



Code of ethics and rules of professional conduct

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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 clients, suppliers, partners and other employees. 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 the Human Resources management for any related issues.

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:

- **Respect**

Blue Cross team members respect others.

- **Quality**

Blue Cross team members are responsible for the quality of our products and services.

- **Empathy**

Blue Cross team members are reassuring and attentive.

- **Professionalism**

Blue Cross team members are recognized as experts in their field.

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 services.

1.2. 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 the services in regard to its professional operations;
- ❑ All other persons whose work falls under the responsibility or control of the Company's management;
- ❑ The members of the board of directors.

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 his/her manager or the 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 (the 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 employee's records will have access only to administrative information.

3.2. Information regarding the Company's clients

All employees must treat client 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 circumstances 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 undertaking 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 his own benefit or for the benefit of any 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, clients, 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 his/her duties and has personal interests that conflict with the conduct of the duties as required by the Company.

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

It is every employee's responsibility to inform his/her manager in the event a situation opposes his/her personal interests with those of the Company.

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 clients 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, he/she must ensure that the gesture will not prevent him/her from remaining objective in the conduct of his/her duties. The employee must also ensure that he/she avoids 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 his/her manager of any gift or gratuity received in the conduct of his/her 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 clients and suppliers.

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

4.4. External professional activities

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

However, employees must not participate in external activities that have a negative impact on their professional performance, the Company's reputation or the Company's relationship with its clients and suppliers.

In addition, employees 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 remunerated work performed. Moreover, employees are obligated to immediately advise the Human Resources management of any job or remunerated work performed outside the Company.

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

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 his/her colleagues 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, he/she must inform his/her manager, the IT department or the Human Resources management.

If an employee is required to use Company funds, he/she is 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 client 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, clients 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, the 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, the 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 is in conflict with the Code, it is incumbent upon the employee to inform his/her manager or the 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 the 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 employee's responsibility to ensure that, during his/her involvement in such events, he/she does 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 to his/her manager or Human Resources management or, if the employee prefers, he/she can report the information to the Compliance Branch and the Internal Audit by visiting the following link:

<https://soumission.qc.croixbleue.ca/report-online-fraud>

Information can be disclosed anonymously; however, the 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 the present 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;
- And 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 subscribe to the Code and agree to comply with it (see Appendix A – *Certification upon Assumption of Duties*).

All employees are required to sign Appendix B (*Annual Declaration*) to 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 he/she has not had any conflicts of interest with any party and whether he/she performs 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 deviations 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.

Company's integrity and fairness with its clients, suppliers and employees.

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

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



APPENDIX A

CERTIFICATION UPON ASSUMPTION OF DUTIES

First name: _____

Last name: _____

Position: _____

Department: _____

I hereby confirm that I received a copy of the Blue Cross Code of Ethics and Rules of Professional Conduct (hereinafter "the Code") when I assumed my duties. I certify that I have read the Code and that I understand the contents. I agree to comply with the 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 that I:

- Have disclosed any potential conflicts of interest
- Am not in a situation that may be deemed a conflict of interest
- Do not occupy a job and do not perform remunerated work outside the Company
- Do occupy a job or do perform remunerated work outside the Company:
 - Position occupied (or work performed): _____.
 - Name of the company (or organization): _____.
 - Start Date: _____.
 - Number of hours per week: _____.

Each year, I agree to review the Code and confirm that I have complied with it and that I have not been placed in any undisclosed conflict of interest.

EMPLOYEE

Signature: _____ **Date:** _____

IMMEDIATE SUPERVISOR

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
- Have declared all potential conflicts of interest
- Am not in a situation that may be deemed a conflict of interest
- Do not occupy a job and do not perform remunerated work outside the Company
- Do occupy a job or do perform remunerated work outside the Company:
 - Position occupied (or work performed): _____.
 - Name of the company (or organization): _____.
 - Start Date: _____.
 - Number of hours per week: _____.

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 notions of confidentiality expressed in the Code.

EMPLOYEE

Signature: _____

Date: _____

IMMEDIATE SUPERVISOR

Signature: _____

Date: _____