



How We Do Business

Manitoba Hydro's Code of Conduct

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We will conduct Manitoba Hydro's activities in a lawful, responsible and ethical manner, so that our reputation for honesty, integrity and the faithful performance of our obligations is maintained and enhanced.

See also Manitoba Hydro's **Vision, Mission, Operating Principles** and **Goals**.

Executive Message

Manitoba Hydro's Code of Conduct sets out the corporation's commitment to carry out its business ethically and with honesty and integrity. It explains the principles underlying how we collectively foster a climate and culture of honest and principled business conduct amongst all parties engaged with the organization; members of the board, officers, management, employees, customers, suppliers and others with whom we do business.

Our conduct directly personifies Manitoba Hydro and its reputation, and thus it is important for each of us to govern ourselves according to this Code, and to follow the related policies and expectations.

If you are unsure about a situation, or have any questions about the Code, I encourage you to speak with your supervisor, manager or our corporate specialists. Should you have any concerns, please know that you can contact our Ethics & Compliance Office, or submit a report through the external ClearView Connects hotline.

Everyone who works at or with Manitoba Hydro should feel confident about our high ethical standards, honesty, and integrity. By working together and following the principles embodied in this Code, I am confident that Manitoba Hydro will continue to be a source of pride for all Manitobans.

Manitoba Hydro
Executive Leadership Team

Purpose and Scope of the Code

The purpose of this Code of Conduct is to foster a climate of honest and ethical business conduct at Manitoba Hydro.

A Code cannot address all of the legal and ethical issues that you may encounter. If uncertain about a situation, these policies provide further detail on the corporation's expectations for employees.

The Code applies to all parts of Manitoba Hydro and its wholly-owned subsidiaries, including the directors of boards, the President, senior executives and employees. Important objectives are also incorporated into our contracts with consultants, contractors and suppliers. Everyone is expected to comply with the Code and related corporate policy, and a violation could result in disciplinary action and other consequences.

Principles of the Code

1. Safety

We provide a safe working environment.

We will take all necessary steps to minimize the risk of sickness, disease, injury and death to employees and the public resulting from our operations and activities.

Employees are responsible for taking all necessary actions to protect their personal safety, the safety of fellow workers and the public. These actions include:

- following published safety policies and Life Saving Rules;
- being qualified and authorized to do the work that has been assigned;
- using all devices, articles of clothing and personal protective equipment provided;
- ensuring employees are fit for work and can safely and effectively perform their work; and
- refusing to perform work that is unsafe.

See related policies on *Workplace Safety, Life Saving Rules, and Drug and Alcohol Policy.*



2. Respect for Others

We are respectful of all people with whom we interact.

We are committed to creating a safe, inclusive and respectful work environment.

We treat fellow employees with dignity and respect, and embrace diversity and equal opportunities.

A respectful work environment is a shared responsibility. Manitoba Hydro will not tolerate harassment, sexual harassment or discrimination of any kind.

See related policies on *Discrimination and Harassment Free Workplace*, and *Violence in the Workplace*.

Be aware of the mechanisms that Manitoba Hydro has in place to promote a respectful workplace:

- education to increase awareness of employee rights and responsibilities;
- resources, such as the Respectful Workplace Advisor, that are available to assist employees in raising and resolving concerns;
- procedures for investigating complaints that are fair and consistent; and
- resources, such as the Recruitment and Diversity Department, that are available to assist Indigenous employees with questions about career planning and related issues.

These are some examples of factors that commonly form the basis for discrimination and harassment issues (this list is not exhaustive): a person's ancestry, ethnic background, age, religion, gender, sexual orientation, marital status, political belief, physical or mental disability, or size or weight.

Q: Two co-workers joke about the ancestry of a fellow employee Jason, and mimic his accent, while John and others are sitting nearby. John overhears the joke and becomes upset and uncomfortable. When Jason approaches, the co-workers immediately stop talking and laughing. What should John do?

