



Canada Inforoute
Health Santé
Infoway du Canada

Code of Business Conduct

September 2008

CODE OF BUSINESS CONDUCT

Updated September 2008

CANADA HEALTH INFOWAY INC.

Acknowledgement

**The *Infoway* Code of Business Conduct
gained approval by the *Infoway* Board of Directors meeting
held September 21 – 22, 2005**

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CANADA HEALTH INFOWAY'S ("Infoway's") CODE OF BUSINESS CONDUCT

Our Commitment

At *Infoway*, we are committed to conducting ourselves with honesty and integrity, and in a manner that meets the highest standards of professional conduct in everything we do.

We take our responsibility towards our employees, contractors, stakeholders and members of the Board of Directors, Board Committee members and the public, very seriously.

Infoway's Code of Business Conduct aims to achieve the following objectives:

- Demonstrate to our stakeholders and the public that *Infoway* conducts itself in an ethical manner and in compliance with applicable laws;
- Incorporate *Infoway's* values of respect and leadership, and standards of business conduct;
- Set out *Infoway's* procedures for reporting conflicts of interest and other issues relating to the Code; and
- Promote principles of respect and fairness in the workplace and in our dealings.

Applicability

Infoway's Code of Business Conduct applies to employees, contractors, members of its Board of Directors and Board Committee members. It is your responsibility to become familiar with *Infoway's Code of Business Conduct*, to ask for guidance when necessary, and to report violations of *Infoway's Code of Business Conduct*.

Accountability

Since it is critical that the trust of our stakeholders is maintained, compliance with the *Code of Business Conduct* is mandatory. It is important that you understand *Infoway's Code of Business Conduct* and that you apply its principles to business situations and relationships you encounter in your work.

Infoway's Code of Business Conduct does not describe, or provide guidance on, every circumstance you might encounter in your work. Instead, it sets the standards that *Infoway* expects you to meet or exceed in your business dealings. You are expected to understand and comply with all applicable legal and regulatory requirements and to use your best judgement and common sense, in complying with both the spirit, as well as the written words, of *Infoway's Code of Business Conduct*, its policies and guidelines.

It is relatively easy to determine how to apply *Infoway's Code of Business Conduct* to most business situations and relationships; however, some business situations and relationships may be more complex.

If you encounter a situation for which *Infoway's Code of Business Conduct* does not provide specific guidance, asking yourself the following questions may help you determine how to apply *Infoway's Code of Business Conduct*. You should be able to answer "Yes" to all these questions.

- Is this fair and ethical?
- Is this legal?
- Am I confident that *Infoway* would not be embarrassed if this situation became public knowledge?
- In the eyes of the stakeholder(s), would this be acceptable?
- Does it comply with both the letter and spirit of our standards and policies?

Getting more information about how to apply *Infoway's Code of Business Conduct*

If you are unsure how to apply *Infoway's Code of Business Conduct* in a particular situation, please discuss the matter with your leader. If you would like more information on *Infoway's Code of Business Conduct*, please contact Human Resources.

Annual compliance acknowledgement

Each year, you will be required to affirm your commitment to adhere to *Infoway's Code of Business Conduct*, and to acknowledge that you have respected its terms.

Contravention of *Inforoute's Code of Business Conduct*

Inforoute engages in business activities that are based on trust. Our continued success depends on maintaining our credibility and integrity. For this reason, violations of *Inforoute's Code of Business Conduct* will be treated seriously and could result in disciplinary action, which may include termination of the employment or contractual relationship. In addition, if any breach of *Inforoute's Code of Business Conduct* violates the law, civil or criminal proceedings may be initiated by appropriate parties.

What to do if you have contravened the *Code of Business Conduct*

If you believe you may have contravened *Inforoute's Code of Business Conduct*, you are required to advise your manager and/or the Director, Human Resources. If you are a Board Member or Member of a Board Committee, you should advise the Chair of the Board or the Chair of the Governance Committee.

