



## **Whistleblower Policy**

**Approved by the Board: May 28, 2020**

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### **Statement**

1. OBSI is committed to maintaining the highest ethical standards. The Whistleblower Policy is designed to provide an avenue for Board, management and staff to raise concerns in good faith regarding the subjects covered by this Policy without fear of reprisal or victimization.
2. OBSI will not permit or tolerate harassment, retaliation or discrimination against individuals who allege impropriety in good faith.
3. This Policy applies to Directors, Officers, employees, interns and individuals employed under contract of OBSI (known as the “Complainant” in this Policy).

### **Administration**

4. The Governance and Human Resources Committee will review this Policy at least once annually and recommend to the Board any amendments as necessary.
5. The Governance and Human Resources Committee is responsible for ensuring this Policy is properly followed by every director, officer, employee, intern and individual employed under contract.
6. The Governance and Human Resources Committee may designate one (1) OBSI officer or employee as Whistleblower Policy Administrator (“WP Administrator”) to assist the Governance and Human Resources Committee in carrying out its responsibilities under this Policy.

### **Accountability Practice**

7. Every director, officer, employee, intern and individual employed under contract should report any indication of questionable activity in accordance with this Policy.
8. Questionable activity is any action or inaction that is illegal or may harm the reputation, public image or financial health of OBSI including, but not limited to:

- (a) Disclosure of any confidential information that is the property of OBSI to any outside party without obtaining prior, written approval.
- (b) Theft of any property or confidential information.
- (c) Fraud or misrepresentation of financial statements.
- (d) Alteration or manipulation of documents for any unauthorized purpose.
- (e) Abuse of power or authority for personal gain or any unauthorized purpose.
- (f) Unethical conduct in violation of any applicable laws or OBSI policy including, but not limited to, the Code of Conduct.
- (g) Action or inaction that purposely undermines the organization.
- (h) Endangerment of health, safety or well-being of directors, officers, employee, intern or individual employed under contract and/or the general public.

### **Complaints Procedure**

- 9. A Complainant may submit a complaint including any supporting evidence, if available, of questionable activity to any one or more of (a) the Ombudsman (b) the Chair of the Governance and Human Resources Committee and (3) the WP Administrator. Complaints will be addressed by one or more of them as appropriate. The Complainant is encouraged to provide as much information as possible.
- 10. There will be an accessible and secure method of receiving complaints such as a dedicated email address, fax number or online submission form. The method must allow for anonymity.
- 11. The complaint must be made in good faith. A Complainant who submits a complaint with malicious or vexatious intent or otherwise abuses the process set forth in this Policy may face disciplinary action up to and including termination of employment for cause.
- 12. A Complainant may choose to remain anonymous. The Complainant may wish to consider identifying themselves in order that a better investigation may be carried out.
- 13. Information provided, including the Complainant's name, will be kept in utmost confidence and only discussed with other parties to the extent necessary to carry out a complete and fair investigation or as may be required under applicable laws.

### **Investigations Procedure**

- 14. The Ombudsman and/or the WP Administrator, if such an individual is appointed, will forward any allegations of questionable activity, including any documents provided by the Complainant, to the Chair of the Governance and Human Resources Committee.

15. The Governance and Human Resources Committee and/or the Ombudsman and/or WP Administrator will determine if there are reasonable grounds to pursue complaints through a formal investigation.
16. At an appropriate time during the investigation, the individual who is alleged to have committed the questionable activity will be made aware of the complaint.
17. The Governance and Human Resources Committee may, at its discretion, conduct the investigation in all circumstances except when the complaint is made against one or more of its members or the WP Administrator. In such an instance, the matter will be referred to either the Finance and Audit Committee or the Chair of the Board, as appropriate.
18. Assistance may be sought from the Finance and Audit Committee for questionable activities relating to finances or accounting.
19. The investigation will be conducted in a fair, thorough and complete manner, respecting the need for discretion and individual privacy.
20. The Board will be generally made aware on a quarterly basis of the number of ongoing investigations and the progress of each investigation.
21. The results of an investigation, including recommendations for any disciplinary action up to and including termination of employment, will be made in writing to the Board with consideration for privacy and anonymity for the Complainant, where necessary.

## Reprisals

22. There shall be no reprisals with respect to any employee for (a) disclosing good-faith concerns and information under this Policy or (b) having participated or assisted, in good faith, in any process under this Policy. An employee may complain about a reprisal to his or supervisor, the Ombudsman or the Chair of the Governance and Human Resources Committee. A reprisal includes disciplinary measures, a demotion, termination of employment, any measure that adversely affects the employment or working conditions or a threat to take any of these actions.
23. Taking a reprisal constitutes employee misconduct, will not be tolerated by OBSI and will result in discipline up to and including immediate termination of employment for cause.
24. In addition, the Criminal Code provides that no employer or person acting on behalf of an employer or in a position of authority in respect of an employee shall take a disciplinary measure against, demote, terminate or otherwise adversely affect the employment of such an employee, or threaten to do so (a) with the intent to compel the employee to not provide information to a person whose duties include the enforcement of federal or provincial law, respecting an offence that the employee believes has been or is being committed contrary to the Criminal Code or any other federal or provincial Act or regulation by the employer or an officer, employee or director of the employer; or (b) with the intent to retaliate against the employee because the employee has provided information referred to in paragraph (a) to a person whose duties include the enforcement of federal or provincial law.

### **Retention of Records**

25. The Governance and Human Resources Committee will retain any records relating to allegations of questionable activity and investigations for at least seven (7) years or as otherwise required by law.

### **Disclosure of Policy**

26. This Policy, including contact information, will be made accessible through OBSI's shared drive. General questions or questions relating to the interpretation of this Policy may be directed to the Chair of the Governance and Human Resources Committee, the Ombudsman or the WP Administrator.