

Code Of Ethics and Rules of Professional Conduct

To be a trusted partner in health and wellness



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PREAMBLE

Blue Cross is very proud of its reputation for excellence and its integrity. It has been a long-standing leader in its industry thanks to the involvement of all its employees.

The *Code of Ethics and Rules of Professional Conduct* (hereinafter “the Code”) was drafted to guide employees in their efforts to maintain a relationship of trust with customers, suppliers, partners and coworkers. The Code is based on the values and policies that have contributed to the Company’s success and that have helped build its reputation since its creation.

Several other policies and guidelines specific to the Company are not mentioned in the Code. Employees may access the Company’s policies at any time by visiting our intranet site. It is the duty of every employee to know and comply with all of the Company’s policies which complement and enhance the Code.

The Code is founded on principles taken from the best practices in governance.

As it is impossible to make provisions for every situation that the employees may have to face in the course of their duties, it is their responsibility to communicate with their manager or Human Resources Management for any related issues.

Our organization, through this Code, intended for all employees, promotes writing processes that allow for the equitable representation of all the people who, in their diversity, make up our organization, whether they identify with the male or female gender or with no gender.

PRINCIPLES OF ETHICS AND PROFESSIONAL CONDUCT

1. Introduction

1.1 The Company’s values

The Company has four fundamental values on which the Code is essentially based:

- **Commitment to customers**
Give your best to deliver the Blue Cross Promise and build customer loyalty.
- **Excellence**
Strive to meet customer needs in every situation.
- **Caring**
Establish lasting relationships with our customers, employees, partners and the community by looking after their well-being.
- **Collaboration**
Working and succeeding together.

These values, on which our performance management program is based, serve as a guide to all employees; they are aimed at creating a peaceful work environment and ensuring that our clients receive superior customer service.

1.2 Fair treatment of customers

The Company values the fair treatment of customers by developing and marketing products and services tailored to their needs.

Employees must provide customers with accurate and clear information to enable them to make the right decisions. They must not favour one customer at the expense of another customer. Claims are processed according to the Company's procedures and standards.

The Company and its employees must promote open competition and must not share with competitors information about rates, promotions or other confidential business information that may suggest collusion. Employees must refrain from criticizing a competitor.

Advertising and documentation must describe products and services without exaggeration and avoid statements that are false or misleading.

Disagreements with customers must be resolved fairly and customers must be informed of their right to complain.

1.3 Scope

The Code is geared towards the following persons in the framework of their duties within the Company:

- Management and employees of the Company
- Independent suppliers who provide the Company with services in regard to its professional operations
- All other persons whose work falls under the responsibility or control of the Company's management

The term "employee," as used in the Code, includes all the persons indicated above.

2. Compliance with laws, internal policies and the Code

The Company's operations are governed by complex laws and regulations that may be amended at any time.

It is incumbent on all employees to have thorough knowledge of the laws and regulations that apply to their role within the Company. They must comply with the Company's policies and the Code. Should an employee not understand any of the policies or any sections of the Code, such employee must contact their manager or Human Resources Management for further information.

All unlawful acts are liable to criminal prosecution in addition to the sanctions established by the Company.

3. Discretion and confidentiality

3.1 Information regarding Company employees

The Company keeps a record for each of its employees. The record contains all of the employee's personal and professional information.

Only authorized persons (Human Resources Management, Payroll Department, the employee concerned and any other person or organization authorized by the employee) have access to employee records. Managers who wish to consult one of their employees' records will have access only to administrative information.

3.2 Information regarding the Company's customers

All employees must treat customer information confidentially.

The employee agrees to comply with the following:

- The policyholder is entitled to confidentiality in the processing of any information pertaining to such policyholder.
- Information provided by a policyholder cannot be transmitted to a third party without the consent of the policyholder, unless such information is required by law or by order of a court, is of common knowledge or has been authorized in writing by the client.
- The information must remain accessible only to those responsible for the file.
- The Company must take all the necessary steps to protect such confidential information.
- Confidential information on a policyholder cannot, under any circumstance, be used for any personal gain whatsoever.

As set out in the Policy on the Protection of Personal Information of Insured Persons, the employee is required to sign the agreement regarding the protection of confidential information as of the first day of work.

