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| Policy Title: Whistleblower Policy | |
| Category: Corporate Services | Review Date: |
| Approver(s): Board of Directors | Approval Date: December 06, 2018 |



GenomeCanada

Whistleblower Policy

1. PURPOSE

The purpose of this whistleblower policy is to provide direction to all current and former directors, employees, contractors, subcontractors, vendors, partners, recipients of Genome Canada funds and employees of other centres regarding communication of concerns on questionable financial or operational matters (the “Stakeholders”).

2. WHISTLEBLOWER INCIDENT

A “Whistleblower incident” is defined as a concern related to the organization’s financial or operational matters. For greater clarity, whistleblower incidents are intended to include, but are not limited to the following (an “Improper Activity”):

- Improprieties in accounting and audit matters
- Misleading information to management or any stakeholder
- A deliberate disregard or circumvention of Genome Canada policies
- Incidents of fraud, bribery or blackmail
- Criminal offences including the theft or misuse of funds
- Misconduct related to the research projects Genome Canada funds (e.g., project team members misusing research funds or falsifying data); these will be investigated in accordance with the spirit and intent of the *Tri-Agency Framework: Responsible Conduct of Research*.

3. POLICY STATEMENTS

It is the policy of the organization that the Whistleblower must immediately communicate whistleblower incidents as soon as the Whistleblower becomes aware of such situations. Whistleblower incidents shall be communicated as per section 5, Filing a Complaint.

It is the policy of Genome Canada that the Whistleblower will not be discharged, demoted, suspended or threatened, harassed, or in any other manner discriminated against as a result of truthfully and in good faith communicating a whistleblower incident. Any employees in violation of this policy will face disciplinary action which may result in termination of employment.

All reported incidents will be treated in a confidential and sensitive manner and will be disclosed and accessible to those who have a need to know. In addition, the Whistleblower shall be provided the opportunity to remain anonymous. It should be noted however that while Genome Canada will take all reasonable steps to maintain the anonymity of a person who makes a complaint, it may in practice be difficult or impossible to maintain such anonymity depending on the nature of the complaint and the steps required to investigate and/or take action upon it.

4. SCOPE

This Policy applies to the Corporation, its employees and recipients of Genome Canada funds, as well as all Stakeholders who are involved in the good faith filing of a Complaint (all, in this context, referred to hereunder as a “**Complainant**”) that is made under the guidance of this Policy for the purposes of disclosing information that the Complainant reasonably believes to be allegations or evidences of a suspected Improper Activity, and with the intention of remedying that Improper Activity (a “**Complaint**”). In addition, this Policy applies (i) to all Stakeholders who are interviewed, asked to provide information or are otherwise requested to participate in an investigation conducted under this Policy (the “**Investigation Participants**”); (ii) to all persons who are suspected of, or identified in a Complaint as persons who have committed, any Improper Activity (the “**Investigated Subjects**”); as well as (iii) to all Investigators as defined below.

5. FILING A COMPLAINT

- 5.1 Form** – Complainants should file their Complaint in writing so as to ensure a clear understanding of the Improper Activity disclosed and of the related allegations, proofs, concerns and matters raised therein. All Complaints shall be factual rather than speculative, and contain as much specific information as possible to allow for proper assessment of the nature and extent of the disclosed Improper Activity and of the urgency of preliminary investigative procedures. Although no Complainant is expected to prove beyond doubt the truth of the allegations contained in his/her Complaint, these allegations shall rest on reasonable grounds and be considered on a balance of probabilities.
- 5.2 Anonymity** – This Policy encourages Complainants to provide their names when they file a Complaint. Notwithstanding the foregoing, all Complaints filed anonymously will be considered at the discretion of the Investigator, as defined hereunder, who is in charge of the investigation thereon. Because of the restraints that an anonymous Complaint involves, all anonymous Complainants shall be aware that there is no guaranty that such a Complaint will be fully investigated by the Investigator in charge thereof or that their anonymity can be assured if this is impractical.
- 5.3 Consent** – The Complainant must confirm his/her agreement to file a “Complaint” under the terms of this Policy, and to the sharing of information he/she alleges with other professionals whose advice may be sought, or with those designated either internally or externally, as needed and appropriate, for the purpose of carrying out a preliminary review or investigation under section 5.
- 5.4 Filing Period** – No Complainant shall be penalized because he/she has delayed filing of a Complaint unless this has been done in bad faith. However, notwithstanding the foregoing, it shall be understood that a long period of time between the occurrence and the knowledge of an Improper Activity and the filing of a Complaint thereupon, may complicate or seriously impair the investigation thereon, and hence cause the rejection thereof.
- 5.5 Authority** – Any Complaint shall be filed by a Complainant exclusively with the following authority:
- 5.5.1 *President and Chief Executive Officer or the Board Chair*** – Except as set out in Paragraph 5.5.2, the Complainant shall promptly raise and file his/her Complaint with the President and Chief Executive Officer or the Board Chair.
- 5.5.2 *Vice President Corporate Services and CFO*** – In the event that:
- (a) the President and Chief Executive Officer or the Board Chair are not qualified to deal with and/or investigate, for any reason whatsoever, any Improper Activities disclosed in the Complaint and related allegations, proofs, concerns and matters raised therein, and/or resolve all such disclosed Improper Activities, as notified to the Complainant in accordance with Sub-Paragraph 6.2.4(c) hereunder; or