What to do if you know or suspect that someone else has contravened the *Code of Business Conduct*

Inforoute has established a reporting procedure respecting any:

- breach or suspected breach of *Inforoute's Code of Business Conduct*, any supplemental rules of conduct or any of *Inforoute's* policies, procedures and guidelines;
- concerns regarding potential questionable accounting or auditing matters;
- situation where you feel you are being coerced or pressured into violating the law or your ethical responsibilities; or
- other breaches of business ethics or legal or regulatory requirements.

If you believe that any of these circumstances has arisen, you should report it immediately, either verbally or in writing, to your leader or the Corporate Human Resources Executive or other executive officer. If the breach involves senior officers of *Inforoute* and/or Board members, you may escalate it to the Chair of the Governance Committee or the Chair of the Board. Your identity in any follow-up discussions or enquiries will be kept in confidence to the extent appropriate or permitted by law. Employees are strongly encouraged to identify themselves in their written reports as this facilitates the investigation process as well as the implementation of corrective measures.

A mischievous or malicious allegation of a breach of *Inforoute's Code of Business Conduct* will, itself, constitute a breach of *Inforoute's Code of Business Conduct*. Any reprisal, retaliation or disciplinary action against any person for reporting in good faith an alleged breach of *Inforoute's Code of Business Conduct* is prohibited.

Other Applicable Policies, Rules, Codes, etc.

Because of your specific position within *Infoway* or your professional background, you may be required to comply with other rules or codes of conduct and/or policies in addition to those set out in *Infoway's Code of Business Conduct*, including the following:

- Specific rules of conduct relating to specific activities or business units within *Infoway*, such as *Infoway's* internal procurement policy and guidelines, signing authorities, etc;
- Codes of professional conduct by virtue of your professional affiliations; and
- *Infoway* policies governing specific situations you may encounter in your work.

Some sections of *Infoway's Code of Business Conduct* list certain relevant policies that may apply to you. For example, only those individuals specified by resolution of the Board of Directors of *Infoway* are authorized to sign contracts on behalf of *Infoway* or to otherwise legally bind it. Any individuals concluding a contract or transaction on behalf of *Infoway* must be fully familiar with all of the details of the contract/transaction as he/she will be fully accountable and responsible for all financial and business repercussions as a result of such action.

If you have any questions about whether a policy or other code applies to you, please contact your leader and/or the Corporate Human Resources Executive.

If complying with *Infoway's Code of Business Conduct* and/or any other rules of conduct described above creates any conflict for you, please report that conflict to your leader and/or to the Corporate Human Resources Executive or, as applicable, to the Chair of the Board or the Chair of the Governance Committee.

Ethics and Compliance with the Law

You are required to comply both with the letter of and the spirit of all laws, rules and regulations applicable to your *Infoway*-related activities. It is your responsibility to ensure that you understand the laws, rules and regulations that affect you or are relevant to your particular job or position. In all circumstances you are equally required, in the course of your business dealings, to act in an ethical manner.

Our Work Environment

We are committed to fairness in the workplace and recognize that a diverse workforce allows us to serve our stakeholders most effectively. We will not tolerate any unlawful discrimination, harassment or violence in the workplace. Specifically, you may not discriminate against co-workers, clients or anyone else you encounter in the course of your work on the basis of their race, religion, sex, sexual orientation, national origin, citizenship, creed, age, marital or family status or disability. You must not engage in threatening, intimidating or violent acts against co-workers, clients or anyone else you encounter in your work. Sexual, psychological or other harassment, or offensive behaviour such as verbal abuse, unnecessary physical contact or unwelcome comments, are also prohibited. These violations of *Infoway's Code of Business Conduct*, or any similar violation of applicable law, rules or regulations, may result in disciplinary action, termination of employment or contract and, if applicable, civil or criminal proceedings.

Health and Safety

We are committed to taking reasonable precautions to provide a healthy and safe work environment for all employees and others working at and for *Infoway*.

If you become aware of circumstances relating to *Infoway's* operations or activities which pose a potential or real health or safety risk, please report the matter to your leader or a member of the Health and Safety Committee.

Protection of the Environment

We are committed to conserving resources in our business operations. You should use your best efforts to make efficient use of resources and to reduce, re-use and recycle supplies and materials, wherever practical.

FOR ADDITIONAL GUIDANCE, please refer to Infoway's Policies and Guidelines.

