

SECTION: Human Resources – Code of Conduct

SUBJECT: Code of Conduct

Issue / Revise Date: October 13th, 2016 (R)
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CONTENT:

1. Policy Statement
2. Applicability
3. General Conduct Principles
4. Key Areas of Conduct
5. Implementation and Review of Code
6. Requirement to Report and Investigate
7. Conclusion

1. POLICY STATEMENT:

The SaskPower Code of Conduct Policy (“Code”) is intended to provide SaskPower Personnel with both general and specific guidelines to protect and SaskPower Personnel faced with ethical, moral and legal dilemmas during the course of their employment or in carrying out their duties.

SaskPower expects all Personnel to uphold the Corporate values and principles in their work activities and in any area where they could be seen to be representing the Corporation.

The Code of Conduct is not, nor can it be, a detailed list of guidelines to cover every conceivable ethical, moral or legal circumstance that may confront the Corporation’s Personnel.

Compliance with the Code shall be a condition of employment for all SaskPower Personnel. In keeping with this, it is the responsibility of all Personnel to ensure they become familiar with and stay current on the contents of the Code as it is updated from time to time.

SaskPower reserves the right to discipline Personnel who violate the Code of Conduct up to and including termination of employment.

2. APPLICABILITY:

The Code of Conduct applies to the Board of Directors of SaskPower, SaskPower officers, employees, and contractors, as well as to directors, officers and employees of SaskPower subsidiaries (collectively “SaskPower Personnel”).

3. GENERAL CONDUCT PRINCIPLES:

The public is entitled to expect and receive from SaskPower equitable treatment and compliance with confidentiality expectations and laws, whether in the provision of services or in the acquisition of property. Public confidence will be eroded when the conduct of SaskPower Personnel is not of the highest standards. Moreover, both civil and criminal liability may be incurred by SaskPower Personnel or by SaskPower, in situations where the Code is breached.

In keeping with this, SaskPower Personnel must perform their duties in a manner that will bear the closest public scrutiny. Personnel are expected to perform their employment responsibilities with the utmost of honesty, objectivity, integrity and impartiality. Personnel must exercise proper care and judgment in the course of their employment, as well as act in good faith in all transactions involving the Corporation or its property. Situations must be avoided where a conflict of interest or the appearance of a conflict of interest may arise. SaskPower expects its Personnel to conduct themselves in a manner that is and is perceived to be fair, even-handed, and in compliance with applicable laws, this Code and related policies.

4. KEY AREAS OF CONDUCT

Respectful Workplace

Personnel are expected to be familiar with the SaskPower Respectful Workplace Policy and to conduct themselves in accordance with that Policy, the Human Rights Code and Occupational Health and Safety Legislation.

Conflict of Interest

SaskPower Personnel owe their primary business allegiance to SaskPower. SaskPower Personnel have a responsibility to avoid situations where personal interests intermingle with corporate duties or responsibilities in such a way to impair their ability to function and perform their SaskPower duties, or where such activities, interests or dealings may negatively impact on SaskPower's reputation in the community.

Due to the range and complexity of SaskPower's activities, it is not possible to create a comprehensive list of all activities Personnel may be faced with. Provided below is a list of some situations where a potential for a conflict of interest exists:

- a) SaskPower Personnel must not directly or indirectly through family members have a financial relationship with or derive a financial benefit from an individual or organization doing business with SaskPower where the Personnel is in a position to influence a decision within SaskPower pertaining to the individual or organization;
- b) SaskPower Personnel (excluding contractors) shall not, either directly or indirectly, enter into a contract to provide SaskPower with any materials or labour;

- c) SaskPower permits the normal exchange of hospitality between persons doing business together (such as tokens exchanged as part of protocol and the normal presentation of gifts to persons participating in public functions). Other than these, SaskPower Personnel shall not accept any gifts, favours or benefits from any individual or organization where such Personnel are in a position to influence a SaskPower decision pertaining to the individual or organization; and
- d) SaskPower Personnel responsible for SaskPower's debt collection shall not handle his or her own account or handle the account of family members or personal associates.

