

# CPCS's Code of Ethics

## Preamble

CPCS's Code of Ethics (the "Code") has been approved by the Board of Directors to emphasize CPCS's commitment to conducting business in a legal, ethical, honest and fair manner.

The Code guides our daily personal and professional conduct, as our reputation is our greatest asset and we all share the responsibility to hold our conduct to the highest ethical standards.

The principles guiding the Code are:

- We support and expect ethical behavior in all our projects and business dealings
- We are committed to fair treatment of all employees and to meeting client needs
- Teamwork, mutual respect and trust, and open communication are essential elements of our corporate culture
- We strive to be a responsible corporate citizen in the communities in which we operate and to respect the laws, rules, and regulations applicable everywhere we do business

This Code applies to all employees, exclusive associates (EA) and directors of the company. We expect that our sub-contractors, agents and other representatives meet the same ethical standards.

This Code has been created to provide guidance regarding these principles by which we are accountable to our clients, colleagues, and stakeholders. It does not address every law, rule or policy. It also does not eliminate each employee's responsibility to exercise intelligence, common sense, good judgment, and to obtain guidance when needed. If you have any questions about this Code or have any doubt as to a course of action, you should consult with whomever you report to. Specific issues may also be raised with the Corporate Affairs Manager, as appropriate.

As a guide to determining whether a particular action is appropriate, ask yourself the following questions:

- Would my action comply with the spirit and purpose of the Code?
- Would I feel comfortable about doing this, or would it violate my personal standard of conduct?
- Is this action honest?
- How might the action affect others?
- Would this action embarrass me if it became known to my clients, co-workers, professional colleagues, family or friends?
- Have I fully explored all aspects of the issue? What additional advice or information might be useful?
- Does this feel like the right thing to do?

## **Legal and Ethical Business Conduct**

All business relationships shall be based on honesty, fairness, transparency, and truthful representation of the company. CPCS is in business to make a profit and wishes to maintain a strong reputation, at home and abroad, for providing: excellent service at a good price; innovative business solutions; maintaining confidentiality and the security of business and proprietary information; fair accounting practices; respect for cultures and customs of the countries in which we do business; consistent returns to shareholders; and fair treatment of employees.

Each employee/EA is responsible for ensuring that electronic devices and services, including, but not limited to, computer-related equipment, e-mail, passwords, products or services, and proprietary information are used in an appropriate manner, at all times, to maintain security of company information and trade secrets. It is necessary to preserve and protect the Company's tangible and intangible assets for productive use and to protect and safeguard them from loss, theft, misuse and waste.

All shall comply with all laws and regulations applicable in the countries in which they are situated or travelling in, whether for business or personal reasons. If anyone is uncertain as to the interpretation or application of a particular law, he or she must seek advice from the Corporate Affairs Manager before taking action. CPCS will not knowingly transact business with or be involved with persons who are engaged in terrorist activities, and will undertake reasonable due diligence to prevent such occurrences.

## **Respect for Human Rights**

All persons representing CPCS shall conduct business with integrity, fairness and respect for human rights. Employees, clients and other stakeholders are entitled to be treated with dignity and respect.

Employees/EAs are vital to the success of CPCS and are valued. As such they will be treated with dignity and assured of: a safe workplace; competitive wages and benefits; communication of information; protection of personal information; and freedom from any form of discrimination or harassment. CPCS is therefore committed to creating and maintaining an environment that is free from harassment and discrimination on the following prohibited grounds: race, national or ethnic origin, colour, religion, age, sex, sexual orientation, marital status, family status, and disability.

## **Prohibitions against Bribery and Corruption**

Criminal statutes of virtually all countries prohibit bribery.

Of particular salience for CPCS is Canada's Corruption of Foreign Public Officials Act which came into force in February 1999 and which makes it a criminal offence for any person to give, offer, or agree to give or offer a bribe to a foreign public official.

Therefore CPCS, its employees, EAs and directors shall not, directly or indirectly, give, offer or agree to give or offer bribes, kickbacks, or similar payments to influence, customer, supplier, government official, or other person, in the course of business and likewise to receive any gifts from third party in the course of employment, with the exception of gifts of nominal value (e.g. pens).

Further, CPCS and its employees and EAs will not knowingly support a transaction that involves the offer or giving of a bribe. All will exercise reasonable due diligence to not unknowingly support such a transaction. Where parties associated with certain transactions involving CPCS have been convicted of bribery, CPCS and its employees and EAs will exercise reasonable due diligence to ascertain and address these situations.

CPCS has adopted this policy to ensure the ongoing success of our organization, and to protect the best interests of all of our employees, vendors, customers, stakeholders and the company from any illegal or damaging actions committed by individuals either knowingly or unknowingly. This policy is to ensure that our employees and EAs refrain from and are prepared to identify bribery, fraudulent activity and corruption in order to report these activities appropriately. These procedures are intended to provide general guidance with respect to the prevention, investigation and remediation of bribery, fraud, and corruption.

