue to establish work place guidelines on various matters as and when it is deemed appropriate. Existing work place guidelines continue to be in effect, except where modified by this Code of Conduct.

**DEFINITIONS**

"**Relatives**" shall include spouse (including common-law or same sex) son, daughter, mother, father, grandparent, grandchild, brother, sister, legal guardian or ward, son-in-law, daughter-in-law, brother-in-law, sister-in-law, mother-in-law, and father-in-law. This definition shall include stepfamilies.

**POLICY:**

1. **Conflict of Interest**

1.1 Employees:

- a. All steps necessary must be taken to avoid situations where personal interests could conflict with the interests of the Company. To do otherwise can create doubts about the objectivity and the fairness of decisions made on behalf of the Company.
- b. Some situations have an obvious potential for conflict and for this reason, employees are specifically prohibited from engaging in them. They are:

- i. Involvement, either through a financial interest or through participation in setting policy or making operating decisions, in any company with which the Company does business where this individual has influence over the decision to use or hire, or supervises the said company, or where any possibility for collusion exists.
  - ii. Using, or referring to, employment or affiliation with the Company while purchasing goods or services for other than the Company's use, when it could be inferred that the purpose in doing so is to solicit a benefit not customarily available to other customers of the vendor, unless a discount purchasing arrangement has been negotiated for Company employees through the Company purchasing or finance departments.
  - iii. Representing the Company in any dealings with any individual, business, organization, or community group in which the employee or volunteer has a personal interest.
- c. It must be recognized that these prohibitions are not all encompassing, and that some occupations within the Company may require that limitations exist for them and not for others.
  - d. Whenever an employee believes that a conflict of interest could exist or be inferred, the individual must advise their supervisor immediately. The supervisor will document the details, give direction to the employee, and will consult with the Board of Directors for direction as required.

## 1.2 Members of Boards and Committees:

For the purposes of this section, the following definitions apply:

*"Board"* means the board of directors of Comfor Management Services Ltd.

*"Company"* means Comfor Management Services Ltd.

*"Member"* refers to a member of company's board of directors, its advisory committee, or any other committee established for the purpose of conducting company business.

### **1.2.1. Disclosure of Conflict**

- a. This section applies to members of the company's board and advisory committee in relation to:
  - i) Board meetings
  - ii) Advisory committee meetings
  - iii) Meetings of any other committee established by the company for the purpose of conducting company business

- b. A member is deemed to have a conflict of interest in a matter if he or she has a direct or indirect pecuniary interest in it.
- c. If a member attending a meeting considers that he or she is not entitled to participate in discussion of a matter or to vote on a question in respect to a matter due for reasons of conflict of interest, the member must declare this and state the general nature of why he or she considers this to be the case.
- d. After making a declaration under 1.2.1 c. the member must not do anything referred to in Section 1.2.2.
- e. As an exception to subsection 1.2.1 d., if a member has made a declaration under subsection 1.2.1 c. and, after receiving legal advice on the issues, determines that he or she was wrong respecting his or her entitlement to participate in respect of the matter, the member may:
  - i) Return to the meeting or attend another meeting of the same body;
  - ii) Withdraw the declaration by stating in general terms the basis on which the member has determined that he or she is entitled to participate; and
  - iii) After this, participate and vote in relation to the matter, but remaining subject to Section 1.2.2.
- f. When a declaration under subsection 1.2.1 c. or a statement under subsection 1.2.1 e. is made the person recording the minutes of the meeting must record:
  - i) The member's declaration or statement;
  - ii) The reasons given for it; and
  - iii) The time of the member's departure from the meeting room and, if applicable, of the member's return, and
  - iv) The time of the member's return, and

unless a statement is made under subsection 1.2.1 e., the person presiding at that meeting or any following meeting in respect of the matter must ensure that the member is not present at any part of the meeting during which the matter is under consideration.