SaskPower Personnel facing situations they know or suspect may be a conflict of interest must handle these situations in the following manner:

- a) promptly inform their immediate out of scope manager/director;
- b) the immediate manager/director shall, in confidence, review the relevant details of the potential conflict situation and provide a written response to the individual regarding whether or not a conflict exists and, if so, to direct a course of action to mitigate the conflict. A copy of the response shall be forwarded to the Vice President responsible for the work unit and the Vice President of Human Resources;
- c) Personnel who disagree with the manager/director's decision and/or direction may appeal to the Vice-President responsible for their work unit. The Vice-President shall investigate the matter in whatever manner he or she deems appropriate and take whatever action he or she determines is necessary as an outcome of the investigation. A written copy of the Vice-President's findings, actions and advice on actions taken shall be provided to the Vice President of Human Resources and the Vice President, Law, Land & Regulatory Affairs to ensure consistency of treatment.

Employment of Relatives

SaskPower defines "relative" as spouse, child, stepchild, parents/step-parents, brother/sister, grandchild, common-law partner(s), aunts/uncles and nieces/nephews. SaskPower considers relationships of a very personal or private nature as relatives for the purposes of this policy.

SaskPower Personnel involved in recruitment activities must ensure relatives of SaskPower Personnel are not given preferential treatment for any type of job within SaskPower. SaskPower Personnel shall not attempt to influence any permanent, non-permanent or student hiring decisions to benefit a relative.

Personnel responsible for hiring must not be involved in a hiring situation that involves a relative and must excuse themselves from recruitment activities where a relative is a candidate.

Cases involving a direct reporting relationship between relatives will be reviewed to address the real and perceived conflict of interest that exists.

Outside Employment and Work for Volunteer Organizations

SaskPower Personnel owe their primary employment allegiance to SaskPower. Personnel may take supplementary employment, including self-employment, or work on behalf of a volunteer organization unless it:

- a) interferes with the time, attention and energies required in the performance of duties at SaskPower;
- b) is forbidden by legislation; or
- c) places the individual in a real, potential or perceived conflict of interest with SaskPower.

Personnel involved in outside employment or self-employment must declare all such involvements to the Corporation by completing and submitting the appropriate form to their supervisor/manager to review whether a conflict of interest situation exists. Personnel involved in decisions affecting sponsorship must declare if they volunteer with an organization to whom sponsorship dollars are to be allocated. A copy of the approved form will be retained on the Corporate Personnel file.

Political Activities

SaskPower Personnel shall not participate in political activities during working hours or on SaskPower premises or in a manner that may otherwise interfere with their official duties.

Requests for leave for the purpose of seeking public office will be considered according to the applicable legislative rules.

SaskPower Personnel must not make or recommend the contribution of SaskPower funds, property or services to any candidate or holder of office of government at any level; nor should they make contributions with personal funds in the name of SaskPower.

Accounting Standards and Controls

SaskPower Personnel are required to ensure responsible use of and control over all assets and resources entrusted to them or used on the job, including, but not limited to financial assets and resources.

All expenditures initiated or authorized must be related to SaskPower business and should be in accordance with the mission, legal mandate and applicable policies of SaskPower. Personnel vested with spending authority are responsible to ensure they are aware of any requirements associated with that authority.

When providing financial or operating information, SaskPower Personnel are required to:

- a) provide information that is accurate, complete, relevant and timely;
- b) prepare information with due care, competence and diligence without misrepresenting material facts or allowing their professional or best judgement to be subordinated; and

- c) prepare all information in accordance with the Corporation's policies and procedures.

SaskPower Property

SaskPower Personnel have a responsibility to protect SaskPower's assets, interests and revenues. Corporate assets include, but are not limited to, premises, equipment, supplies, furnishings, funds, reports, records, vehicles, trade secrets, security information, computer software and hardware and intangible items such as the details of business application systems whether these exist in print, electronic or other form.

Personnel shall not use or permit to be used SaskPower assets for anything other than officially approved activities. This includes borrowing, taking, selling, lending, giving away or intentionally damaging any property, equipment, tools, materials and supplies, regardless of the condition, without specific authorization.

SaskPower Personnel are also responsible for assisting in preventing waste and theft of property.

Handling SaskPower Information - Confidentiality

Information about SaskPower is governed by *The Freedom of Information and Protection of Privacy Act*. Information about SaskPower containing third party information and personal information about SaskPower Personnel and customers is confidential and must be treated as such by SaskPower Personnel.

Information and records about SaskPower include but are not limited to:

- a) information about SaskPower property and activities;
- b) SaskPower records containing third party information and personal information about SaskPower Personnel and customers including, but not limited to names, addresses, billing or consumption;
- c) information in any form, whether electronic or manual; and
- d) any information that SaskPower Personnel obtain during the course of their employment or performance of duties with SaskPower.