3.3 Information regarding the Company's operations

All projects, business operations, information or other Company data must be treated in a confidential manner. Employees are prohibited from disclosing information regarding these matters to any person outside the Company, unless legally required to do so. The purpose of this point is to ensure that the Company is not placed in an awkward position with regard to the competition and to ensure that its reputation is not jeopardized.

The employee undertakes not to disclose, reproduce, send or use, directly or indirectly, for their own benefit or for the benefit of a third party, any information, data and document that are not available or known to the general public or competitors, related directly or indirectly to the services rendered by the employee within the Company and which are the property of the Company, including, without limiting the generality of the foregoing, any financial information, technical information and information regarding security, inventions, discoveries, operations, financial management, sales, commercial agreements, technology, technical and manufacturing processes, equipment, customers, suppliers or human resources.

4. Conflicts of interest

4.1 Definition of conflict of interest

A conflict of interest occurs when an employee is required to carry out their duties and has personal interests that conflict with the conduct of the duties as required by the Company or by a customer.

The employee shall never put their personal interests or those of another party (i.e., a spouse, friend, family member, business partner, coworker or any other person) ahead of the Company's or customer's interests.

It is every employee's responsibility to inform their manager in the event a situation opposes their personal interests with those of the Company or of a customer.

4.2 Acceptance of gifts and gratuities

Gifts and/or gratuities may be seen as a form of conflict of interest since the donor might be hoping to influence our judgment or receive something in return.

For example, an employee cannot accept plane tickets, accommodation services, discounts or commissions, gifts of cash, gift cards or gift certificates with a monetary value from another party.

Employees cannot accept gifts or gratuities of a repetitive nature. Employees cannot accept gifts or gratuities that violate the law or that are offered as a form of bribery.

However, employees can accept gifts or gratuities with a nominal or symbolic value from customers or vendors. In case of doubt, employees should refer the case to their manager who can assess the situation.

When an employee accepts a gift or gratuity, they must ensure that the gesture will not prevent them from remaining objective in the conduct of their duties. The employee must also ensure that they avoid any situations that may be deemed a conflict of interest or that would jeopardize the Company's integrity.

Participation in events associated with professional activities, such as occasional lunches or other meals, is a normal and permissible practice. Employees must ensure that participation in such activities is relevant and that the value and frequency are not excessive.

It is the employee's responsibility to inform their manager of any gift or gratuity received in the conduct of their duties that could result in a conflict of interest.

4.3 Solicitation and sponsorship

The Company expects all employees to behave in a conscientious and respectful manner toward all customers and suppliers.

In this vein, employees may not approach a customer, supplier or potential supplier for a sponsorship without formal approval from Senior Management.

4.4 External activities

The Company encourages its employees to become involved in different social activities and capitalize on any opportunities for development that may be offered, provided the latter are compatible with their duties within the Company.

An employee must not participate in activities outside of their regular working hours that have a negative impact on their professional performance, the Company's reputation or the Company's relationship with its customers and suppliers. In addition, an employee may not take on a second job or perform any type of remunerated work if it conflicts with their position within the Company.

Upon taking office, as well as annually, employees must fill out a declaration form and indicate thereon any kind of external activity. Moreover, employees are obligated to immediately advise Human Resources Management of any new activity or remunerated work performed outside the Company.

It is up to the Company to determine whether external activities occupied by employees are in conformity with the Code. In case of any doubt, employees should consult with the Company prior to engaging in an external activity or accepting a second job or any type of remunerated work.

4.5 Other examples of conflict of interest

- Taking advantage of confidential information obtained in the course of their duties for personal use or for the benefit of a third party
- Engaging in any activity that may be directly or indirectly competitive with Blue Cross
- Maintaining a consultative or employer-employee relationship with a customer, broker, service provider or consultant

A conflict of interest may also be any situation that may or could compromise an employee's independence and impartiality in the performance of their duties at Blue Cross and affect their judgment or integrity towards Blue Cross.

5. Respect for the Company's property and resources

In a bid to protect the property and resources it provides its employees, the Company has issued the Information Security Policy, with which all employees must comply. This policy applies to all material, financial and intellectual property and resources.

Employees must use all the Company's material resources in a manner that is safe for the employee as well as their coworkers and work environment. The resources are not for personal use or resale.

If an employee becomes aware that the Company's property or resources have been lost, damaged, stolen or used for fraudulent or inappropriate purposes, they must inform their manager, IT Department or Human Resources Management.

