

Disclosure of Wrongdoing Policy

1. Application

This policy applies to all employees and board members of Develop Nova Scotia.

2. Purpose

The purpose of this Policy is to provide a process to facilitate the disclosure and investigation of potential wrongdoing that would seriously impact the public's confidence in the reputation of Develop Nova Scotia and to provide protection for those who disclose in good faith.

3. Definitions

"Board member" – means a person appointed to serve on the Develop Nova Scotia Board of Directors.

"Designated officer" – can be appointed at the discretion of the CEO or the Board Chair (once a disclosure has been made to the CEO or Board Chair) to ensure that DNS carries out its responsibilities under this Policy or any applicable legislation.

"Disclosure" – means a report in writing of a wrongdoing or potential wrongdoing made in good faith by a Develop Nova Scotia employee or board member.

"Employee" – means a person employed by Develop Nova Scotia and includes a former employee.

"Reprisal" – means a disciplinary measure, a demotion, termination of employment, any measure that adversely affects an employee's employment or working conditions or a board member's tenure on the board, or a threat to take any of the foregoing measures.

"Wrongdoing" – means:

- a) a violation of provincial or federal statutes or regulations if the violation related to official activities of the employee or board member or any public funds or assets
- b) a misuse or gross mismanagement of public funds or assets,
- c) an act or omission that creates a substantial and specific danger to the life, health or safety of persons or the environment, or
- d) directing or counselling someone to commit a wrongdoing as defined herein.

4. Policy Statement

It is in the public interest to maintain confidence in the integrity of the operation of Develop Nova Scotia. Develop Nova Scotia's internal controls and operating procedures are intended to detect and to prevent or deter improper activities; however, at times these systems may not provide perfect safeguards against improper conduct. Develop Nova Scotia employees and board members have a responsibility to bring to

the attention of the Corporation instances of wrongdoing. Develop Nova Scotia is committed to complying with the laws and regulations to which it is subject and to protecting the funds, assets and resources of the organization.

Disclosures of wrongdoing by employees should be made to the CEO, unless there is alleged wrongdoing on the part of the CEO, in which case the disclosure should be made to the Board Chair. Disclosures by board members should be made to the Board Chair. Any disclosures alleging wrongdoing on the part of the Board Chair should be made to the Vice-Chair.

This Policy is intended to address wrongdoing that could seriously impact the public's confidence in the reputation of the Corporation. It is not intended to address matters of a primarily personal nature, including individual harassment complaints or individual workplace grievances. These matters should continue to be addressed through procedures available to deal with such concerns.

5. Confidentiality

Confidentiality will be maintained to the extent possible, consistent with the procedural requirements of this Policy. Information relating to the disclosure will be shared on a need-to-know basis only in order to investigate and resolve the matter. For example, if the Board Chair receives a disclosure relating to the CEO or a board member, the Board Chair will not reveal to the board who the discloser is.

Where a disclosure involves personal or confidential information, the employee or board member making the disclosure shall take reasonable precautions to ensure that no more information is disclosed than necessary to make the disclosure.

A file will be created when a disclosure is initiated under this Policy. That disclosure file will be maintained separately from the personnel files of the discloser or the subject and will normally be under the control of the President & CEO or Board Chair (if the disclosure relates to a board member or the CEO). Information collected may be subject to considerations such as privacy legislation, disclosure legislation and the rules governing court or other legal proceedings.

6. Roles and Responsibilities

(a) Chief Executive Officer (CEO)

The CEO is responsible for:

- Establishing and maintaining a work environment that encourages staff to report wrongdoing
- Establishing an effective internal reporting system to appropriately deal with reports of wrongdoing, support staff who report, and ensure reprisals are not taken against them
- Ensuring that staff are aware of the internal disclosure procedure and the disclosure protections available under this Policy or applicable legislation through effective communication and training (including how disclosures under this policy are different from employment complaints or performance management issues)
- Ensuring that an experienced Designated Officer is responsible for managing disclosure-related matters in support of the CEO or Board Chair, per their assigned level of involvement, and
- Ensuring adequate financial and human resources are dedicated towards achieving these outcomes.

The CEO is expected to ensure that when wrongdoing is reported, it is dealt with appropriately and that the staff involved are supported. This includes:

- Assessing all disclosures of wrongdoing according to established policies and procedures
- As applicable, ensuring confidentiality of the employee making the disclosure, the employee who is the subject of the disclosure, and any witnesses involved
- Being advised on decisions made in investigation reports, and ensuring follow-up on recommendations or actions are completed according to established timeframes
- Providing adequate resources to those investigating a disclosure
- Ensuring systems and strategies are established to mitigate the risk of reprisals
- Ensuring that the workplace situation is effectively managed; particularly if there is a conflict or reprisal is threatened or takes place
- Taking appropriate action against anyone who threatens or takes reprisal against a person disclosing a wrongdoing
- Taking appropriate remedial action in response to any findings that substantiate the allegations of wrongdoing, and
- Implementing any organizational reform that is necessary to address any identified systemic issues.

(b) Designated Officer

Upon receipt of a disclosure, the CEO or the Board Chair can, at their sole discretion, appoint a Designated Officer to ensure that DNS carries out its responsibilities under this Policy or any applicable legislation. For the purposes of this policy, the Designated Officer will be the Director of People and Strategy. In the event that the Designated Officer is the subject of the complaint, or for any other reason unable to fulfill this role, the CEO may select an alternate Designated Officer.

