



Corporate Code of Ethics

- 1. Corporate Mission:** EthicScan's mission is to encourage social justice and ethical responsibility, both in Canadian institutions and in our own lives. Employees, associates (freelancers and consultants), and members of our International Advisory Board as well as shareholders shall behave in ways that not only promote but also do not compromise this purpose.
- 2. Corporate Mandate:** The mandate of the company, in pursuit of that mission, is to design, prepare and deliver high quality analyses, studies, seminars, research and various other reports on corporate social plans and performance in Canada. All these products should be professional, accurate, fair, non-politically partisan and otherwise not reliant on any single spiritual or philosophical doctrine to the exclusion of ethical truths in other traditions.
- 3. Ethical Research:** To analyze the ethical performance of others requires that our own ways of doing business are ethical. All research methods and procedures will be documented in writing, taught with care, and reinforced through practice. Sources of information should be authoritative and fair-minded, and normally will require corroboration, a written and/or taped record, and source identification. Companies should have an opportunity to review the information we have about them, and this is particularly the case prior to that information being published. While we solicit and welcome their comments, all final decisions about content rest with us.
- 4. Employee Rights:** All employees and associates can expect an opportunity to share in the success of this fee-for-service enterprise. This includes an opportunity to be creative and innovative; to have considerable autonomy in terms of work location, daily work scheduling and the like; to receive training in all research methods and procedures; to work in a satisfying team environment; to receive respect from one's peers and the public consistent with our reputation as a company; to receive both written and verbal recognition for individual contributions in team or collaborative assignments; a fair wage consistent with the financial health of the company; and prompt payment of earned income.
- 5. Honesty and Truthfulness in Personal Behaviour:** Shareholders can expect of employees and associates an honest and professional effort characterized by sensitivity to our mandate and methods. EthicScan Canada encourages you to be truthful; be respectful of others; keep information gained as a result of our research confidential until it is made publicly available after a process of internal, professional (editorial, legal and management) review; and make every effort to maintain the integrity of our enterprise and those companies we study.
- 6. Personal Gain and Financial Transparency:** Researchers will not derive personal gain or make public any privileged or market sensitive information developed or learned while at work. International Advisory Board members, associates and employees as well as their immediate family and relatives shall not take, or counsel others to take, actions, including acquisition or divestment of shares, investment, or other financial decisions as a result of proprietary or inside information developed for or at work. You may be asked to make your financial records available to an independent auditor or lawyer in order to assess allegations of misuse of proprietary, confidential or insider information prior to public release of information.

7. The Client is Not Always Right: We individually and corporately reserve the right not to do business with companies, clients, suppliers or individuals whose principles, plans, products or performance we disagree with. Some clients may exhibit behaviours that are abusive, dishonest, illegal or immoral, and thereby demonstrate that they are unworthy of being a partner.

8. Professional Non-Biased Research Methods: We will survive and prosper only if our clients, suppliers, associates and the public believe-- and see-- that we are fair, reliable, honest and accurate. Each researcher will interpret data on companies honestly and objectively. Researchers will not accept inducements or succumb to pressures to assess companies other than objectively, and will report any inducements or pressures to a supervisor or the president. We run the risk of being sued if our research methods are prejudicial, unprofessional or biased. Prior assumptions about either individual corporate malfeasance or unethical behaviour until otherwise proven are unwarranted and unwelcome.

9. Work-Home Balance: Work is not everything in life. EthicScan Canada encourages you to be flexible with your time and work habits; putting the needs of yourself, your family and community high on your list of priorities.

10. Non Discrimination and Equity at Work: Our standards incorporate but aim morally higher than legal compliance. In this regard the firm adheres to and upholds all equal opportunity and non-discrimination policies that prohibit discrimination on the basis of race, creed, colour, national origin, political or religious affiliation, age, sex or sexual orientation, family relationship or disability.

11. Slander and Libel: All employees will be fully indemnified and protected against slander, libel or any other judicial proceedings incurred as a result of responsibly carrying out the above mission.

12. Personal Habits at Work: The mission of the company is to encourage social justice and ethical responsibility, both in Canadian institutions and in our own lives. Each employee shall behave in ways that not only promote but also do not compromise this purpose. Each employee shall behave in ways that not only promote but also do not *appear* to compromise this purpose. This means being environmentally responsible, treating co-workers with respect, maintaining the confidentiality of corporate information; respecting the privacy of co-workers, and offering professional responses to clients and the general public. Please suggest ways that we can improve our environmental, social and ethical performance.

13. Post-Termination Employment: Employees are asked to abide by a post-employment restriction that they will not accept employment that conflicts or competes with the business objectives of EthicScan, for a period of two years after terminating work at EthicScan.

14. Whistle Blower Protection: Perceived violations of this Code should be reported to a supervisor, the company president, or the chairman of EthicScan's Advisory Board. You have our commitment that no-one will lose their job for reporting in good faith such an allegation or concern. Responsibility to investigate will normally be by an independent third party. Likewise, no-one suspected of a violation will be penalized until after an investigation has been completed, and all parties and issues have been identified.

15. Internal Personal Privacy and Organizational Confidentiality Wall: Specific organizational behaviour information learned or uncovered wholly during consulting contract activities shall not migrate to our research activity. There is a security wall between the two sets of activities. Consulting clients must be confident that the content of all of their contracts with EthicScan for consulting services—specifically interviews with staff as part of ethics audits or ethics training-- are

proprietary.

16. Transparency and Client Confidentiality: We shall strive to be open, accountable and transparent, notwithstanding our status as a privately-held, fee for service, company. EthicScan will not identify its clients, as part of marketing or promotion efforts, without their explicit and prior permission.

17. Rights of Subject Companies or Organizations: Any company or organization in our Corporate 1500 DataBase has the right to see what we are saying about them. They may ask to do so at any time. When updating information about them, they normally will have at least two chances to comment upon the information and analysis in our files. Companies have a right to professional courtesy, our effort to be independent and impartial, to our best effort to respect their corporate reputation, and to decline to respond to questions.

18. Conflict of Interest: Researchers and associates will disclose any potential conflicts of interest, including relevant share ownership, outside employment activities, or other financial transactions that are, or may reasonably be seen to be, a conflicting behaviour practiced either by them or a co-worker. This includes inappropriate use of e-mail or the internet, unlicensed copying of software, or violation of the privacy of clients or co-workers.

Adopted By the Board 6 June 2003

Annual Sign-Off:

I have read and understood the above document, and agree to respect its spirit and intent in all the actions and activities that I take as an EthicScan Canada employee, associate, or Board member.

Name _____

Address _____

Home Phone (_____) _____

Social Insurance Number _____