

Blue text denotes sections of the Policy based on federal legislation that has not yet been fully implemented.

Underlined text marks annotations that do not form part of the Policy. Annotations may be updated from time to time without formal amendment of the Policy.

CDIC POLICY FOR INTERNAL DISCLOSURE OF INFORMATION CONCERNING WRONGDOING IN THE WORKPLACE

Commitment

The reputation of the Canada Deposit Insurance Corporation (“CDIC”) is dependent on the quality of the actions and the integrity of the behaviour of its employees. Canadians and the Government of Canada expect CDIC and its employees to carry out their duties in a manner that will bear the closest public scrutiny, meeting and exceeding the highest ethical standards.

CDIC is committed to meeting those expectations and to complying with applicable laws, including the *Public Servants Disclosure Protection Act* (the “Disclosure Protection Act”). CDIC employees are encouraged and expected to share that commitment and are encouraged and expected to report Wrongdoing within CDIC, if it occurs. Any employee who does so, in good faith, can expect that his or her concerns will be addressed and can also expect that he or she will not face adverse consequences as a result of the Disclosure.

CDIC’s ethical standards are reflected in the CDIC *Conflicts of Interest Code*, the CDIC *Code of Business Conduct and Ethical Behaviour* for employees and the CDIC *Code of Business Conduct and Ethical Behaviour for Directors*.

While CDIC’s objective is for every CDIC officer, employee and Board member to meet these ethical standards, CDIC recognizes that questions and concerns about Wrongdoing may arise, from time to time. This Policy is established to ensure that:

- (a) CDIC employees have access to an internal reporting mechanism that permits them to bring Wrongdoing to the attention of management, without breaching their duties of loyalty to the organization;
- (b) Employees are also aware of their right to Disclose Wrongdoing directly to the independent Public Sector Integrity Commissioner;
- (c) An effective mechanism is established to facilitate fair and timely investigation and resolution of concerns about Wrongdoing; and
- (d) CDIC employees who, in good faith, raise concerns about Wrongdoing or disclose information in accordance with the law or participate in an investigation under the Disclosure Protection Act are protected from Reprisal and do not face adverse consequences as a result.

Key Definitions

- **Disclose or Disclosure** is defined as the disclosure by a CDIC employee of information which the employee believes, in good faith, could show that Wrongdoing has been committed or is about to be committed and includes the disclosure by a CDIC employee that he or she has been asked to commit Wrongdoing.
- **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 with respect to a CDIC

employee who has made a Disclosure in accordance with this Policy or the Disclosure Protection Act, has participated or assisted, in good faith, in any process under this Policy or the Disclosure Protection Act, or has provided information in good faith in the course of a parliamentary proceeding or in a process under another federal law or when lawfully required to do so, and **Taking a Reprisal** includes imposing a Reprisal or directing that a Reprisal be taken. Taking a reprisal constitutes employee misconduct but is dealt with separately than Wrongdoing; see the section on “Reprisal Protection” at page 6.

- **Workplace** means any place where the business of CDIC is being carried out, and other locations and situations such as work-related off-site assignments and business travel, work-related conferences, training or social gatherings.

Wrongdoing is defined as:

- (a) contravention of any Act of the Parliament of Canada or of the legislature of any Canadian province, or of any regulations made under any such Act;
- (b) misuse of CDIC funds or assets;
- (c) fraud or any other serious financial or accounting irregularities or improprieties;
- (d) gross mismanagement within CDIC;
- (e) an act or omission that creates a substantial and specific danger to the life, health or safety of persons or to the environment other than a danger that is inherent in the performance of the duties or functions of a worker;
- (f) serious breach of the CDIC *Conflicts of Interest Code*, the CDIC *Code of Business Conduct and Ethical Behaviour* for employees, the CDIC *Code of Business Conduct and Ethical Behaviour for Directors*, [any applicable Treasury Board Secretariat code](#) made under the *Disclosure Protection Act* or any CDIC policy related to such codes;
- (g) knowingly directing or counselling a person to commit Wrongdoing as set out above.

