

NGEN CODE OF CONDUCT

1. Application

This Policy applies to all individuals (“Individuals”) employed by and/or engaged with the Corporation, including Board members, permanent and temporary employees, faculty members, research scientists, service providers, and volunteers.

2. Purpose

The successful operation of the Corporation will be built upon the principles of fair dealing and ethical conduct of all Individuals. The Corporation is committed to maintaining the highest ethical standards in both its research and business operations. Its reputation for integrity and excellence requires observance of the spirit and letter of applicable laws and regulations, as well as regard for the highest standards of conduct and personal integrity.

The Corporation is committed to:

- Providing an environment in which all persons are treated with respect and dignity;
- Fair employment practices, recognizing the value of training and development for employees; and
- Taking every reasonable precaution to provide a safe and healthy work environment.

3. Principles of Ethics

Individuals shall conduct themselves with integrity, in an ethical and professional manner, and in accordance with this Code, at all times. Without limiting the generality of this obligation, each Individual shall:

- Act honestly and uphold the highest ethical standards to ensure the integrity, objectivity, and impartiality of the Corporation;
- Perform their duties and conduct themselves in a prudent, open and transparent manner, and in a manner that is respectful and courteous to other persons, and free from discrimination and harassment;
- Ensure their actions on behalf of the Corporation are impartial and objective and that choices are made on the basis of merit;
- Respect the rights, property and privileges of the Corporation, other Individuals, clients and visitors;

- Use the Corporation's assets in a responsible and lawful manner when properly authorized to do so, including protecting assets and information from theft, fraud, destruction, vandalism and neglect; and
- Comply with all other policies of the Corporation that apply to the Individual and/or circumstance, including the policies described below.

4. General Provisions/Policies/Guidelines

4.1. Conflict of Interest

Individuals must exercise care to avoid potential, apparent, and actual conflicts of interest. Individuals must abide by the Board Policy on Conflict of Interest.

4.2. Confidentiality of Information

Individuals are responsible for ensuring the confidentiality of information that is obtained in the course of their work or association with the Corporation and must adhere to the Board Policy on Confidentiality.

4.3. Intellectual Property

Adoption and commercialization of technologies is a key part of the Corporation's mandate. Individuals must abide by the Corporation's Intellectual Property policy and framework.

4.4. Personal Benefit and Assisting Third Parties

Individuals should not derive personal benefit from the work of the Corporation. They should not assist third parties in their dealing with the Corporation where this would result in preferential treatment to or create an advantage for any person or organization.

4.5. Workplace Harassment and Diversity

Discrimination and harassment of any kind is strictly prohibited and the Corporation complies with all applicable law, including the Ontario *Human Rights Code* and *Occupational Health and Safety Act*. Every Individual has a right to freedom from discrimination and harassment. The Corporation is committed to providing a workplace in which all individuals are treated with dignity and respect.

The Corporation does not discriminate in hiring or at any time throughout the working relationship, and does not tolerate discrimination, harassment, or reprisal for raising related concerns. The Corporation takes allegations regarding violations of human rights or workplace safety seriously. Individuals must ensure that their behaviour and conduct in their role with the Corporation is free from harassment and discrimination towards other persons. Individuals are required to immediately report to the CEO of the Corporation, the Chair of the Governance and Compliance Committee, Chair of the Board, or other official designated by the Board, any incidents of discriminatory or harassing conduct within the workplace that they witness or become aware of, and co-operate with any investigations. Any such allegations will be appropriately addressed by the Corporation.

Workplace harassment means engaging in a course of vexatious comment or conduct against a worker in a workplace that is known or ought reasonably to be known to be unwelcome, and includes workplace sexual harassment: workplace harassment because of sex, sexual orientation, gender identity or gender expression, or making a sexual solicitation or advance where the person making the solicitation or advance is in a position to confer, grant or deny a benefit or advancement to the worker and the person knows or ought reasonably to know that the solicitation or advance is unwelcome.

The Corporation also does not tolerate workplace violence, which means the exercise of physical force by a person against a worker, in a workplace, that causes or could cause physical injury to the worker; an attempt to exercise physical force against a worker, in a workplace, that could cause physical injury to the worker; or a statement or behaviour that it is reasonable for a worker to interpret as a threat to exercise physical force against the worker, in a workplace, that could cause physical injury to the worker.

4.6 Sanctions

Individuals should familiarize themselves with the Government of Canada's Sanctions regulations and must comply with NGen's Sanctions Compliance Policy.

5. Compliance

Compliance with this Code is a condition of service with the Corporation. Individuals must report to the CEO of the Corporation, the Chair of the Governance and Compliance Committee, Chair of the Board, or other official designated by the Board, any violations of this Code that they witness or become aware of, and co-operate with any investigations. There will be no reprisal against any Individual making such a report or raising questions or concerns about any matter related to

the Code as long as that Individual is acting in good faith. Any alleged breach of the Code will be fairly and thoroughly investigated in a manner that respects all of the parties involved. Depending on the severity of the case, any established violation can and may result in immediate disciplinary action up to and including dismissal for just cause.

6. Continuance

Individuals must adhere to this Code upon ceasing their relationship with the Corporation insofar as the principles and rules of conduct remain applicable.

7. Implementation of Code

- Responsibility for implementation of this Code rests with the CEO of the Corporation (or their delegate) and/or the Chair of the Board
- Individuals are responsible for knowing, understanding and complying with this Code. If an Individual is in doubt as to the acceptability of any actions, this must be discussed with the Corporation.
- Contractor agreements will include a provision requiring them to comply with this Code.
- This Code will be published on the Corporation's website to ensure accessibility.
- Individuals are expected to sign-off on all applicable policies on an annual basis following the Annual General Meeting.

9. Communications

External communications with the public or media is the responsibility of the Corporation, and only those authorized to speak on behalf of the Corporation may do so. The Chair, the CEO, and other senior leaders of the Corporation are authorized spokespersons for the Corporation. The Corporation must comply with the communications protocol as set out in Contribution Agreements with public sector funders and any other applicable agreements or law.

Amendment

This Policy may be amended by the Board.