A: Manitoba Hydro values the diversity of its workforce. This joking violates the Discrimination and Harassment Free Workplace policy and should not be condoned. John should tell his co-workers that their comments are inappropriate. If they seem disinclined to take the matter seriously, John should report the behaviour to their supervisor, so that it can be properly addressed. The corporation is legally obligated to maintain a workplace where individuals are not subjected to discriminatory or disrespectful behaviour.



3. The Environment

We are committed to protecting the environment.

We plan and carry out our business activities in an environmentally responsible fashion, consistent with the principles of sustainable development.

See related policies on *Environmental Management, Sustainable Development - Guiding Principles*, and *Agricultural Biosecurity*.

Q: While preparing a site for a construction project, Jill notices a bird's nest with eggs on the ground. She knows that the Environmental Protection Plan for the project has identified endangered species of birds in this area. She isn't certain if this is one of the endangered species, and she doesn't want to hold up the job for no good reason. What should Jill do?

A: In a case like this, the best approach for Jill is to contact her supervisor, the site environment officer or the environmental inspector for help. She can advise them that she might have come across a species at risk, and ask them to investigate. Disturbing an endangered species is an offence under federal law.



We are committed to protecting the environment.

4. The Law

We abide by the laws of Manitoba and of any other country in which the corporation does business.

Manitoba Hydro expects its consultants, contractors and suppliers to abide by the law too. When engaging a consultant, contractor or supplier, it is essential to specify in the contract Manitoba Hydro's requirements (for example, anti-bribery provisions). Consult the Supply Chain Management Departments and/or Law Division for appropriate clauses to include in the contract. After the contract is awarded, it is essential to obtain regular confirmation from the consultant, contractor or supplier, that these clauses are being followed. Commitment of any act or omission constituting an offence under any law or regulation is subject to appropriate disciplinary action, including termination of employment, in addition to and apart from any penalty and remedies provided for by law.

When you are trying to ensure that your area complies with a given legal requirement, the following tend to be sound preventative measures:

- assign a senior individual the responsibility to attend to compliance with this requirement;
- put in place work procedures and controls that will achieve compliance (and obtain legal and other assistance, as required, to prepare the work procedures and controls);
- ensure that employees and others understand the work procedures and controls they are to follow;
- regularly monitor and report on whether work procedures and controls are being followed; and
- periodically review the effectiveness of the work procedures and controls in achieving compliance, and revise as appropriate.

We abide by the laws of Manitoba, Canada and of any other country in which the corporation does business.



5. Open and Transparent

We strive to be an open and transparent corporation.

We protect the personal and medical information of employees and customers, and we all do our part to safeguard *sensitive information* from physical or cyber attack.

We do not disclose to others the corporation's *protected information*, and will not deal with protected information belonging to another person without their permission.

See related policies on *Intellectual Property and Confidentiality, Protection of Sensitive Information, Personnel and Benefit Files, and Publication and Presentation of Articles and Papers.*



We strive to be an open and transparent corporation.

6. Public Reputation

In dealings with public officials, we conduct ourselves in a manner that will not compromise, call into question, or cast doubt upon, the integrity or the reputation of the corporation or any public official.

We adhere to truth in communications.

When participating on external social media, we are careful not to disclose confidential information, and we follow the corporation's *guidelines of conduct* for participating online in a respectful and relevant way.

We conduct ourselves appropriately at public events, particularly when we could be identified as employees of the corporation.

See related policy on *Social Media Use and Guidelines of Conduct.*



7. Conflict of Interest

We avoid situations that could result in a conflict of interest, or the perception of a conflict of interest, such as:

- pursuing private interests that could improperly influence the performance of our employment duties; or
- using a position with the corporation for personal gain.

See related policy on *Conflict of Interest*.

A Conflict of Interest Declaration form should be submitted to your supervisor any time that you find yourself in a situation that may pose a conflict of interest, a situation that might be perceived as a conflict of interest, or if you are just not sure. Submission of this form provides protection to you, if your supervisor approves the conduct that you are proposing. If your supervisor is not comfortable with what is proposed, then you have the benefit of knowing that, and can take action to avoid the conduct in question.

