

CODE OF CONDUCT AND ETHICS

CJNU believes in conducting its business to the highest standards.

The Code of Conduct and Ethics (Code) assists directors, employees, contract workers, and all volunteers to make the right choices every day. The Code outlines the values of CJNU, and describes a high standard that can be applied to any situation including situations not covered by the Code and by setting specific ethical direction and expectations.

All directors, employees, contract workers, and all volunteers shall acknowledge annually in writing, by signing the Code Declaration form, that they understand this Code and will comply with it.

This Code and the standards and procedures it contains, are designed to promote:

- A respectful workplace;
- Honest and ethical conduct with integrity in all dealings;
- Compliance with the law;
- Financial Stewardship;
- The avoidance of actual or perceived conflicts of interest or, in cases where avoidance is not possible, the appropriate disclosure and the ethical handling of the actual or perceived conflict;
- Prompt reporting of any known, or reasonably suspected, violations of this Code;
- Continuous Improvement; and
- Accountability.

This Code applies to all directors, employees, contract workers, and all volunteers of CJNU. Each is responsible for understanding and adhering to this Code, including co-operating in any investigation of misconduct. Adherence to this Code is a condition of continued employment or association with CJNU. Non-adherence to this Code is not justified even when the non-adherence was directed or requested by any other person.

This Code cannot cover every situation that may arise involving an ethical question or decision. However, the Code sets a standard against which all situations can be assessed. Ask yourself the following questions:

- Does this feel right? Does it make me feel uncomfortable?
- Would I be proud to tell someone what I have decided or done?

- Am I adhering to the letter and spirit of the laws and regulations and contracts that may be involved?

This Code is in addition to the CJNU's other policies, including our Respectful Workplace Discrimination and Harassment Policy.

1. Respectful Workplace

Everyone associated with CJNU has the right to work and associate in a respectful, professional environment free from discrimination, harassment, violence and retaliation. In a respectful workplace all directors, employees, contract workers, and all volunteers will feel valued and respected. The well-being of all is safe guarded, diversity is encouraged and welcomed, it is safe to discuss what is working and not working, inappropriate or disrespectful behaviour is dealt with according to clearly established processes in a timely manner. All directors, employees, contract workers, and all volunteers have a responsibility to play a part in ensuring CJNU's workplace / environment is respectful and to speak up if you have concerns. Refer to CJNU's Respectful Workplace, Discrimination and Harassment Policy for further detail including what constitutes discrimination and harassment.

2. Honest and Ethical Conduct

All directors, employees, contract workers, and all volunteers must act at all times ethically and with honesty and integrity. Integrity is displayed when you demonstrate behaviours and attitudes such as:

- Fairness and honesty in your dealing with others;
- Doing what is right and not what is convenient;
- Admitting when you have made a mistake;
- Speaking up when you recognize something is wrong; and
- Giving a full day's work for a full day's pay.

3. Conflict of Interest

All directors, employees, contract workers, and all volunteers must avoid any actual, potential or perceived conflict of interest. A conflict of interest occurs, or may occur, in any situation where you may have a personal or professional interest different from the interests of CJNU. It is important to place the interests of CJNU before your personal interests.

All directors, employees, contract workers, and all volunteers shall acknowledge annually in writing that they understand this Code and to identify and disclose any potential conflicts.

All directors, employees, contract workers, and all volunteers must immediately advise

the Board Chair or the Chair, Nominating and Governance Committee in writing of any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest, and will not take any action to proceed with that transaction or relationship, unless, and until, that action has been approved by the Board of Directors.

4. Protection of Corporate Assets

All directors, employees, contract workers, and all volunteers must act in a manner that protects CJNU's reputation, assets and resources. All assets and resources of CJNU must be used for legitimate business purposes (incidental non-material personal use is considered a legitimate business purpose).