Senior Officer

CDIC’s Senior Officer shall be designated from time to time by the President and Chief Executive Officer (“President & CEO”) pursuant to subsection 10(2) of the Disclosure Protection Act. The Senior Officer has primary responsibility for this Policy, for compliance with the Disclosure Protection Act in the Workplace and for handling and responding to Disclosures under this Policy.

Currently the Senior Officer is the Vice-President, Corporate Affairs, General Counsel and Corporate Secretary.

Duties and Powers of Senior Officer

The role of the Senior Officer is to promote awareness and understanding of the Disclosure Protection Act and to ensure that there is a positive environment for disclosing Wrongdoing.

The Senior Officer may also recommend measures to correct or prevent Wrongdoing.

The Senior Officer also advises and guides employees who are thinking about reporting Wrongdoing and ensures that such Disclosures can be made confidentially and without fear of Reprisal.

The Senior Officer may appoint a delegate, subject to approval by the President & CEO.

When to Disclose

An employee is encouraged and expected to Disclose any information that the employee, in good faith, believes could show that Wrongdoing has been committed or is about to be committed, or could show that the employee has been asked to commit Wrongdoing. Such Disclosure should be made as soon as possible after that information comes to the attention of the employee.

How to Disclose

Informal

Many situations can be resolved informally by discussions among an employee who has concerns, his or her immediate supervisor and/or a Human Resources representative, and the person who is the subject of those concerns. While not obliged to do so, an employee should consider a discussion with his or her direct supervisor and/or a Human Resources representative as the first step in resolving concerns about Wrongdoing.

The supervisor or Human Resources representative will attempt to resolve the concerns about Wrongdoing informally and expeditiously. The informal resolution of these concerns will be documented in a confidential file kept by the Human Resources Department but not in the employee's regular personnel file.

If the employee is unsure whether Wrongdoing has occurred and would like help in determining whether the incident constitutes Wrongdoing, the employee may discuss the matter with his or her supervisor, the Senior Officer, and/or a Human Resources representative.

An employee is not required to raise concerns informally and has the right at all times to Disclose Wrongdoing directly to a CDIC supervisor or the Senior Officer or to the independent Public Sector Integrity Commissioner. These processes are described below.

Formal

Employees have the following options for Disclosing Wrongdoing:

- (a) An employee may Disclose Wrongdoing to the immediate supervisor; or
- (b) An employee or supervisor may Disclose Wrongdoing directly to the Senior Officer: [M. Claudia Morrow, CDIC Ottawa, 613-947-0268 or at private fax number 613-729-8350](#). If the concern about Wrongdoing relates to the Senior Officer, then Disclosure may be made to the President & CEO; or
- (c) If an employee believes that Disclosure to the supervisor or the Senior Officer is not feasible or appropriate or has not been effective, then the employee may also choose to Disclose Wrongdoing to the President & CEO, the Chairperson of the Audit Committee or the Chairperson of the Board of Directors; or
- (d) Under the Disclosure Protection Act, an employee may Disclose Wrongdoing directly to the Public Sector Integrity Commissioner who is independent of CDIC: [Public Sector Integrity Canada, 60 Queen Street, Suite 605, Ottawa, ON K1P 5Y7. Telephone: 613-941-6400. Toll Free: 1-866-941-6400. Facsimile: 613-941-6535](#); or
- (e) The Disclosure Protection Act states that if there is insufficient time to Disclose Wrongdoing to a supervisor, the Senior Officer or the Public Sector Integrity Commissioner, and an employee believes, on reasonable grounds, that the Disclosure relates to a serious offence under federal or provincial law or there is an imminent risk of substantial and specific danger to the life, health and safety of persons or to the environment, then the employee may Disclose Wrongdoing to the public. In making a public Disclosure, any information which is restricted by any Act of

Parliament, including the *Personal Information Protection and Electronic Documents Act*, may not be disclosed to the public.

