



**HUMAN RESOURCES
POLICY MANUAL**

CODE OF CONDUCT

DOC #

HR-PO-32
Rev 1

ISSUED

Sept 8,16

REPLACES

HP-PO-32

1.0 POLICY

1.01 Regulations for the acceptable conduct and behaviour of Staff are necessary for the orderly operation of any business, for the benefit and protection of the rights and safety of employees the company's assets and to ensure customer's receive best possible customer service. Obeying the law, both in letter and spirit, is one of the foundations on which the IPAC Services' ethical policies are built. IPAC Services is committed to conducting its business with honesty and integrity and in compliance with all applicable laws, rules and regulations. Employees are expected to govern their conduct and behaviour in a manner consistent with the guidelines set out herein and what would be reasonably be expected of a staff member in the circumstance.

2.0 PURPOSE

2.01 The purpose of this policy is to provide guidelines, which may be changed from time to time; to promote understanding of what is considered acceptable and unacceptable conduct; and to encourage consistency throughout IPAC Services. This policy is not intended to be exclusive. Further guidance on IPAC's standards in specific areas, will be provided through related corporate policies contained in the Human Resources Policy Manual.

3.0 SCOPE

3.01 This policy applies to all IPAC employees, owner operators and subcontractors herein referred to as "Staff"

4.0 RESPONSIBILITY

4.01 Each Staff member is responsible for observing rules of conduct that are normally accepted as standard in a business enterprise.

4.02 Managers and supervisors should be a role model for these standards by visibly demonstrating support and by counseling Staff promptly when their conduct or behaviour is inconsistent with the intent of this policy.

4.03 Failure by any Staff member to comply with this or any IPAC policy will subject Staff, including supervisors who ignore prohibited conduct of Staff who report to them, or have knowledge of the conduct and fail to correct it, to disciplinary action up to and including termination from employment with the company.

4.04 When in doubt as to the correct action to take, ask the following question:

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"Would I feel comfortable in explaining this action to my family or close friends or seeing my action reported on the front page of the local newspaper?" The company is best served when each employee's answer to this question is an unqualified, "YES."

IPAC Services Staff who have questions regarding business conduct or possible violations, should contact the Human Resources Manager.

5.0 COMPONENTS OF THE CODE OF CONDUCT POLICY

5.01 Conflicts of Interest

- (a) A conflict of interest exists when an individual's private interest improperly interferes or conflicts (or appears to conflict) with the interest of the company.
- (b) A conflict of interest may arise when a company Staff member takes actions or has interests that may make it difficult to perform his or her employment obligations objectively and effectively.
- (c) Conflicts of interest may also arise when a company Staff member or a member of his or her immediate family receives from any person or entity improper personal benefits as a result of the company Staff member's position with the company.
- (d) Loans to, or guarantees of obligations of, company Staff or their family members also create conflicts of interest.
- (e) Conflicts of interest are generally prohibited as a matter of company policy, unless they have been approved by the company in writing.
- (f) All IPAC Services Staff must notify the Human Resources Manager of any actual or potential conflict of interest to receive guidance on how best to resolve the conflict.

5.02 Gifts and Improper Payments

- (a) The purpose of business entertainment and gifts in a commercial setting is to create and maintain good will and sound working relationships. IPAC Services Staff and members of their immediate families are required to use reasonable judgment with respect to receiving gifts from customers or vendors while the Staff member is in a position to influence decision(s) of the company that might affect or appear to affect the outside concern.
- (b) No gift or entertainment should ever be offered, given, provided or accepted by any company Staff member or immediate family member of a company Staff member unless it: (a) is consistent with customary business practices; (b) is not excessive in value; (c) cannot be construed as a bribe or payoff; and (d) does not violate any laws or regulations.

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- (c) All gifts and entertainment from customers or vendors, other than those of \$250.00 or less, must be disclosed to the Human Resources Manager. The company will keep written records of such disclosures filed with the Human Resources Manager. Such reporting, reviewing and record keeping system should serve to prevent an unintended breach of trust.