### **1.2.2 Restrictions on participation if in conflict**

- a. This section applies if a member has a conflict of interest referred to in Section 1.2.1 b., regardless of whether the member has made a declaration under that section.
- b. The member must not:
  - i) Remain or attend any part of a meeting referred to in Section 1.2.1 a. during which the matter is under discussion,
  - ii) Participate in any discussion of the matter at such a meeting,

- iii) Vote on a question in respect of the matter at such a meeting, or
  - iv) Attempt in any way, whether before, during, or after such a meeting, to influence the voting on any question in respect of the matter.
- c. A person who contravenes this section is disqualified from continuing to hold office as a member of the company unless the contravention was done inadvertently or because of an error in judgment made in good faith.

### **1.2.3 Restrictions on inside influence**

- a. A member must not influence or attempt to influence, directly or indirectly, a decision, recommendation, or other action to be made or taken:
- i) At a meeting referred to in Section 1.2.1 a. or
  - ii) By an officer or an employee of the company.
- b. A person who contravenes this section is disqualified from continuing to serve as a director of the company.

### **1.2.4 Exceptions from Conflict Restrictions**

- a. Sections 1.2.1 to 1.2.3 do not apply in one or more of the following circumstances:
- i) If the pecuniary interest of the member is a pecuniary interest in common with residents of the Lakes District in general;
  - ii) If the matter relates to remuneration, expenses, or benefits payable to one or more members in relation to their duties as directors or officers of the company;
  - iii) If the pecuniary interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the member in relation to the matter;
  - iv) If the pecuniary interest is of a nature prescribed by regulation.

### **1.2.5 Use of Insider Information**

- a. A member or former member must not, for the purpose of gaining or furthering a direct or indirect pecuniary interest, use information or a company record that:
- i) Was obtained in the performance of duties associated with the member's office; and

- ii) Is not available to the general public.

### **1.2.6 Restrictions on Contracts and Benefits**

- a. Subject to subsection 1.2.6 b., a member or former member must not, directly or indirectly enter into a contract or accept a benefit that is awarded, approved, or granted by the board of directors.
- b. The restriction in subsection 1.2.6 a. does not apply in one or more of the following circumstances:
  - i) If, in the case of a former member, 6 months have passed since he or she last held a position on the board of directors;
  - ii) If the contract or benefit is awarded, approved, or granted on conditions that are the same for all contracts similarly awarded by the company or for all persons similarly entitled, as applicable.

## **2. Outside Employment**

- a. Employees may take supplementary employment, including self employment, unless such employment:
  - i. Causes an actual or apparent conflict of interest;
  - ii. Is performed in such a way as to appear to be an official act of the Company, or to represent the Company's opinion or policy;
  - iii. Unduly interferes with the employee's regular duties; or
  - iv. Involves the use of Company premises, equipment, or supplies, unless such use is otherwise authorized.
- b. Where it is evident that a conflict of interest might arise in taking supplementary employment, it is the duty of the employee to notify his supervisor, in writing, as to the nature of the employment.
- c. Employees or directors shall not accept monetary or other payment in addition to normal salary or expenses for duties that they perform in the course of their employment with the Company.

## **3. Acceptance of Gifts**

- a. No employee or director, or any member of his/her immediate family can accept any substantial gifts or favours other than normal sales promotion items or occasional meals. Common sense and judgment should be used in determining the appropriateness of a gift. Payment of trips, hotel rooms, and entertainment expenses of significant value are not acceptable.

Where situations involving interpretations of this section of the policy arise, the Chief Financial Officer should be consulted. Where a benefit arises under circumstances not clearly outside the scope of this policy, a determination that the policy is not applicable may be made only by the board of directors.

All gifts considered substantial must be reported to the Chief Financial Officer. Gifts over one hundred (\$100) will be considered as income of an employee.

4. **Dealing with Relatives**

- a. Employees or directors who exercise a regulatory, inspectional, or other discretionary control over others shall, whenever possible, disqualify themselves from dealing with relatives with respect to those functions. Where it is not possible to avoid the exercise of discretionary powers in these circumstances, the matter must be brought to the attention of the Board of Directors for a decision as to how to proceed.