External Disclosure

Disclosure directly to the Public Sector Integrity Commissioner is governed by the Disclosure Protection Act and the processes established by the Commissioner. [The Commissioner's website \(Office of the Public Sector Integrity Commissioner of Canada\) is http://www.psic-ispc.gc.ca.](http://www.psic-ispc.gc.ca)

Disclosure directly to the public is governed by the Disclosure Protection Act.

Internal Disclosure

Disclosure to one's supervisor, the Senior Officer or the President & CEO, the Chairperson of the Audit Committee or the Chairperson of the Board of Directors is governed by this Policy and any guidelines made pursuant to this Policy from time to time. If a matter is disclosed to someone other than the Senior Officer, then the person to whom the matter has been reported must report it to the Senior Officer as soon as reasonably possible, as the Senior Officer has certain reporting obligations under the Disclosure Protection Act.

The person who is Disclosing may do so in the manner (formally or informally) and to the person with whom he or she is most comfortable. In order to permit investigation and appropriate action, it is best if the Disclosure is in writing and signed by the employee making the Disclosure. Disclosures may, however, be submitted anonymously.

Disclosure should specify the basis for the belief that Wrongdoing has occurred and should indicate the names of those believed to be involved. The more specific, accurate detail that is provided, the better CDIC will be able to act on the concern. If possible, Disclosure should contain details of dates, times, places, and names of possible witnesses.

At the same time, because Disclosure may include information that is confidential, personal or otherwise sensitive, an employee should not include information that is not reasonably necessary to Disclose the Wrongdoing. In addition, CDIC policies and procedures for secure document handling and transmission should be respected.

An employee may wish to make the Disclosure in the form attached as Appendix "A," but use of that form is not mandatory.

Confidentiality

Confidentiality is a hallmark of an effective internal Disclosure system. Disclosers, witnesses and those who are the subject of allegations of Wrongdoing are all entitled to confidentiality. CDIC is committed to protecting confidentiality, subject to applicable privacy and access to information laws and subject to the requirement that anyone who is accused of Wrongdoing must have a fair opportunity to respond to allegations.

Whether Disclosure is attributed or anonymous, CDIC is committed to ensuring that only those who "need to know" are apprised of Disclosures. CDIC is also committed to ensuring that records of Disclosures, investigations and findings are kept confidential in accordance with applicable law.

CDIC employees who raise concerns about Wrongdoing and anyone involved in investigating or addressing such concerns are similarly expected to act in good faith and maintain confidentiality, Disclosing only as is reasonably necessary to Disclose Wrongdoing and ensuring that CDIC information and records are handled, stored, transported and transmitted in a manner that maintains their confidentiality and integrity.

For greater certainty, the corporate policies on Corporate Security, Information Security and Information Technology Security apply to information collected in relation to Disclosures. Information collected in relation to Disclosures is designated as *sensitive personal information* [under CDIC's information security policies] and documents that contain such information are to be marked *Protected B – Personal*.

Investigations and Decisions

The following process applies to any concerns about Wrongdoing that are not resolved informally:

It is possible that an investigation will not be commenced or pursued by reason of one or more of the following factors:

- the subject matter of the Disclosure or the investigation has been adequately dealt with, or could more appropriately be dealt with pursuant to another Act of Parliament or CDIC policy;
- the subject matter of the Disclosure or the investigation is frivolous or vexatious;
- the Disclosure was not made in good faith;
- the length of time that has elapsed since the date when the subject matter of the Disclosure or the investigation arose is such that dealing with it would serve no useful purpose provided that the delay is not caused by CDIC;
- the subject matter of the Disclosure or the investigation relates to a matter that results from a balanced and informed decision-making process on a public policy issue; and
- there is a valid reason for not dealing with the subject matter of the Disclosure or the investigation.

The Senior Officer and/or another employee or person designated by the President & CEO may conduct an investigation of the concerns and will do so in accordance with this Policy, and any guidelines made pursuant to this Policy from time to time. When commencing an investigation, the investigator must notify the President & CEO of the substance of the complaint. The investigator may also notify any other person he or she considers appropriate including every person whose conduct is called into question by the complaint of Wrongdoing, and inform such person(s) of the substance of the complaint.