5.03 **Confidential Information**

- (a) In carrying out the IPAC Services business, Staff members often learn confidential or proprietary information about the company, its customers, prospective customers or other third parties including IPAC Services Staff ("Confidential Information"). IPAC Services Staff members must maintain the confidentiality of all Confidential Information so entrusted to them, except when disclosure is authorized or legally mandated.
- (b) Confidential Information includes, any non-public information concerning the company, including IPAC Services, financial performance, pricing information, results or prospects, and any non-public information provided by a third party with the expectation that the information will be kept confidential and used solely for the business for which it was conveyed. Unauthorized disclosure of Confidential Information is harmful to IPAC Services and its customers or Staff. The Staff understands that such harm cannot solely be rectified by damages obtained in a lawsuit.

5.04 **Intellectual Property**

- (a) Each Staff member hereby agrees to assign and hereby irrevocably assigns to IPAC Services Corporation all rights, titles and interest in and to any work product created in the course of providing the Staff's services to any one or more entity within IPAC Services (the "IPAC IP"). IPAC IP includes anything that is created through the use or knowledge of IPAC Confidential Information or other assets of IPAC Services.
- (b) For the avoidance of doubt, the IPAC IP includes anything that is created through the use or knowledge of IPAC Confidential Information or other assets of IPAC Services or any one of its members. Except as may otherwise be agreed to in writing by the IPAC Services and the Staff, Staff shall retain no rights to use the IPAC IP and agree not to challenge the validity of the IPAC Services' ownership in the IPAC IP.
- (c) Each Staff member hereby irrevocably waives all moral rights that they may have in the IPAC IP or any element thereof.
- (d) The use of any IPAC IP contrary to these terms is against this policy and are grounds for discipline including termination and any and all other legal remedies available to IPAC.

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5.05 **Protection and Proper Use of Company Assets**

- (a) All IPAC Services Staff should protect the company's assets and ensure their efficient use.
- (b) Company assets should be used for legitimate company business purposes only, although minor incidental personal or charitable use is acceptable with prior approval from a manager / supervisor. For example, we support and encourage the use of e-mail and internet services for conducting company business, but have formal standards and policies in order to protect the company from potential abuse and associated risk.
- (c) Any suspected incident or fraud or theft should be reported immediately to an appropriate supervisor or the Human Resources Manager for further investigation.

5.06 **Corporate Opportunities**

- (a) IPAC Services Staff members owe a duty to the company to advance the IPAC Services legitimate business interest when the opportunity to do so arises.
- (b) IPAC Staff are prohibited from taking for themselves (or directing to a third party) a business opportunity that is discovered through the use of IPAC company property, information or position, unless the company has already been offered the opportunity and refused it.
- (c) IPAC staff members are prohibited from using company property, information or position for personal gain or competing with the company, directly or indirectly.

5.07 **Political Involvement**

- (a) IPAC Services observes strict neutrality with regard to political parties and candidates. Neither the IPAC Services name, nor any resources controlled by any of the IPAC Services, shall be used to promote the interests of political parties or candidates. Nothing in this policy restricts or prohibits the personal involvement of Staff with political parties, candidates or activities so long as Company resources including employment time, are not used.

5.08 **Competition and Fair Dealing**

- (a) IPAC Services has a history of succeeding through honest business competition. We seek competitive advantages through superior performance, not through unethical or illegal business practices.
- (b) Each company Staff member should endeavor to respect the rights of and deal fairly with the IPAC Services' customers, vendors, competitors and Staff.

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- (c) No company employee should undertake unfair advantage of anyone through manipulation, concealment, and abuse of privileged information, misrepresentation of material facts or any unfair dealing practice.