5. **Hiring of Relatives**

- a. Employees and persons applying for employment with the Company are expected to disclose any family relationships that exist between them and other Company employees, when they are applying for employment. The Company will review the relationship and the Company's operational needs to ensure that the Company's interests are not compromised. In general, however, the hiring of relatives will be discouraged.

6. **Confidentiality**

- a. Employees and directors must safeguard information contained in the records of the Company, whether in written, electronic, or other forms against improper access and may disclose it only to persons having a lawful right to such information.
- b. Confidential information about the Company, its customers, clients, suppliers, or employees must not be divulged to anyone other than persons who are authorized to receive such information. When an individual is in doubt as to whether certain information is confidential, no disclosure shall be made without first obtaining approval to do so from appropriate management personnel.
- c. Confidential information obtained as a result of employment or director's duties with the Company is not to be used for the purpose of furthering any private interest, or as a means of making personal gains. In the course of any job, an individual may become aware of personal and confidential information. The Company depends on each employee or director to keep private any such information. Each

employee or director may also depend on his/her supervisor to keep confidential any personal matters discussed.

- d. Information pertaining to finances, business activities and plans of the Company, or future policy directives of the Company, is considered the property of the Company. Use of such information for personal advantage or private speculation is strictly forbidden.
- e. Employees or directors may access Company information to which they are entitled to access only for Company business. Employees or directors may access information only as required to perform their legitimate business functions, and must safeguard all information to which they have access against inappropriate and unauthorized access by others. It is not acceptable to leave work-in-progress containing confidential information on work surfaces where it might be seen by unauthorized individuals. This may jeopardize the security of information.

## 7. **Media Relations**

- a. The Board of Directors may from time to time designate spokespersons that are authorized to provide information regarding the Company and its operations to the media. Only those designated individuals may make statements regarding the Company, its activities, or its policies.
- b. Designated spokespersons may provide factual information and official Company policy statements only. No personal opinion, supposition, assumption, or inference may be included in a statement to the media.
- c. Employees or directors wishing to express personal opinions in the media or any public forum must not comment on any aspect of their employment with the Company and its operations. Further, employees or directors must take all necessary steps to ensure that there is no possibility the public will perceive they are giving any opinion or statement on behalf of the Company or in conjunction with their official functions.

## 8. **Property Security**

- a. The Company's name, logo, or letterhead may not be used for any purpose other than the official business of the Company and by authorized personnel only.
- b. For the purposes of this section, property is defined as equipment, materials, processes, effects, land, buildings, and grounds.
- c. Preserving and safeguarding the Company's property is the responsibility of each employee (or volunteer, as applicable). Equipment, materials and supplies that are purchased with Company

funds or otherwise obtained by the Company are the property of the Company and must be used only in the interest of the Company and must be protected from misuse, theft or damage.

- d. Personal use of Company property is permissible only if authorized by the appropriate management personnel and subject to Board of Directors policy at the time.

9. **Personal Appearance/Hygiene**

- a. Employees (and directors, as applicable) shall dress in attire appropriate for their position, having regard to the nature of their work and the importance of maintaining a good work environment and image.
- b. If there are questions as to what constitutes proper attire, employees (or directors, as applicable) should consult their supervisor.

10. **Attitude and Conduct**

- a. The Company expects all of its employees and directors to be courteous at all times when representing the Company.
- b. The Company wishes to convey a friendly, approachable image to its customers, suppliers, clients, and the community. The employee or volunteer represents the Company to the person with whom he/she is dealing, in person or on the telephone. A positive and helpful attitude, honesty, trustworthiness, reliability, dependability, and punctuality are expected in all workplace activities.
- c. Employees and directors are expected to treat all fellow employees and directors in a fair and respectful way, with a courteous attitude and manner.
- d. Employees, directors, and supervisors are expected to show respect for one another. This entails taking and giving direction or correction, and cooperating to achieve the Company's goals. Respect and compliance with all policies, procedures, and guidelines of the Company are expected.
- e. Harassment, intimidation, gossiping, the use of coarse or obscene language, or any other behaviour disturbing or offensive to others is not permitted. Unethical or dishonest behaviour is unacceptable to the Company. See Appendix A for specific discrimination and harassment guidelines.
- f. When an employee or director is off duty and attending a Company function or visiting a Company work site, he/she is expected to behave

in a manner appropriate to the circumstances. Actions that adversely affect the Company, its staff, or the public are not acceptable.