Once an investigation has been completed, the Senior Officer will make recommendations to the President & CEO who will have the authority to make decisions.

If the concern about Wrongdoing relates to the Senior Officer, then the President & CEO shall be responsible for the investigation, including the designation of the person(s) who will conduct the investigation.

If the concern about Wrongdoing relates to the President & CEO or a member of the Board of Directors, then the Chairperson of the Board of Directors shall be responsible for the investigation. If the concern about Wrongdoing relates to the Chairperson of the Board of Directors, then the Chairperson of the Audit Committee shall be responsible for the investigation. In either case, the Board of Directors shall receive the recommendations from the individual responsible for the investigation and shall have the authority to make decisions and/or make recommendations to the Minister.

Employees who are found to have committed Wrongdoing will be subject to appropriate disciplinary action, up to and including immediate termination of employment without notice or pay in lieu of notice.

Further, if, following disclosure to one's supervisor or to the Senior Officer, Wrongdoing is found to have occurred, then the Disclosure Protection Act requires the President & CEO to provide public access to information about the Wrongdoing, any recommendations to address the Wrongdoing, and the corrective action that was taken or why no corrective action was taken. The information made public should not disclose the identity of the Discloser but might include information that could identify the person found to have committed Wrongdoing.

No person shall knowingly make a false or misleading Disclosure of Wrongdoing, either orally or in writing. If it is determined that the Discloser has made a false accusation of Wrongdoing, knowingly, in a malicious manner or in bad faith, then the Discloser will be subject to potential disciplinary action, up to and including immediate termination of employment without notice or pay in lieu of notice, as determined by the President & CEO and a record shall be placed in the Discloser's regular personnel file.

Timeliness

CDIC understands that, once an employee raises concerns about Wrongdoing, it is imperative to that employee and the organization that the matter be addressed promptly. CDIC commits to consider, investigate and address concerns regarding Wrongdoing in an expedited manner. Similarly, CDIC encourages employees to raise concerns promptly. The longer the delay in raising an allegation, the more difficult it is to address.

Legal Fees

Each Discloser, witness and person who is the subject of Disclosure has the right to be represented or accompanied by another person of his or her choice (including legal counsel) under this Policy. Such employee shall be responsible for payment of his or her own legal counsel or other advisor; however, the President & CEO may determine that, in the circumstances, it is appropriate that the reasonable legal costs incurred by such employee who has acted properly and reasonably be paid.

Reprisal Protection

All employees are protected from any Reprisals in accordance with the Disclosure Protection Act and these protections include no reprisals for a) disclosing good-faith concerns and information under this Policy or the Disclosure Protection Act, (b) having participated or assisted, in good faith, in any process under this Policy or the Disclosure Protection Act, or (c) having provided information in good faith in the course of a parliamentary proceeding or in a process under another federal law or when lawfully required to do so.

An employee who has reasonable grounds to believe that he or she may have been the subject of a Reprisal has the legal right to file a complaint to the Public Sector Integrity Commissioner: [c/o Office of the Public Sector Integrity Commissioner of Canada, http://www.psic-isp.gc.ca](http://www.psic-isp.gc.ca). The Commissioner may investigate and has authority to refer the matter to a hearing before the Public Servants Disclosure Protection Tribunal.*

An employee may also complain about a Reprisal to the supervisor, the Senior Officer, the President & CEO, the Chairperson of the Audit Committee or the Chairperson of the Board of Directors.

Taking a Reprisal constitutes employee misconduct, will not be tolerated by CDIC and will result in discipline up to and including immediate termination of employment without notice or pay in lieu of notice. The Disclosure Protection Act makes taking Reprisals unlawful. In addition, the Public Servants Disclosure Protection Tribunal has authority to order discipline against anyone who takes a Reprisal.