Gifts, Benefits or Favours and Other Payments

It is possible that you may be offered gifts and business courtesies in the course of your work. In limited circumstances, you may accept them. In each case, you should consider the value of the gift or of the benefit and the circumstances in which it is offered.

Generally, you should not accept gifts, benefits or favours or other payments that could in any way influence or appear to influence your business decisions. You should not continually accept gifts from one source, even if they are only of nominal value. You may not engage in any unlawful conduct that could be perceived as directly or indirectly seeking, receiving or providing a bribe, kickback or any improper payment.

The Vice-President or equivalent may approve acceptance of gift, benefit or favour or other payments, on a case-by-case basis, if it is decided that the benefits to the

organization outweigh the potential or perceived appearance of a conflict of interest.

FOR ADDITIONAL GUIDANCE, please refer to *Infoway's Hospitality and Gifts Policy* or contact your leader or the Corporate Human Resources Executive.

Benefits from Suppliers and Clients

You must ensure that you are independent and seen to be independent from any business organization that has a contractual relationship to provide goods or services to *Infoway*. For this reason, you should not invest or acquire a financial interest directly or indirectly in any organization if that might influence or create the impression of influencing your decisions on behalf of *Infoway*.

Unless specifically provided under the terms of your employment or contractual engagement you may not receive any compensation (including in kind) related to any business transaction.

Serving as a Director or Participating in Outside Employment and Activities

You are to avoid any business activity, outside employment or professional service that competes with *Infoway* or conflicts with the interests of *Infoway*. Serving on the Board of Directors of another company or organization could create a conflict of interest. For this reason, before you accept a Board directorship you are required to obtain prior written approval of the President (or in the case of the President, the Chair of the Governance Committee).

FOR ADDITIONAL GUIDANCE, please refer to *Infoway's Conflict of Interest Policy*.

Use of Corporate Assets and Protection of Confidential Information

Protecting Confidential Information

Information relating to *Infoway* must be treated as confidential until that information has been publicly disclosed by press release or is otherwise generally available to the public.

You may not disclose confidential information, except as required by law or as approved in advance by the appropriate manager, to anyone outside *Infoway*, including family and friends. This applies even after you have left *Infoway's* employment or your contract has ended. Also, you may not disclose confidential information to *Infoway* colleagues unless they need to know the information to carry out their work-related duties.

You are equally responsible for protecting confidential information of third parties against disclosure, theft, loss, authorized access, destruction, or misuse.

Using Technology Appropriately

The Internet, our intranet and e-mail are increasingly important business resources and provide unprecedented access to information. However, it is possible that this technology may be abused.

Infoway's electronic communications systems are *Infoway's* property and should be used primarily for *Infoway's* business purposes. Incidental appropriate personal use is permitted provided it does not interfere with your business activity or *Infoway's* business applications.

FOR ADDITIONAL GUIDANCE, please refer to *Infoway's Electronic Communications, and Privacy Policies*, or contact the Information Management and Technology Department (IMT).

Using *Infoway* Assets Appropriately

You may only use *Infoway's* assets for officially approved activities. You are required to exercise good judgement in the use of *Infoway's* funds. You must also take reasonable steps to protect assets owned by or entrusted to *Infoway* against loss, theft, damage, and misuse.

You are required to follow internal policies and procedures for handling and protecting *Infoway's* assets.

FOR ADDITIONAL GUIDANCE, please refer to *Infoway's Intellectual Property and Privacy Policies*.

Accuracy of Books and Records

Infoway is required to maintain accurate and reliable records to meet its legal and financial obligations and to manage its affairs. *Infoway's* books and records should reflect accurately all business transactions. Undisclosed or unrecorded expenses, assets or liabilities are prohibited.

If you are responsible for accounting or record-keeping, you must be diligent in complying with the appropriate accounting policies and practices and any other policies and practices. You may never conceal nor falsify any document or record. Records must be maintained in accordance with applicable legal and regulatory requirements.

Maintaining Privacy

Respect for privacy is necessary to build and maintain trust for sustaining strong business relationships. You are required to keep confidential any non-public information that you have access to, directly or indirectly, in the course of your work.