- g. Employees or directors wearing articles of clothing identifying them as Company employees or Company directors are expected to behave in a manner that is appropriate to the circumstances, and not in a way that will damage the Company's reputation.

#### 11. **Abusive Behaviour or Threatening Members of the Public**

- a. Employees and directors are expected to treat the public with courtesy and respect, and they should expect similar treatment in return.
- b. The appropriate response to a member of the public who becomes abusive is not to become abusive or threatening in return. Rather, the employee or director should notify the member of the public that his/her supervisor will be asked to continue the discussion.
- c. If the interaction is being conducted over the telephone, the call should be transferred to the supervisor or politely terminated. If the interaction is occurring in person, the individual should excuse themselves and request that the supervisor attend and respond to the abusive individual.
- d. It is the responsibility of every supervisor of the Company to intervene whenever they become aware of an abusive or threatening situation or when an employee or volunteer brings this to their attention.
- e. Whenever an employee or volunteer believes a member of the public poses a physical threat or attack risk, he/she should not return to the member of the public until police or appropriate security personnel are available to accompany them. Any staff not involved with the member of the public, but in the immediate area, should also withdraw.

#### 12. **Health and Safety**

- a. The Company is committed to providing a healthy and safe work environment. The Company has established, and from time to time amends, its health and safety policies. The Company provides training to employees and directors in safe work practices, safe use of equipment, safe use of facilities, and in the identification of safety hazards and liability risks.
- b. Employees and directors are responsible for following safe work practices, reporting safety hazards, and eliminating unsafe conditions that are within their authority to handle.

13. **Work Habits**

- a. The Company expects its employees to maintain good work habits. Engaging in poor work habits such as those described below is unacceptable. The list below is not exhaustive.
  - i. Stopping work or leaving the work area during work hours without notifying and obtaining permission from the supervisor or person in charge. This does not apply to emergency situations;
  - ii. Refusal to follow instructions from a supervisor or any member of management without reasonable cause;
  - iii. Repeated interruptions of another's work for reasons unrelated to the performance of the duties or responsibilities of either employee;
  - iv. Overstaying a leave of absence without prior written approval;
  - v. Being absent from work or failing to report to work without reasonable cause or without notifying the supervisor or other person in charge;
  - vi. Conducting personal business or personal matters unrelated to the employee's duties and responsibilities during work hours, exclusive of lunch hour and coffee breaks. This does not apply to emergency situations.

14. **Reporting/Finishing Times**

- a. Employees are expected to report to work ready to perform their duties, be at their assigned work locations at the scheduled starting time, and not to leave at the end of the work day until the scheduled finishing time except where specific permission has been granted to do otherwise.

15. **Unacceptable Conduct**

- a. The following list gives examples of unacceptable conduct. The list is not exhaustive.
  - i. Deliberate or willful destruction or damage of property, equipment, machinery, or tools belonging to the Company or to fellow employees, directors or the public;
  - ii. Theft of property belonging to the Company or to fellow employees, directors or the public;

- iii. Engaging in immoral conduct, swearing or using obscene or abusive language while on Company premises or while on duty;
- iv. Possession of dangerous weapons or illegal items on Company premises or while on duty;
- v. Knowingly falsifying operational records of the Company, including time cards and employment applications;
- vi. Using, possessing, consuming, or being under the influence of illegal drugs and/or alcohol while on duty;
- vii. Smoking in company buildings or equipment;
- viii. Insubordination;
- ix. Violation of a work rule;
- x. Unsafe working practices;
- xi. Loafing on the job;
- xii. Horseplay;
- xiii. Absence without leave;
- xiv. Refusing to work (non-safety related);

16. **Progressive Discipline**

- a. The Company uses Progressive Discipline in instances where it is determined that disciplinary measures must be taken. To progressively discipline means to increase the extent of discipline to be applied, as previous processes have been ignored or proven unsuccessful.