These are some examples of conflict of interest situations that are commonly encountered (this list is not exhaustive):

- participating in outside employment that is in competition with the corporation;
- pursuing personal interests on time paid for by the corporation or using the corporation's resources;
- serving as a director of an organization that supplies goods and services to the corporation;
- using your association with the corporation to obtain preferential treatment for yourself, a relative or a friend (or their businesses);
- engaging in outside activities that have an adverse effect on work performance;
- using the advantage of privileged information for your personal financial gain or that of a relative or friend; and
- recruiting, selecting and retaining a relative or friend, or influencing another employee to recruit, select or retain a relative or friend.

Q: Bill works for Manitoba Hydro. Bill's cousin recently lost his job at another company and asked Bill to try and find a job for him at Manitoba Hydro. Bill heard about an opening in another department. He told his cousin to apply for the position, and sent a copy of his cousin's resume to the department manager. Was this the right thing to do? Is it okay for Bill to contact the department manager to accurately point out his cousin's strengths and weaknesses as a potential employee?

A: It was appropriate for Bill to tell his cousin about the vacancy, and forward his resume. At that point, the best course of action for Bill is to remove himself from the situation, not try to influence the department manager, and let the hiring process run its normal course without Bill's involvement.

8. Gifts

We exercise care in giving or accepting gifts and entertainment, and only give or accept a gift that:

- is of a token nature and could not reasonably be interpreted as a bribe;
- is within accepted norms of business practice;
- is not cash, a gift certificate or a negotiable instrument;
- is not for the purpose of influencing future business;
- does not contravene any laws; and
- would not embarrass the corporation if disclosed to the public.

Accepting tickets to a sporting or community event can create negative public perceptions, and there are special requirements for tickets in corporate policy.

Bribery of government officials whether in Canada or other countries is an offence under Canadian law, and will not be tolerated.

See related policies on *Use of Manitoba Hydro Resources*, *Conflict of Interest*, and *Fraud*.

Q: Robert has engaged a sub-contractor in a foreign country, who is helping the corporation pursue a large government contract in that country. He has some concern that money paid to the sub-contractor may be going towards paying bribes to government officials. Is this of any concern to the corporation?

A: Yes, it is a concern. This type of conduct is an offence under Canadian law, and it's not the way Manitoba Hydro does business.



9. Purchases

We purchase goods and services based on sound business criteria, and an open and transparent purchasing process. Valid business criteria include price, quality, delivery, service, and duly approved purchasing preferences.

We will negotiate purchases with a single supplier only if authorized by corporate policy, and avoid purchases that would subject the corporation to valid criticism.

See related policies on *Obtaining Goods or Services, Call for Formal Tenders or Quotations, Consulting Services, and Corporate Credit Card.*

10. Fiscal Integrity

Our financial accounts and records are maintained with integrity. We follow generally accepted accounting principles, and our financial records and reports accurately disclose all assets, liabilities and transactions. We will:

- comply with all internal controls;
- ensure that transactions and payments are approved, and supported with appropriate documentation; and
- record transactions consistent with their nature and business purpose.

See related policies on *Signing Authority, Contract Administration and Corporate Seal, Expenses While on Manitoba Hydro Business, and Corporate Credit Card.*

Purchasing decisions will not be based on:

- favouritism;
- prejudice;
- preferential treatment; or
- personal gain.

Q: A service provider who would like to do business with Manitoba Hydro invites William to lunch at least twice a month. What should he do?

A: If the supplier offers a product or service of interest to Manitoba Hydro, it may be of value to further explore the offering. A meeting on corporate premises would be the preferred option, but accepting the lunch invitation may be an acceptable option. William is encouraged to use his own corporate credit card, or expense his portion of the bill in accordance with corporate policy. Repeated offers should generally be refused, as a means of reducing the risk of a conflict of interest developing. William can tell the supplier about this Code and Manitoba Hydro's competitive tendering practices.