Such information shall not be discussed with or disclosed to anyone other than as required in the course of carrying out the business of SaskPower. Personal information relating to customers and SaskPower Personnel should be disclosed only to other authorized SaskPower Personnel and to a limited number of authorized third parties in accordance with SaskPower policies and procedures (see related policies). There are laws and obligations including *The Freedom of Information and Protection of Privacy Act* and standards of conduct which govern the use and disclosure of confidential information.

SaskPower Personnel must maintain strict compliance with all security measures established by SaskPower and protect all confidential information. Such information

remains the property of SaskPower at all times. The use of all such information or material is furnished on a conditional and confidential basis for the sole purpose of assisting with performing the duties of a position.

All information furnished to SaskPower by an employee, customer or prospective customer or otherwise relating to that information or SaskPower's dealing with that employee, customer, or prospective customer will be presumed confidential.

All confidential information about the Corporation such as financial information, competitive information and regulatory information, including reports to and from government agencies, will not be disclosed.

During employment with SaskPower, Personnel will not disclose, copy or allow information to be copied, for any purpose, except with the appropriate authorization. These obligations continue even after the termination of employment at SaskPower.

Employee Snooping

SaskPower collects personally identifiable information from our customers for the purpose of the provision of service and related billing; and from our employees for the purposes of administering payroll and benefits. SaskPower Personnel with a legitimate need to access this personally identifiable information have an obligation to do so on a "need-to-know" basis only. Viewing or accessing personally identifiable information of our employees or customers for anything other than a business purpose is considered a violation of the Code of Conduct Policy.

Use of SaskPower Information for Personal or Other Benefit

No confidential information or personal information shall be used by SaskPower Personnel to derive any benefit for themselves, their family members, personal acquaintances or business associates. SaskPower Personnel who cease, for any reason, to be employed by SaskPower, shall not disclose, show, reproduce, copy or use in any way, SaskPower confidential information or communicate it in any way to a third party, except with express prior written permission from the appropriate Vice-President, or as required by law. This includes any information obtained during the course of their employment or performance of duties with SaskPower.

Copyright

The use of SaskPower information, data and computer software programs is subject to copyright laws and SaskPower Personnel shall ensure compliance with such laws. SaskPower Personnel shall not utilize copyrighted material or software programs for which SaskPower has not obtained a software license or other approval. SaskPower Personnel shall not make or store unauthorized copies of any software or copyrighted material on SaskPower facilities.

Propriety of Information

All designs, ideas, inventions or improvements made, conceived, written or designed in relation to SaskPower's business operations, whether developed during or after hours, belong to SaskPower. SaskPower Personnel are expected to disclose fully such designs, ideas, inventions, improvements and related software and to assign all rights to SaskPower without charge. If SaskPower decides to develop or pursue the invention or software or to apply for a patent or other intellectual property rights protection, then complete cooperation is expected. If the provisions of a contract between SaskPower and SaskPower personnel are inconsistent with this paragraph with respect to inventions, then the provisions of the contract will govern to the extent of the inconsistency.

Health, Safety and Environment

Health, safety and environment are as important as anything we do and are a part of everything we do. Personnel are expected to be familiar with the SaskPower Health, Safety and Environment Policy and to conduct themselves in accordance with that Policy, standards, guidelines and applicable legislation and regulations at all times.

Alcohol and Drug Use

SaskPower expects all Personnel to be fit for duty and unimpaired by the effects of alcohol or drugs. SaskPower expects Personnel to comply with all aspects of the SaskPower Drug and Alcohol Policy.

Drivers Licence

Personnel operating a vehicle while on corporate business (whether owned, leased or a personal vehicle) are required to have a valid driver's licence of the proper classification for the type of vehicle being driven. Personnel whose licence is revoked, suspended or becomes void are required to advise their manager/director immediately and to cease operation of all vehicles while on Corporation business.

Solicitation of Prizes

Except in limited circumstances as expressly provided herein, SaskPower Personnel must not request donations from SaskPower's vendors, suppliers, contractors or local merchants to help pay for employee social functions or sporting events. Solicitations of cash, merchandise or services are not allowed because they could be perceived to create obligations in order to keep, increase or obtain SaskPower's business. SaskPower desires that its suppliers and vendors understand that their business relationship with the Corporation is based solely on their ability to competitively meet SaskPower's business needs.