If an employee is required to use Company funds, they are responsible for ensuring that the Company receives the appropriate value for the expenses. The Company expects all employees who carry out accounting and consignment duties to comply fully with the appropriate practices.

Last, all information provided to employees is also the property of the Company. Thus, any employee who has access to the computer systems as well as customer and supplier records is responsible for confidential information. It is the employee's duty to keep such information confidential and to ensure that information pertaining to employees, customers and suppliers is treated with integrity.

6. Use of communications systems

The Company is the exclusive owner of its communications systems. Employees must use these properties, such as offices, meeting rooms, personal computers, personal digital assistants, software, all items protected by copyright, recorded information, telephony services, mobile phones, Internet and network services exclusively in the conduct of the Company's business operations.

All employees with access to the Company's IT resources (including but not limited to software, electronic mail, Internet, personal digital assistants, mobile phones and file servers) are custodians of organizational communication and, in this capacity, are responsible for the safe and secure management of such information and IT systems and resources. All employees must comply with the Company's policy on technology and information security as well as respect all applicable laws and regulations when using the Company's resources.

All employees have access to the communications systems for professional use only.

Employees are prohibited from transmitting confidential material or information belonging to the Company via the communications systems unless it is done in the conduct of their duties. The Company reserves the right to access, verify and review access to all communications systems as well as the various Internet sites at all times, at its discretion and without notification.

All forms of communication issued by an employee on behalf of the Company must comply with the Company's values and policies as well as the Code.

No employee may use the communications systems for personal business or for unlawful activities.

Last, no employee may give a person who is not employed by the Company access to the communications systems without prior and appropriate authorization.

7. Compliance with codes of professional conduct

A code of professional conduct outlines the rights and duties of a profession. It clearly states the conduct expected of any person who practises that profession.

Employees may belong to an order or an association depending on their field of expertise. Where applicable, employees must comply with the present Code as well as the code of their profession.

In the event a rule in a code of professional conduct conflicts with the Code, it is incumbent upon the employee to inform their manager or Human Resources Management.

Finally, employees who cease to belong to a professional order or who are subject to sanctions by their professional order must immediately notify Human Resources Management.

8. Communication with the media

8.1 Communication with the media

Only the President and persons duly authorized to do so may express an opinion in the media or issue a news release on any subject pertaining to the Company.

No employee is authorized to speak to the media on behalf of the Company or make any official statements regarding the Company.

If contacted by a media representative to discuss any issues relating to the Company, employees must refer the request to the external communications manager, the President or other authorized person.

8.2 Personal or professional use of social media

The employee's online activity on social media may adversely affect the reputation of the Company, whether such activity takes place during or outside their work hours, on equipment provided by the Company or on the employee's personal computer or mobile device.

For this reason, employees must be careful about what they post and share on social media in order to protect and promote the reputation of the Company in a responsible manner. To do so, employees have a duty to comply with the instructions set out in the Policy on the Use of Social Media, which apply to both personal and professional social media presence.

9. Involvement in political or public life

Employees are free to participate in political or public activities outside their work hours. However, all employees participating in political or public events must do so in their own name and not on behalf of the Company.

It is therefore the employees' responsibility to ensure that, during their involvement in such events, they do not jeopardize the Company's reputation.

Employees cannot use the communications systems for personal business or for activities of a political nature.

10. Rules applicable upon termination of employment or at the end of a mandate

While employed by the Company, employees must comply with the rules of the Code. The same applies upon termination of employment or at the end of a mandate; the employee's duty of loyalty still remains.

It is therefore the duty of all former employees to respect and protect the confidential information they had access to in the conduct of their duties.

11. Rules governing the application of the Code

11.1 Expectations of the Company

The Company's Ethics Committee has approved the Code and is in charge of revising it annually and ensuring that it is respected.

Where required, it may be reviewed and amended to ensure it complies with the Company's expectations.

The Company issues each employee with a copy of the Code. It ensures that employees are familiar with and understand the contents of the Code. Employees can consult their immediate superior or Human Resources Management with any questions regarding the Code's interpretation or relative application.

11.2 Disclosure of wrongdoing, fraud, or irregularity

Any employee who witnesses a violation of the Code must report it.