17. **Illegal Conduct**

- a. Employees or directors found guilty of criminal acts committed while on duty and employed by the Company, or while using Company-owned property, or at Company facilities or work sites while off duty, will be subject to appropriate discipline.
- b. Employees or directors found guilty of contravening lawfully enacted statutes of the Province of British Columbia (such as the Motor Vehicle Act) while on duty and employed by the Company, or while using Company-owned property or at Company facilities or work sites while off duty, will be subject to appropriate discipline.

18. **Discrimination and Harassment**

Discrimination and harassment are covered off in the detailed policy attached as appendix A.

19. **Misconduct**

Misconduct prejudices the reputation of the Company and harms the Company's activities. Misconduct is not limited to matters at work. It can include activities outside of work which contravene the Company's Code of Conduct or other policies of the Company, or which may hold the Company up to public ridicule or criticism.

**IMPLEMENTATION:**

Failure to adhere to the standards contained in this Code may result in appropriate discipline, up to and including dismissal.

## APPENDIX A

### POLICY AGAINST DISCRIMINATION AND HARASSMENT

**COMFOR MANAGEMENT SERVICES LTD. AND ASSOCIATED COMPANIES** are committed to providing a collegial working environment in which all individuals are treated with respect and dignity. Each individual has the right to work in an atmosphere which promotes equal opportunity and prohibits discriminatory practices.

This Policy has been adopted to make it clear that workplace discrimination and/or harassment will not be tolerated in our organization. Harassment and discrimination may in some circumstances, be unintentional. Regardless of intent, such conduct is not acceptable.

No person involved in this organization, and in particular no owner, director, officer, manager, supervisor, employee or independent contractor thereof may discriminate against or harass any person employed by, involved with or having dealings with this organization on the basis of race, national or ethnic origin, colour, religion, sex, sexual orientation, marital or family status, disability or age (less than 65 years of age). Sexual harassment is a form of discrimination on the basis of sex.

Harassment may arise from comment or conduct which is directed at another person's race, origin, colour, religion, gender, sexual orientation, marital or family status, disability or age.

For the purposes of this policy, discrimination or harassment refers to any conduct, whether verbal, physical or by innuendo, that:

- a) would reasonably be expected to cause insecurity, offence or humiliation to any person
- b) has the purpose or likely effect of interfering with work performance, job availability or promotion
- c) creates an intimidating, hostile or offensive working environment

Should an employee feel that the behavior of any person involved with out organization constitutes discrimination or harassment, the matter should be reported to your supervisor or the General Manager immediately. Alternatively, you may make your report and complaint directly to the Board of Directors of the company you work for, or the Board of Directors of Comfor Management Services Ltd. Any such complaint shall include a written report on the date, time, place and details of the alleged discrimination or harassment. A formal investigation will not take place without a signed report.

The allegation will be investigated in prompt and appropriate manner. The investigation will attempt to deal with the merits of the allegation. Those persons required to be involved in dealing with the allegation will be expected to treat the matter as being confidential; however, disclosure may be necessary for the purpose of investigation or discipline. A complainant's request that the complaint be kept confidential will be respected but may limit the organization's ability to deal with the complaint, other than recording it.

**Confirmed acts of discrimination or harassment will be dealt with seriously, and may, depending on the circumstances, result in disciplinary action, up to and including dismissal.**

**The registering of an unfounded claim or discrimination or harassment will not be tolerated, and if proven that the complaint has no factual basis, the person making the claim will be subject to disciplinary action, up to and including dismissal.**

**This policy is meant to assist those suffering from workplace discrimination or harassment and is in addition and not in substitution for such other rights and remedies such persons may have. This policy is not meant to constrain social interaction between people in the organization.**

**APPENDIX B – Acknowledgement of Delivery and Understanding of Employee-Director Code of Conduct Policy.**

I have reviewed this policy with the employee indicated below,

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**Manager**

I fully understand and agree with this policy as a condition of my employment and will fully abide with it at all times.

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**Employee**

**Date:** \_\_\_\_\_