When you collect, use or disclose personal information you may do so only with the knowledge and permission of the person to whom the information relates, unless otherwise permitted by law.

Unless permitted by law, personal information may only be used for the purposes for which it was originally collected or as authorized by the person to whom such information concerns (or his/her authorized representative). Access to personal information within *Infoway* is restricted to those employees and other representatives who have a legitimate business reason to access it and who have assumed the appropriate confidentiality undertakings.

FOR ADDITIONAL GUIDANCE, please refer to Infoway's Electronic Communications, and Privacy Policies.

Dealing with External Parties

Acting Fairly and Professionally

Our reputation is built upon the manner in which we interact on a daily basis with our stakeholders and the public. You can enhance the value of *Infoway* by meeting the highest standards of professional conduct. We do not tolerate unfair business practices.

FOR ADDITIONAL GUIDANCE, please contact your leader or the Corporate Human Resources Executive.

Engaging in Political or Charitable Activities

Infoway's funds, goods or services must not be used as contributions to, or for the benefit of political parties or their candidates.

Infoway has guidelines to deal with charitable and philanthropic contributions. Please direct any such request to the Corporate Human Resources Executive.

Communicating with Others

Public Communications

Infoway aims to provide complete, accurate, fair, understandable and timely public communications to its stakeholders, clients and the public. A prompt, courteous and accurate response should be provided with respect to all proper requests for information.

Any complaints should be dealt with in accordance with internal procedures established by various operating departments of *Infoway* and in accordance with any applicable laws.

Accuracy of Public Disclosures

As a federally funded corporation, *Infoway* is required to make available to the public certain information including financial statements, annual reports, etc. *Infoway* has established internal processes so that any information required to be disclosed under applicable laws, rules and regulations is accurately recorded and reported in a timely basis. Furthermore, *Infoway* has policies in place that ensure that material and information is distributed to the public in an accurate and consistent manner.

If you are involved in providing or communicating this type of information, you must ensure that these objectives are achieved with respect to the information for which you are responsible.

Should you receive any requests for information about *Infoway* that is not generally available to the public, you must direct such inquiry to your manager or designated official. If you have any concerns about any aspect of *Infoway's* financial disclosures or receive a request for non-public financial information, please contact the CFO. For requests regarding privacy, please contact the Chief Privacy Strategist.

FOR ADDITIONAL GUIDANCE, please refer to *Infoway's Confidentiality of Information and Electronic Communications Policies*.

Media Communications

In addition to everyday communications with outside persons and organizations, *Inforoute* will, on occasion, receive requests to express its views to the media.

As a general rule, senior management and designated officials of the Corporate Affairs department will respond to questions about *Inforoute's* positions on public policy or industry issues. You should immediately contact the designated official if the media approaches you.

In order to ensure consistency of corporate messages, texts of articles for publication, public speeches and references to *Inforoute* should be reviewed in advance with the Corporate Affairs department.

FOR ADDITIONAL GUIDANCE, please contact the Director, Corporate Communications and/or Vice President, Corporate Affairs.

Participation (Industry Groups, Associations, Professional Memberships, etc.)

Inforoute supports membership in organizations such as trade, professional and industry associations with the objective of sharing best practices. Exchanging information about industry issues with representatives of other institutions may help you in the course of your work and improve the overall effectiveness of the health care and other sectors.

Representing *Inforoute*

If you are appointed to represent *Inforoute* in an association or other organization or are a member of a professional association, you are required to protect *Inforoute's* confidential information as well as those of third parties. Any discussions you have should not result in any party having a competitive advantage nor should it impair or be perceived to impair the ability of *Inforoute* to exercise an independent business judgement.

FOR ADDITIONAL GUIDANCE, please contact your leader.

Individual and Corporate Responsibilities

The *Inforoute Code of Business Conduct* requires an important commitment from you. If you know or suspect that someone may have contravened the Code, you should notify one of the following: the Corporate Human Resources Executive; the General Counsel; your leader or the Vice President of your business unit; or, as applicable, the Chair of the Board or the Chair of the Governance Committee.

Inforoute will make reasonable efforts to keep reports of breach or violation confidential and ensure against retaliation for reports made in good faith.