They can refer to the Appliance Branch or the Internal Audit or use an external firm whose services have been retained by the Company to ensure anonymity if desired. It is possible to contact this firm through its website, email or phone:

Mail:
croixbleuecanassistance@integritycounts.ca

Phone: 1-866-921-6714

Website:
www.integritycounts.ca/org/croixbleuecanassistance

Information must be relevant and specific enough to justify an investigation should the Company deem it necessary to do so.

The Company undertakes to maintain adequate procedures to ensure the confidential handling of any complaints. An employee can file a complaint without fear of reprisal as long as the information was disclosed in good faith.

Following a full investigation, including the statements of any and all concerned employees, sanctions corresponding to the gravity and consequences of the Code violations may be imposed.

Any failure to comply with this Code may, depending on the circumstances, be grounds for warning, a shift in responsibilities, suspension or dismissal without prior notice, or result in civil or criminal penalties.

Here are a few examples of actions that may be reported:

- Claiming a reimbursement for inappropriate or exaggerated expenses or submitting false expense reports
- The falsification of file information (customer files, accounting records, etc.)
- Fraud or theft
- Intentionally concealing or misrepresenting important facts or data
- Misappropriation of funds
- Accepting bribes
- Unlawful use of Company property
- Conflicts of interest or collusion
- Paying for goods or services that were not provided
- Any other serious concerns regarding misappropriation, fraud, collusion or corruption within the Company

11.3 Standards governing the issuance of the Code and required signatures

All new employees will receive a copy of the Code at the start of their employment. They must read and sign the form stipulating that they agree to follow the Code and comply with it (see Appendix A – Certification upon Assumption of Duties).

All employees are required to sign Appendix B (Annual Declaration) as part of the Code once a year. This document stipulates that the employee has fully complied with all clauses of the Code in the previous year and that they have not had any conflicts of interest with any party and whether they perform any type of remunerated work outside of the Company. It also stipulates that the employee agrees to comply with the Code in the future.

11.4 Monitoring the Code's application

Any deviation from the Code shall be brought to the attention of the Ethics Committee without delay. A report showing how the Code has been applied will be submitted to the Board of Directors annually.

CONCLUSION

The purpose of the Code is to establish guidelines for the employees. These guidelines are based on the Company's values and policies. Their primary objective is to maintain the Company's integrity and fairness with its customers, suppliers and employees.

The Company is responsible for ensuring that all its employees are aware of the Code and that it is fully respected

APPENDIX A – CERTIFICATION UPON ASSUMPTION OF DUTIES

First name: _____

Last name: _____

Position: _____

Department: _____

I certify that I have read the Blue Cross Code of Ethics and Rules of Professional Conduct (hereinafter “the Code”) and that I understand the contents. I confirm that I understand the Code can be found on the Intranet and the Blue Cross website.

I agree to comply with this Code and any amendments that may be made to it. I understand that sanctions may be imposed should I breach any of the guidelines contained herein.

I declare the following situations that may be deemed a conflict of interest:

I declare that I occupy a job outside the Company and the following external activities:

Position occupied or work performed: _____

Name of the company or organization: _____

Start Date: _____

Number of hours per week: _____

I declare that I:

- Have disclosed any potential conflicts of interest
- Have disclosed any job or professional activity outside the Company
- Have disclosed any other activity that could affect the Company’s reputation

Furthermore, I understand that I will have to continue to respect the Discretion and Confidentiality section of the Code even after my employment with the Company has ended.

Employee’s Signature

Date

APPENDIX B – ANNUAL DECLARATION

First name: _____

Last name: _____

Position: _____

Department: _____

I declare that I have reviewed the Blue Cross Code of Ethics and Rules of Professional Conduct (hereinafter “the Code”) and have complied with it in the past year.

I declare the following situations that may be deemed a conflict of interest:

I declare that I occupy a job outside the Company and the following external activities:

Position occupied or work performed: _____

Name of the company or organization: _____

Start Date: _____

Number of hours per week: _____

I declare that I:

- Have disclosed any real or potential conflicts of interest
- Have disclosed any job or professional activity outside the Company
- Have disclosed any other activity that could affect the Company’s reputation

I acknowledge that I am required to continue to abide by the standards of the Code in force for the duration of my employment with the Company.

Should my employment be terminated, it will also be my duty to respect the section *Discretion and Confidentiality* expressed in the Code.

Employee’s Signature

Date