- (b) the President and Chief Executive Officer or Board Chair recommends to the Complainant to rather file the Complaint with the Vice President Corporate Services and CFO for any of the reasons listed in Sub-Paragraph 6.2.4(d) hereunder; or
- (c) the Investigated Subject is the President and Chief Executive Officer or the Board Chair; or
- (d) the Complainant has received no response from the President and Chief Executive Officer or Board Chair on his/her Complaint filed therewith within a reasonable period thereafter; or
- (e) the Complainant does not, for reasonable motives, consider himself/herself safe to disclose any Improper Activity and raise allegations, proofs, concerns and matters related thereto with either the President and Chief Executive Officer or the Board Chair; or
- (f) the Complainant has any other reasonable motives to believe the objectives of this Policy may not be met if his/her Complaint is filed with either the President and Chief Executive Officer or the Board Chair;

the Complainant shall then promptly file his/her Complaint with the Vice President Corporate Services and CFO of the Corporation.

5.6 No External Disclosure – Once the Complainant has filed his/her Complaint with either the President and Chief Executive Officer or the Board Chair or the appointed Vice President Corporate Services and CFO of the Corporation, on no account should he/she further communicate to any other person information pertaining to the disclosed Improper Activity or to related allegations, proofs, concerns and matters raised in his/her Complaint, or any other information arising from any investigation thereon, except as otherwise required by law, failing which the investigation could be nullified and deemed invalid and the Complaint rejected, as provided in Section 6.2.3 hereof.

6. INVESTIGATING A COMPLAINT

6.1 Generality – Upon receipt of a Complaint and during the investigation period thereon, the President and Chief Executive Officer or the Chairman of the Board of Directors of the Corporation or the appointed Vice President Corporate Services and CFO of the Corporation (any such person being in this context referred to hereunder as the “**Investigator**”) shall:

- 6.1.1** take every necessary means, including designating a person to carry out the investigation, to diligently review and investigate all Improper Activities disclosed in the Complaint and related allegations, proofs, concerns and matters raised therein, as well as to diligently resolve all such disclosed Improper Activities;
- 6.1.2** inform the Complainant of the outcome of any preliminary review or investigation resulting from his/her Complaint and the action taken or to be taken to resolve all Improper Activities disclosed in the Complaint; and
- 6.1.3** seek advice from other professionals where appropriate.

6.2 Procedures

6.2.1 Record Keeping – Once the Complaint is filed, the Investigator shall make a detailed written record of the receipt thereof and of all subsequent actions that are taken in relation thereto.

6.2.2 Preliminary Review – Upon receipt of a Complaint, the Investigator, or the person designated by the Investigator to carry out the investigation, shall forthwith undertake a preliminary review thereof with a view to:

- (a) establishing if there appears to be any substance to such Complaint, if the allegations therein are accompanied by information specific enough to be investigated, and if the allegations have, or directly point to corroborating evidence, whether testimonial or documentary, that can be pursued;
- (b) assessing the nature and extent of the disclosed Improper Activity and of the urgency of preliminary investigative procedures, and whether such Improper Activity falls within the definition of Improper Activity under this Policy or should be dealt with under another process, such as harassment, grievance or other similar complaints under applicable legislations;
- (c) determining the appropriate investigative process to be employed in relation with the Complaint, taking into account the provisions of this Policy and all of the circumstances; and
- (d) determining, where the disclosure of any Improper Activities concerns a matter of such extreme seriousness and/or urgency, if an external disclosure to the police or the appropriate body or government agency should be made immediately, and to instruct the Complainant to so proceed with the collaboration and the support of the Investigator.