Solicitation may be permitted in limited circumstances for certain company endorsed events where the plan for solicitation is approved in advance by the SaskPower Executive. The plan must contain appropriate measures and limits on activity to mitigate the risk of creation of perceived obligations.

Acceptance of Prizes

SaskPower frequently provides Personnel with tickets or access to certain events where individuals attending may win prizes. Personnel winning a prize worth more than \$250.00 at such an event must report it to their manager who will consult with their director and/or Vice President to confirm whether a real or perceived conflict of interest exists by keeping the prize. If no conflict of interest exists, the individual may keep the prize. If, however, a real or perceived conflict of interest exists, the prize must be surrendered to Corporate Relations to determine the appropriate course of action.

Record Retention

All SaskPower records are to be maintained in accordance with SaskPower's record retention procedures. Unauthorized destruction or release of records and information by SaskPower Personnel is considered a violation of the Code of Conduct Policy.

Collector Points

Employees are expected to use a Corporation issued procurement card when applicable. In situations where Personnel accumulate points while on Corporation business, they may retain any points. Participation in these programs and the use of their benefits should never result in any incremental cost to SaskPower. Manipulation of travel schedules or any form of expense incurred to gain more points is considered abuse of the system and is a violation of the Code of Conduct.

Conflicting Codes of Ethics

Some SaskPower Personnel are bound by the Codes of Ethics of their professional associations. Where there is conflict between the Codes of Ethics and the SaskPower Code of Conduct, SaskPower expects the Code of Conduct Policy to be followed except where the particular Code of Ethics provides better protection for all the parties concerned.

5. REQUIREMENT TO REPORT AND INVESTIGATE

All SaskPower Personnel are responsible to report incidents of actual or potential unethical conduct immediately. This includes violations of this Code, conflicts of interest, violations of applicable laws, violations of approved policies or procedures, violations in accounting or auditing standards and controls, fraud, theft, respectful workplace, privacy, safety or environmental concerns (all of these to be "Unethical Conduct").

SaskPower Personnel, who have knowledge of an actual or potential breach of the Code, shall report it, in confidence, through their manager/director to the Vice-President responsible for their work unit.

All incidents of actual or potential unethical conduct that have financial and internal control implications including but not limited to fraud or theft shall also be reported to the Director, Internal Audit for investigation. The Vice-President shall, in confidence, investigate all other reports in a manner appropriate for the circumstances and, in consultation with the Vice-President of Human Resources, will take whatever action is appropriate as a result of the findings.

SaskPower Personnel who fail to report such incidents in a timely fashion or who falsely report violations of this Code or related policies, guidelines and/or standards are subject to disciplinary action up to and including termination of employment. In certain circumstances criminal prosecution may be pursued.

Outsourced Whistleblowing Service Provider, Investigation and Reporting

SaskPower Personnel are strongly encouraged to use established lines of communication in reporting Unethical Conduct.

Where SaskPower Personnel for whatever reason are uncomfortable with established reporting lines, they may report the matter to the SaskPower Director, Internal Audit and Director, Law, Land & Privacy anonymously through the web reporting or toll free hotline provided by an outsourced service provider. The current provider is ClearView Strategic Partners. They can be contacted through their toll free hotline at 1-866-772-3249 or at www.clearviewpartners.com. (See Procedures to Facilitate Reporting and Investigation of Unethical Conduct and Other Irregularities).

The Director, Internal Audit will investigate all such reports of suspected Unethical Conduct to the extent deemed appropriate in the circumstances. Unsigned letters of complaint from SaskPower Personnel and the public will be investigated to the extent allowed by the details provided.

Public Interest Disclosure Act

SaskPower Personnel may also disclose a wrongdoing under the *Public Interest Disclosure Act (PIDA)*. PIDA defines wrongdoing as a contravention of any federal or provincial legislation; acts or omissions that create substantial and specific danger to life, health, safety or the environment; gross mismanagement of public funds or a public asset; or knowingly directing or counselling someone to commit a wrongdoing of these kinds.

PIDA disclosures must be made on the prescribed form; and must be submitted to either the SaskPower Director, Internal Audit, the Director, Law, Land & Privacy or the PIDA Commissioner for investigation. Further Information on the *Public Interest Disclosure Act*, including the prescribed form, is available at www.psc.gov.sk.ca/pida.