The obligation to protect CJNU's assets includes proprietary information. Proprietary information includes, without limitation, intellectual property such as trademarks and copyrights, and business marketing and service plans. Unauthorized use or distribution of proprietary information or CJNU's business records (that include personal information about individuals subject to privacy legislation) are violations of this Code. Unauthorized use may result in civil or criminal penalties.

5. Confidentiality of Corporate Information

All directors, employees, contract workers, and all volunteers must maintain the confidentiality of all non-public information relating to CJNU, or provided by others to CJNU (including by its members), except when disclosure is properly authorized by the Board or legally required. The obligation to preserve the confidentiality of non-public information continues even after you cease to be involved with CJNU.

6. Fair Dealing

All directors, employees, contract workers, and all volunteers must deal honestly, ethically, fairly and in good faith with the members, employees, contractors, and volunteers of CJNU and as well with all persons and entities having business dealings with CJNU. In particular, we do not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice. Competitive advantage or profit through unlawful, dishonest or unethical business practices is not how business is conducted at CJNU.

7. Protection and Proper Use of Corporate Opportunities

All directors, employees, contract workers, and all volunteers are prohibited from taking for themselves personally, or directing anyone else, opportunities that are discovered or available by virtue of your position with CJNU or through the use of CJNU's property or information. CJNU's property or information or your position with CJNU may not be

used for your own, or anyone else's, personal gain, or to compete directly or indirectly in any manner with CJNU. A duty is owed to CJNU to advance CJNU's legitimate interests when the opportunity to do so arises.

8. Compliance with Laws, Rules and Regulations

All directors, employees, contract workers, and all volunteers must comply with all applicable laws, rules and regulations in conducting the business of CJNU or acting as a director, employee, contract worker, and/or all volunteer. .

9. Accountability and Compliance

All directors, employees, contract workers, and all volunteers are all accountable for adherence to this Code. Directors, employees, contract workers, and all volunteers who fail to comply with this Code may be subject to disciplinary action, including potential termination of employment or association with CJNU.

10. Whistleblower

All directors, employees, contract workers, and all volunteers are required to report any non-compliance with CJNU's Code, including retaliation for reporting, and any other known, or reasonably suspected, improper conduct or incident in relation to CJNU, including any questionable internal accounting or auditing matters or potential violations of the law (referred to as "improper activity").

11. Reporting of Non-Compliance with the Code

All directors, employees, contract workers, and all volunteers shall promptly report any non-compliance by any person of this Code that becomes known to you. Inappropriate delay in reporting a known, or reasonably suspected, non-compliance in itself may constitute non-compliance with this Code.

12. Reporting Procedures

All directors, employees, contract workers, and all volunteers shall immediately report any improper activity to the Board Chair or the Chair, Nominating and Governance Committee. Including specific details and back-up documentation where feasible will facilitate the investigation.

13. Investigations

CJNU ensures that suitable guidance is available to anyone who receives a report and that appropriate procedures are in place for investigating and tracking reports. CJNU ensures that every report is promptly and thoroughly investigated. The actions taken by CJNU with respect to a particular report will depend upon the nature of the report. The report may be investigated internally by management, by the Board or an appropriate

committee of the Board, or be referred to the police and/or the appropriate regulatory authorities.

All information reported and disclosed during the course of an investigation remains confidential and made available only on a need-to-know basis, except as necessary to conduct the investigation and to take any remedial action, and subject to any applicable law (that can compel disclosure in some circumstances). All directors, employees, contract workers, and all volunteers have a duty to co-operate in the investigation of reports of improper activity.

If, at the conclusion of its investigation, CJNU determines that improper activity has occurred, CJNU will take remedial action commensurate with the severity of the offence. This action may include disciplinary action against the accused party up to and including termination of employment or association with CJNU, and reporting to police and/or regulatory authorities.

The Chair of the Nominating and Governance Committee will report to the Board on reports received and the status of outstanding investigations.

Subject to any legal constraints, CJNU will provide the complainant confidentially, and, in writing with appropriate information about the outcome of any investigation within a reasonable period of time (except in cases where the report was sent anonymously).