6.2.3 Rejection of a Complaint or Part Thereof – Any Improper Activity disclosed in a Complaint and/or related allegations, proofs, concerns and/or matters raised therein, that are, at the time of filing of such Complaint, substantially similar to those set forth in another Complaint that is already being investigated or that was previously resolved hereunder or under any other law, or for which external disclosure has tainted the investigation as provided under Section 5.6 hereof, may not be subject to any further investigation.

6.2.4 Information to Complainant – The Investigator shall contact the Complainant within a reasonable time period following the completion of the preliminary review of the Complaint for the purpose of informing the Complainant whether the Investigator:

- (a) will investigate his/her Complaint further; or
- (b) has undertaken the investigation of the Complaint or designated a person or third party to carry out the investigation, and taken relevant actions; or,
- (c) is not qualified to deal with and/or to investigate, for any reasons whatsoever, all Improper Activities disclosed in the Complaint and related allegations, proofs, concerns and matters raised therein, and/or to resolve all such disclosed Improper Activities; or,

- (d) recommends to the Complainant to rather file the Complaint with another Investigator, either the President and Chief Executive Officer or the Board Chair or, as the case may be, the Vice President Corporate Services and CFO, if when making his/her preliminary review thereof, the Investigator considers that the Improper Activities disclosed in the Complaint or related allegations, proofs, concerns and/or matters raised therein:
 - (i) are the result of a significant internal control or policy deficiency that is likely to exist at other levels within the Corporation;
 - (ii) are likely to receive media or other public attention;
 - (iii) involve the misuse of the resources of the Corporation or create exposure to a liability in potentially significant amounts;
 - (iv) involve allegations or events that have a significant possibility of being the result of a criminal act;
 - (v) involve a significant threat to the health and safety of any of the Stakeholders; or,
 - (vi) are judged to be significant or sensitive for other reasonable reasons.

6.2.5 Investigation – If the Investigator is qualified to deal with and to investigate all Improper Activities disclosed in the Complaint and related allegations, proofs, concerns and matters raised therein, as well as to resolve any such disclosed Improper Activities, and if the preliminary review referred to in Paragraph 6.2.2 hereof is satisfactory to the Investigator, he/she shall forthwith launch an investigation on such Complaint.

6.2.6 Timeline – The period of time required to complete the preliminary review or investigate a Complaint depends on the potential or actual seriousness and/or complexity of the disclosed Improper Activities and related allegations, proofs, concerns and matters raised therein, as may be determined by the Investigator in the course of the investigation.

6.3 Investigation Participants

6.3.1 Cooperation – All Investigation Participants have a duty to fully cooperate with the Investigator.

6.3.2 No Disclosure – All Investigation Participants should refrain from discussing with or disclosing the investigation or their testimony to anyone not involved in the investigation or without being prior authorized in writing by the Corporation. In no case should the Investigation Participants discuss with any Investigated Subject the nature of evidence requested or provided or testimony given to any Investigator unless prior agreed to in writing by the Investigator.

6.4 Investigated Subjects

6.4.1 All Investigated Subjects shall be informed by the Investigator of the Complaint and of the allegations raised therein and shall have the opportunity for input during the said investigation.

- 6.4.2** All Investigated Subjects have a duty to fully cooperate with the Investigator.
- 6.4.3** All Investigated Subjects have a responsibility not to interfere with the investigation and to adhere to directions from the Investigator in this regard. Evidence shall not be withheld, destroyed or tampered with, and Investigation Participants shall not be influenced, coached or intimidated by any Investigated Subject.
- 6.4.4** Unless there are compelling reasons to the contrary, all Investigated Subjects should be given the opportunity to respond to material points of evidence contained in an investigation report.
- 6.4.5** No allegation of wrongdoing against an Investigated Subject shall be maintained unless at a minimum, the balance of probabilities supports the allegation.
- 6.4.6** All Investigated Subjects have the right to be informed by the Investigator of the outcome of the investigation. If allegations are not maintained, the Investigated Subject should be consulted and his or her opinion considered as to whether public disclosure of the investigation results would be appropriate in the circumstances.