Protection from Retaliation

SaskPower Personnel who report violations of this Code or other Unethical Conduct will be protected from reprisal as long as their actions are in good faith and on reasonable grounds and the matter is not frivolous or vexatious. Any reprisal or attempted reprisal against someone reporting unethical conduct is considered a breach of this Code of Conduct.

SaskPower Personnel who feel that they have been subject to retaliation as a result of reporting Unethical Conduct should report the actions directly to the President, where appropriate. SaskPower Personnel may make a final internal appeal to the Chair of the Audit & Finance Committee of the SaskPower Board of Directors.

Questions Regarding the Code

Personnel with routine questions regarding the application or interpretation of the Code may refer such inquiries to their out of scope manager, their director or their Human Resource Business Partner. More complex questions should be referred to the Director, Internal Audit or the Director, Law, Land & Privacy.

6. IMPLEMENTATION AND REVIEW OF CODE:

It is essential that all SaskPower Personnel understand and adhere to the Code of Conduct Policy. Directors and managers are responsible to ensure that staff reporting to them are familiar with the Code by providing them with a copy of the Code upon initial hire, discussing it with them, ensuring they have read and understood it and the consequences for violating it.

In addition, all new SaskPower Personnel will be required to certify that they have reviewed and understand the Code of Conduct and agree to be bound by the Code as a condition of their employment or appointment to the Board. All existing SaskPower Personnel will be required, as a condition of continued employment, to certify their review and compliance with the Code on an annual basis.

7. CONCLUSION:

The Code will derive its force and effect from the example and leadership set by the Board of Directors of SaskPower, its officers and the management team of SaskPower. SaskPower directors and managers shall ensure that they distribute and explain the Code of Conduct Policy to their employees and that any questions are addressed promptly and appropriately.

The ultimate responsibility for effective implementation and administration of the Code rests with all SaskPower Personnel.

INQUIRIES:

Contact: Vice President, Human Resources
SaskPower: Human Resources

RELATED POLICIES:

- Procedures to Facilitate Reporting and Investigation of Unethical Conduct and Other Irregularities (Human Resources)
- Respectful Workplace Policy (Human Resources)
- Drug and Alcohol Policy (Corporate Safety and Human Resources).
- Health, Safety and Environment Policy (Safety and Environment)
- Purchasing Policy and Procedures (Supply Chain)
- Enterprise Security Policy Set (Information Technology & Security)
- Personal Information Privacy Policy (Legal)
- Travel and Expense Reimbursement Policy (Human Resources)
- SaskPower Account Collection Policy (Customer Services)
- Release of Customer Information to Third Parties (Customer Services)
- Directive 93-03: Release of Customer Information to Third Parties (Customer Services)
- Open Access Transmission (OATT) Standards of Conduct Policy
- Market Risk Management Policies and Procedures (Finance)
- NorthPoint Energy Solutions Inc. Risk Management Manual (NorthPoint)
- Social Media Policy and Guidelines (Corporate Relations)
- Public Interest Disclosure Act and Regulation

REFERENCE/AUTHORITY:

Approved by: SaskPower Board of Directors October 13, 2016



CONFLICT OF INTEREST APPROVAL/DISCLOSURE FORM

NAME: _____

POSITION: _____ Department: _____ Status (FT, PT, Project, Temp etc.): _____

Approval is requested to engage in an outside activity as required by the SaskPower Code of Conduct Policy

1. Type of Activity:

- a) Self-employment (Name Company) _____
b) Activity from which there is a monetary reward
c) Activity where a service or advice is provided and an honorarium is received
d) Volunteer or charity work (for those Personnel involved in decisions affecting sponsorship if they volunteer with an organization to whom sponsorship dollars are to be allocated)

2. Identify and explain the activity:

3. This outside activity:

- a) Interferes with the performance of my regular duties yes no
b) Uses advantages derived from employment with SaskPower yes no
c) Involves the use of SaskPower premises, supplies, equipment, employees, etc. yes no
d) Is performed in a manner as to appear to be an official act or policy of SaskPower yes no
e) Is done during my normal working hours yes no

Explanation: _____

Signature of Employee: _____ Date: _____

4. Manager in consultation with Human Resources

- Approved based on current disclosure
Not Approved - Conflict Exists Explanation and course of action to mitigate conflict

Signature of Director: _____ Date: _____

Please send completed to Human Resources (10C) for placement on the employee personnel file.