CPCS will not tolerate any wrongdoing or impropriety with respect to corruption and bribery, and will immediately take the appropriate disciplinary actions to correct such wrongdoing or impropriety.

#### *Unethical Behavior:*

- CPCS and its employees and EAs will not be party to the intent or appearance of unethical or compromising practices in its business relationships by means of bribery, fraud or corruption.
- Bribery of a public official or private sector official will result in immediate termination.
- Improper use of company trade secrets (as outlined in the Code) will not be tolerated.
- Employees shall not use corporate assets or business relationships for personal use or gain.

Mechanisms used in the prevention and detection of these prohibited activities include, but are not limited to:

- Written policies and procedures;
- Education and information dissemination;
- Provision of appropriate training for new and existing employees and EAs;
- Supervision and review;
- Segregation of duties;
- Process monitoring;
- Random auditing;
- Reconciliation of accounts; and
- Review of audits and financial records.

### **Bribery, Fraud, and/or Corruption Response Plan**

In the event that any CPCS employee or EA encounters or suspects bribery, fraudulent activity or corruption, he/she is required to report this information immediately to the chair of the Audit and Risk Committee Carman Joynt ([cjoynt@joynts.ca](mailto:cjoynt@joynts.ca)). A report can also be made anonymously through the form on our website (<https://cpcs.ca/about/integrity>) which is directed to Carman. The report shall be investigated thoroughly and maintained on a confidential basis. Carman Joynt is an external director of the company and therefore not a CPCS employee.

### **Employee Expectations**

#### Management

- Shall read and comply with the Corruption of Foreign Public Officials Act, and, as required, with the acts listed below for the relevant categories of employees;
- In all business dealings, are required to set a prime example showing honesty and integrity;

- Shall have an open door policy allowing for the free discussion of suggestions and concerns from employees;
- Shall exercise reasonable diligence and care not to support unknowingly the offer or giving of a bribe;
- Must report any conflicts of interest regarding their position at CPCS;
- Must report suspected or actual violations encouraged, directed or made by management, employees, EAs or subcontractors and undertake enhanced due diligence if CPCS has reason to believe that bribery may be involved.

### Employees

- All CPCS employees shall read and comply with the [Corruption of Foreign Public Officials Act](#);
- Additionally:
  - CTIL employees shall read and comply with Barbados' [Prevention of Corruption Act, 2012-31](#);
  - CTUS employees shall read and comply with US [Foreign Corrupt Practices Act](#) of 1977 and
  - FCP employees shall read and comply with the UK Bribery Act, 2010; Are expected to work together to promote a workplace built on trust, accountability and openness;
- Shall exercise reasonable diligence and care not to participate unknowingly the offer or giving of a bribe;
- Shall inform other employees about the consequences of bribery and encourage them to develop and implement appropriate management control systems that combat bribery;
- Must disclose any conflicts of interests; and
- Must report suspected or actual violations encouraged, directed or made by management, employees, EAs or subcontractors and undertake enhanced due diligence if CPCS has reason to believe that bribery may be involved.

### **Violations**

In the event that a violation of this Code occurs, CPCS will employ disciplinary measures that reflect the severity of the offence up to and including termination of employment.

In the event of a violation which cause financial harm to CPCS, legal remedies may be pursued by CPCS against the employee to compensate it for such harm.

### **Payments under Duress**

Payments which would otherwise be prohibited by this policy can be made to protect the life or physical safety of individuals facing extortion demands or implicit threats relating to their life or physical safety. These payments must be immediately reported to a member of the management team and to the Audit and Risk Committee.

### **Financial Records and Periodic Reports**

CPCS is committed to full, fair, accurate, timely and understandable disclosure in reports and documents that are filed on public record. All business transactions must be properly authorized and must be supported by accurate documentation, in reasonable detail, recorded properly to permit the preparation of accurate financial statements in accordance with generally accepted accounting principles.

Independent auditors must be given full access to all information necessary for them to properly conduct any audit. Falsification of any record is strictly prohibited. Any retention or disposal of

records must occur in accordance with established policies and applicable legal and regulatory requirements.

## **Conflicts of Interest**

### *Avoiding Personal Conflicts of Interest*

Employees/EAs shall avoid conflict of interest. No employee shall take advantage of business opportunities discovered through his/her position, or through the use of Company property or information, for personal gain or to compete with the Company.

The responsibility to avoid conflicts of interest, or the perception of conflicts of interest from outside activities, lies with the Employee/EA. Prompt and full disclosure is required for all circumstances which the Employee/EA believes might constitute, or appear to constitute, a conflict of interest, or if the Employee/EA is unsure and needs guidance. Employees/EAs shall not engage in any conduct involving a possible or apparent conflict of interest unless they receive prior approval from CPCS.