5.09 **Fraud**

- (a) In general, fraud is an act committed which, through deceit, falsehood or other such behaviour, either deprives the company of its assets, property or other resources (this includes theft), or causes the company to act to its own detriment or prejudice.
- (b) Fraud may include acts committed with the intent to deceive, involving either misappropriation of company assets, property or other resources or misrepresentations of financial or other information to conceal such misappropriation, by such means as:
- manipulation, falsification or alteration of records or documents,
 - suppression of information, transactions or documents,
 - recording of transactions without substance, or
 - misapplication of accounting principles
- (c) All IPAC Staff shall work in accordance with both the IPAC Services controls established to prevent fraudulent misconduct and all applicable laws, regulations and government guidelines. Staff members are encouraged to report, in writing, any knowledge or suspicion of fraud to their manager, supervisor or the IPAC Human Resources Manager.

5.10 **Investigation and Discipline**

- (a) The responsibility for administering the Code of Conduct Policy (the "Policy"), investigating alleged violations and determining corrective and disciplinary action rests with various groups within the company. The Board of Directors is responsible for maintaining and updating the Policy. Human Resources and the IPAC business units work together as appropriate to promptly handle investigations and recommend corrective and disciplinary actions. Depending on the circumstances, in some cases, the Board of Directors will be responsible to conduct the investigation and determine actions to be taken.
- (b) The company strives to impose discipline for each Policy violation that fits the nature and particular facts of the violation. The company generally will issue warnings or reprimands for less significant, first time offenses. Violations of a more serious nature may result in an action such as suspension without pay or demotion. Termination of employment generally is reserved for serious breaches including conduct such as theft or other violations amounting to a breach of trust, or for cases where Staff has engaged in multiple violations. Terminations may also be appropriate for ethical violations if the IPAC Staff member has had appropriate training and consciously chose to pursue unethical behaviour. Violations of the Policy are not the only basis for disciplinary action. The company has additional guidelines and procedures governing conduct that are outlined in

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the Loss Prevention and Human Resources Manual. Violations of those guidelines, policies and procedures may also result in corrective or disciplinary action.

5.11 **Protection for Persons Reporting Questionable Behaviour**

- (a) Our commitment to promoting the highest ethical standards includes a responsibility to foster an environment that allows IPAC Services Staff to report violations without the fear of retaliation or retribution.
- (b) You will not be disciplined, lose your job, or be retaliated against in any other way for asking questions or voicing concerns about any IPAC Services legal or ethical obligations, as long as you are acting in good faith.
- (c) "Good faith" does not mean that you have to be right – but it does mean that you believe that you are providing truthful information in personal or a bona fide. The important thing is that you bring your question or concern to the company's attention through the available channels including the Human Resources Manager.
- (d) Anyone who files an intentionally false report is or who does so to harm another Staff, in violation of this Policy and is subject to discipline under this Policy.
- (e) IPAC Staff must never be discouraged from using any available channel within the organization. Even simple questioning of a person reporting a violation can lead to unintentional retaliation, as it may make that person feel that he or she did something wrong by choosing one method over another.
- (f) Any person reporting a violation under this Policy must be able to choose whichever method they are most comfortable with to communicate their concern to the company.
- (g) Any IPAC Staff member who retaliates against another company Staff member for reporting known or suspected violations of our legal or ethical obligations will be in violation of this Policy and subject to disciplinary action, up to including dismissal. Retaliation may also be a violation of the law, and as such, could subject both the individual offender and the company to legal liability.
- (h) Additional questions about retaliation should be addressed to the IPAC Human Resources Manager.

6.0 **ATTACHMENTS**

Attachment A – Code of Conduct Policy Acknowledgement and Agreement

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Attachment A

Code of Conduct Acknowledgement and Agreement

Original for Staff Member File

Acknowledgement

I have read, understand and accept the policies described in the IPAC Code of Conduct Policy.

Employee Name (Printed)

Date

Employee Signature

HR Representative (Printed)

Date

HR Rep Signature