Key responsibilities include:

- Being a contact point for general advice and guidance about the operation of this Policy, any applicable disclosure protection legislation and DNS' internal process
- Liaising with the Office of the Provincial Ombudsman (where applicable)
- Liaising with the CEO or Board Chair
- Impartially assessing each disclosure
- Co-ordinating the disclosure process
- Carrying out or appointing an investigator to carry out the investigation
- Overseeing and co-ordinating an investigation where an investigator has been appointed
- Reviewing results of completed investigations, providing the findings and any recommendations to the CEO
- Advising the disclosure of the progress of an investigation into the disclosed matter, and informing them of the outcome of the investigation
- Establishing and managing a confidential filing system
- Developing a tracking system to manage disclosures and investigations
- Collating and publishing statistics on disclosures made
- Taking all necessary steps to ensure the identity of the disclosure and the identity of the person who is the subject of the disclosure are kept confidential, and
- Protecting employees involved in a disclosure of wrongdoing from possible reprisals

(c) Board Chair

The Board Chair may also receive disclosures of wrongdoing under this Policy. The Chair's responsibilities therefore include:

- Involving a Designated Officer (if required) to provide support during the process, if appropriate
- Impartially assessing each disclosure
- Co-ordinating the disclosure process, with the support of the Designated Officer
- Carrying out or appointing an investigator to carry out the investigation
- Overseeing and co-ordinating an investigation where an investigator has been appointed
- Reviewing results of completed investigations, providing the findings and any recommendations to the FARM Committee and to the Board
- Advising the discloser of the progress of an investigation into the disclosed matter, and informing them of the outcome of the investigation
- Maintaining confidential files on any disclosures
- Taking all necessary steps to ensure the identity of the discloser and the identity of the person who is the subject of the disclosure are kept confidential, and
- Protecting employees or board members involved in a disclosure of wrongdoing from possible reprisals

If an employee or board member wishes to make a disclosure relating to alleged wrongdoing by the Board Chair, that disclosure should be made to the Vice-Chair who will have the same responsibilities outlined for the Board Chair above.

7. Making Disclosure

When an employee or board member has reasonable grounds to believe that a wrongdoing has been committed or is about to be committed, the employee or board member may make a disclosure to:

- The President and CEO, unless the wrongdoing pertains to this individual, or
- The Chair of the Board

A disclosure must be made in writing (on paper or via email clearly marked confidential) and include, if known,

- a) A description of the wrongdoing;
- b) The name(s) of the person(s) alleged to have committed the wrongdoing or about to commit the wrongdoing;
- c) The date of the wrongdoing; and
- d) Whether a disclosure has already been made respecting this wrongdoing and any response received.

Disclosures must be made within twelve (12) months of the employee or board member becoming aware of the wrongdoing.

Generally speaking, anonymous reports often do not contain the required information about a wrongdoing to be assessed or supported by a full and thorough investigation. Employees or board

members are encouraged to reveal their identity when making a confidential disclosure of wrongdoing under this Policy.

8. Investigations

Investigations under this Policy will be done in such a way as to ensure procedural fairness and natural justice for all persons involved in an investigation, including

- a) Employees or board members who make a disclosure
- b) Witnesses; and
- c) Persons alleged to be responsible for wrongdoings.

The officer to whom the disclosure is made will, with the support of a Designated Officer as required, oversee the conduct of a thorough investigation into the alleged wrongdoing and may, from time to time, engage legal counsel and/or the services of an experienced third-party to carry out the investigation. Given the urgent and confidential nature of such investigations, the Corporation's normal procurement process does not apply and the CEO or Board Chair are authorized to use their discretion in the selection and engagement of external advisors or investigators.

9. Dealing with Imminent Risk

Where an employee reasonably believes that a matter constitutes an imminent risk of substantial and specific danger to the life, health or safety of persons or to the environment such that there is insufficient time to make an internal disclosure under this Policy, the employee may make a disclosure to the public

- (a) if the employee has first made the disclosure to an appropriate law enforcement agency or, in the case of a health-related matter, the Chief Medical Officer, and
- (b) subject to any direction that the agency or officer referred to in clause (a) considers necessary in the public interest.

An employee who has made a public disclosure above shall immediately make a disclosure about the matter to the CEO or the Board Chair, as the case may be.

10. Rights and Responsibilities

All Develop Nova Scotia employees or board members who participate in or are involved in any way in any process under this Policy shall be responsible to:

- keep information relating to the process strictly confidential;
- refrain from discussing any disclosure or the fact of their involvement, except to the extent required for the purposes of any investigation and resolution.

Disclosers and Subjects have the right to be represented or accompanied by another person of their choice (including legal counsel, at their own cost).

11. Reprisal Protection

No reprisal shall be taken against an employee or board member because the employee or board member has in good faith taken any actions under this Policy.

Any employee or board member who has reasonable grounds to believe that a reprisal has been taken against him or her may file a complaint with the President & CEO or the Board Chair, as the case may be.

12. False or Misleading Disclosure

False or misleading disclosure will be viewed as employee or board member misconduct and will be met with appropriate disciplinary action, up to and including termination of employment for cause, where warranted, or, in the case of a board member, a recommendation to the Governor in Council that the board member's appointment be revoked.

13. Employer Disciplinary Authority

Nothing in this Policy overrides the authority of Develop Nova Scotia, as the employer, to take any disciplinary measures against an employee as the employer deems necessary.

14. Accountability

The CEO will annually report to the Board of Directors on:

- The number of disclosures received under this Policy, the number of disclosures acted on and the number of disclosures not acted on
- The number of investigations commenced as a result of disclosures under this Policy
- In the case of an investigation that results in a finding of wrongdoing, a description of the wrongdoing and any recommendations made, or corrective measures taken in relation to the wrongdoing or the reasons why no corrective measure was taken.

The CEO will also annually share this information with Develop Nova Scotia staff and will, at the same time, remind employees of the Policy and how it works. The CEO will emphasize the confidentiality that attaches to any disclosures and related investigations.

Finally, this report shall also be made available to the public.