Further, it is a *Criminal Code* offence to discipline or to threaten to discipline an employee to prevent the employee from providing information, or in retaliation for the employee having provided information, to a federal or provincial law enforcement official.

Report to HRCC/Board

The President & CEO shall promptly inform the Human Resources and Compensation Committee and/or the Board of Directors of formal Disclosures made pursuant to this Policy and of the steps taken or underway to deal with the matter.

* Strictly speaking, the Disclosure Protection Act and complaints to the Public Sector Integrity Commissioner may address Reprisals for making Disclosure to one's supervisor or to the Senior Officer but might not cover Reprisals for making Disclosure to the President and CEO, the Chairperson of the Board of Directors or Chairperson of the Audit Committee. The Commissioner and the Public Servants Disclosure Protection Tribunal will decide how far the Disclosure Protection Act extends. In any event, this Policy prohibits Reprisals for having made good-faith Disclosure to *any* of one's supervisor, the Senior Officer, the President and CEO, the Chairperson of the Board of Directors and the Chairperson of the Audit Committee.

Cross-references

Personal Information Protection and Electronic Documents Act, S.C. 2000, c. 5

Public Servants Disclosure Protection Act, S.C. 2005, c. 46

Criminal Code, R.S.C. 1985, c. C-46, s. 425.1

CDIC Conflicts of Interest Code

CDIC Code of Business Conduct and Ethical Behaviour for Employees

CDIC Code of Business Conduct and Ethical Behaviour for Directors

CDIC Policy on Harassment in the Workplace

CDIC Workplace Violence Prevention Policy

Established by

President and Chief Executive Officer

Approved this 7th day of June, 2006 (as updated December 18, 2007)
and amended March 3, 2010

Board of Directors

Appendix "A" - Suggested Disclosure Form

CDIC Internal Disclosure of Information Concerning Wrongdoing in the Workplace - Disclosure Form
(use of this form is not mandatory)

PRIVATE AND CONFIDENTIAL

To: [Specify name of supervisor or the Senior Officer or other person to whom Disclosure is being made]
From:
Date:

1. Who is/are the subject(s) of this Disclosure? [Include full name and position/title of each alleged wrongdoer]

2. What type(s) of Wrongdoing is/are alleged? [Check whichever apply. Please review the definition of "Wrongdoing" in the Policy for information on what constitutes Wrongdoing.]

- contravention of any Act of the Parliament of Canada or of the legislature of any Canadian province, or of any regulations made under any such Act;
- misuse of CDIC funds or assets;
- fraud or any other serious financial or accounting irregularities or improprieties;
- gross mismanagement within CDIC;
- an act or omission that creates a substantial and specific danger to the life, health or safety of persons or to the environment other than a danger that is inherent in the performance of the duties or functions of a worker;
- serious breach of the CDIC *Conflicts of Interest Code*, the CDIC *Code of Business Conduct and Ethical Behaviour* for employees, the CDIC *Code of Business Conduct and Ethical Behaviour for Directors*, [any applicable Treasury Board Secretariat code](#) or any CDIC policy related to such codes;
- knowingly directing or counselling a person to commit Wrongdoing as set out above.

3. Detailed description of concerns about Wrongdoing [What do you believe the subject(s) did wrong and what are your grounds for that belief? Include details of dates, times, places, and names of possible witnesses who were present or whom you believe have knowledge about this matter. It is important to be specific, accurate and detailed so that we can understand the reasons for your concerns. Attach additional pages, as required.]

4. List of relevant documents (List any documents -- other than the Policy -- on which you rely to support the concerns raised in paragraph 3. If none, specify "None". Attach additional pages, as required.)

5. Have you made any effort to report or resolve this problem, before this Disclosure? _____ (**Remember that you are under no obligation to make any such prior effort before you can file this Disclosure.**)

If so, provide details (Identify whom you contacted, when and where, and what resulted)

Attach additional pages, as required.

6. Total number of pages submitted (including attachments) _____

Signature: _____
Position title: _____
Work phone number: _____