6.5 Reporting

6.5.1 Periodic Reports – The Investigator must inform the Executive Committee of the Corporation as soon as possible of the existence of a Complaint, and provide the Executive Committee of the Corporation with periodic reports, as may be requested by the Executive Committee of the Corporation, containing the information mentioned hereafter. Should a meeting of the Board of Directors or of the Executive Committee of the Corporation be scheduled before the completion of a preliminary review or of the investigation of a Complaint, or before the release of an investigation report on a Complaint, the Investigator shall submit to the Board of Directors or the Executive Committee of the Corporation a written statement setting forth the identification of the Investigated Subject, information listed in Paragraph 6.2.2, any comments of the Investigator with respect to any aspect of the Complaint subject to Sub-Paragraph 6.2.4(d) as well as the then current status of the ongoing preliminary review of, or investigation on, such Complaint.

6.5.2 Investigation Report – Upon completion of his/her investigation, the Investigator shall forthwith draft an investigation report setting forth the following:

- (a) a complete description of all Improper Activities disclosed in the Complaint and of the related allegations, proofs, concerns and matters raised therein;
- (b) the identity of all Investigated Subjects;
- (c) the investigation process employed in relation with such Complaint;
- (d) the proposed solution(s) to resolve the disclosed Improper Activities, including conciliation and other remedies, as may be deemed appropriate by the Investigator; and,

- (e) the Investigator's findings with respect to the Complaint.

7. PROTECTION OF COMPLAINANTS AND CONFIDENTIALITY

- 7.1** The Corporation and its members, directors, officers and employees, as well as any Investigator, shall not commit, nor shall threaten to commit, any Act of Retaliation against any Complainant who in good faith makes a truthful Complaint. Any Act of Retaliation shall itself be treated by the Corporation as a serious violation of this Policy and may result in disciplinary action up to and including discharge of the offender.
- 7.2** Any Complaint shall be dealt with in confidence. The Complainant may request that their identity remain confidential. In such a case, to the extent reasonably possible, the Corporation and the Investigator will take reasonable means to maintain confidential the identity of the Complainant.
- 7.3** In any case, if it is impossible for the Investigator to go further with his/her investigation of a Complaint without divulging the identity of the Complainant, the Complainant shall be given the opportunity to withdraw his/her Complaint. If the Corporation and/or the Investigator are required by Law or, as the case may be, authorized by this Policy, to divulge the identity of a Complainant it shall forthwith notify in writing the Complainant. Should the Complainant self-divulge his/her identity, the Corporation and the Investigator shall no longer be obligated to maintain such confidence.
- 7.4**
- 7.5** Notwithstanding any provisions set out in this Article 6, a Complainant who files a Complaint that is made falsely, in bad faith or with malice, shall not benefit from the protection granted thereto hereunder.

8. ADDITIONAL GUIDELINES FOR CASES OF MISCONDUCT RELATED TO RESEARCH PROJECT FUNDING

Allegations of misconduct related to Genome Canada research project funding will be investigated in accordance with the spirit and intent of *Tri-Agency Framework: Responsible Conduct of Research*, with some modifications reflecting that Genome Canada interacts with Institutions through regional Genome Centres and it is these Genome Centres that have written agreements with the Institutions that receive Genome Canada funding.

8.1 Upon receipt of a Complaint, the President and Chief Executive Officer of Genome Canada will request the Complainant send an allegation to the Institution where the Investigated Subject is currently employed, enrolled as a student or has a formal association, with a copy to the President and Chief Executive Officer of Genome Canada and the relevant regional Genome Centre

8.2 The Institution receives the allegation and conducts an initial enquiry to determine if the allegation is responsible and if an investigation is warranted.

8.3 If an investigation is warranted, the Institution conducts one and submits an investigation report to the Genome Canada President and CEO via the Genome Centre.

8.4 The President and CEO reviews the Institution's report and presents recommendations to the Executive Committee for decision.