### *Avoiding Corporate Conflicts of Interest*

Employees/EAs will take Appropriate Measures to avoid situations which could give rise to actual or perceived conflicts of interest with respect to corporate clients, partners, sub-contractors or others with which we do business. For simplicity, a corporate conflict of interest would arise when the company creates a duty to more than one person or organization (public or private), but cannot do justice to the actual or potentially adverse interests of both parties.

As reasonable, *Appropriate Measures* include but are not necessarily limited to:

- Checking with the Corporate Affairs Manager prior to entering into new engagements, when unsure about the potential for a new conflict of interest.
- Reviewing ongoing projects or outstanding bids prior to entering into new engagements to ensure that no new conflicts of interests could, or would be perceived to arise.
- As necessary, reviewing affiliations of CPCS Employees, EA, Management or Directors which could give rise to actual or perceived conflicts of interests prior to undertaking new mandates, and where affiliations would be reasonably expected to be of concern to a new client.
- As necessary, turning down projects or other engagements, which would be reasonably expected to give rise to a conflict of interest.
- Not re-using sensitive information obtained for one project, on another, without prior consent.

### *Duty to Disclose*

If a potential conflict of interest exists or arises, and could reasonably be of concern to one or more parties with which the company has an existing or forthcoming duty, the appropriate company representative should disclose this potential conflict in writing to the party(ies) to which we have an existing or forthcoming duty, and request in writing their non-objection to proceed with that which could be perceived as a potential conflict of interest. The response should guide the way forward (proceed/don't proceed) and should be filed for future reference.

In all cases, this policy should be guided by the good judgment of Employees/EAs.

## **Privacy rights and personal information**

Employees/EAs will respect the privacy rights and personal information of other CPCS employees/EAs and of any individual who enters into a business relationship with CPCS or wishes to do so

### **Maintaining Confidentiality of Information**

In the course of your employment, you may receive confidential information about CPCS and its clients. Confidential information includes but is not limited to:

- processes, research and development information;
- trade secrets;
- information about CPCS's operations, including products and services offered;
- financial information, such as pricing and rate information;
- documents, records or other information concerning CPCS's sales or marketing strategies;
- clients and sub-contractors lists, records and information including lists of present and prospective clients and related information;
- information relating to employees, vendors and contractors of CPCS including employment status, vendor/contractor status, personnel records, performance information, compensation information and job history;
- privileged information, including advice received from professional advisers such as legal counsel and financial advisers;
- information contained in CPCS's manuals, training materials, plans, drawings, designs, specifications and other documents and records belonging to CPCS, even if such information has not been labelled or identified as confidential; and
- information provided by a third party to CPCS pursuant to a confidentiality and/or non-disclosure agreement.

Information will not be considered confidential if:

- it was rightfully in your possession prior to your employment with CPCS;
- it was publicly available through legitimate means; or
- it was received by you in a non-confidential manner from a third party that was not under obligation to CPCS to maintain such information in confidence.

You understand that disclosure of confidential information would be highly detrimental to CPCS's best interests and agree:

- i. to take precautions to protect and maintain CPCS's confidential information;
- ii. to only release confidential information to those authorized to receive it, and then only on a need-to-know basis;
- iii. not to disclose, publish or disseminate to any unauthorized person, at any time either during your employment or after it ends, confidential information;
- iv. not to remove any confidential information from CPCS's premises without our express written permission;
- v. not to make improper use, either directly or indirectly, of confidential information; and
- vi. to safeguard against unintentionally disclosing confidential information (e.g., by not discussing confidential information in public or on a cellphone and by not working with confidential information on a laptop in public, or transmitting such information by unsecured means).

When your employment ends, you must immediately return all materials or property belonging to CPCS. You agree not to retain, reproduce or use any confidential or proprietary information or property belonging to CPCS.

### **Undertaking**

I \_\_\_\_\_ (print name) affirm that as an employee, individual under contract with, or Board Member of CPCS, shall abide by this Code of Ethics.

I further affirm that I have read and will comply with the Corruption of Foreign Public Officials Act, S.C. 1998, c. 34, a copy of which I have been provided with, or if a U.S. person with the Foreign Corrupt Practices Act of 1977 (FCPA) (15 U.S.C. § 78dd-1, et seq.), a copy of which I have been provided with.

I further undertake that I shall uphold the good name of CPCS Transcom Limited and its group of companies by maintaining high standards of integrity and professionalism. I am aware that any breach of this Code of Ethics may lead to disciplinary action against me as well as termination of any employment or business agreement in place with CPCS.

\_\_\_\_\_(signature)

\_\_\_\_\_(date)