Q: Stacey receives an invoice from a consultant for work performed on a project. The budget for the project has been exceeded and she doesn't want to delay things with all the paperwork that is needed to approve additional funds. Instead, she charges the invoice to another project that she is involved with, which has excess budget remaining. Is this the right thing to do?

A: No. This could be misleading for personnel who are planning future projects, and result in the wrong decisions being made based on erroneous information. It could also cause embarrassment for Stacey, and for the corporation. The better course of action would be to prepare two Capital Project Justifications addenda, so that the financials of both projects are accurately portrayed.



11. Corporate Resources

We use corporate resources for Manitoba Hydro business purposes only.

We will do our part to prevent fraud and the theft of corporate resources.

We will not use corporate resources for political activities. We will not contribute corporate funds or corporate resources to support a candidate in an election, or campaign on corporation time.

See related policies on *Use of Manitoba Hydro Resources, Enterprise Technology Security, and Fraud.*

12. Fair Competition

When participating in competitive activities, we compete vigorously and creatively, and our efforts are conducted in a lawful, responsible and fair manner in strict compliance with competition and market rules. We avoid the violation of the rules, and any conduct that could reasonably be perceived as a violation of the rules.

See related *Wholesale Export Power Policy, and Standards of Conduct for Providing Open Access Transmission and Interconnection Service.*

As a Crown Corporation that is highly visible, Manitoba Hydro must exercise particular care to use its resources appropriately. That includes everything from land and premises to vehicles, tools, electronic devices and office equipment.

Q: Serena's co-worker regularly uses his computer and printer at work to create party invitations and personal announcements for other employees. He isn't paid for his work, but experiences great appreciation from fellow employees, including Serena's supervisor. He finishes all other tasks assigned to him, so Serena sees no harm in what he is doing. Should she take issue with his actions?

A: Manitoba Hydro provides employees access to computers, smart phones, printers and other devices in the course of fulfilling their employment duties. Using corporate resources for something other than corporate business may constitute a breach of the Use of Manitoba Hydro Resources policy. The corporation does not take exception to infrequent, occasional non-business use of email or smart phones provided it is done on personal time. If this employee is using his work equipment excessively for personal activities, or conducting these activities during working hours, then Serena may take issue with his actions and advise her supervisor.

Q: Jim inadvertently used his corporate credit card for a personal expense and realized the mistake the following day. He immediately sent an email to his supervisor to advise her of the error. Will Jim be disciplined for violating the corporate Fraud policy?

A: No. Jim made a mistake and advised his supervisor. He will need to make arrangements to pay Manitoba Hydro back for his personal expense.

Reporting a Violation

If you suspect that a violation of the Code or any related corporate policy is taking place, you should report it immediately.

Report should be made to your supervisor or manager, and the corporate specialist of the area of concern. If you are unsure, you can contact the *Chief Ethics & Compliance Officer*, or your bargaining unit representative.

Employees may also submit a report to Clearview Connects:

Website (secure) - clearviewconnects.com

Phone (toll-free) - **1-844-810-6038**

Mail (confidential) - **P.O. Box 11017,**

Toronto, ON M1E 1N0

Suppliers and customers may report suspected violations of the Code to integrityofficer@hydro.mb.ca.

Additional methods for reporting violations are set out in *The Public Interest Disclosure (Whistleblower Protection) Act*.

Reports are reviewed and evaluated by corporate specialists and appropriate action will be taken in the circumstances. Investigations by the Ethics & Compliance Office are conducted in accordance with the principles of procedural fairness and natural justice. The corporation strives to respect the rights and dignity of all persons involved in the case. Though you may not be kept informed about the details of the investigation, you will be advised of progress and when the investigation is closed.

A supervisor, manager or other person who receives a report will follow the procedures outlined in Manitoba Hydro's Integrity Program.

It is not acceptable to take reprisal, or threaten reprisal, against an employee who chooses to report a violation. A reprisal or threat of reprisal will result in disciplinary action.



Ethical Decision Making Guide

Are you trying to make a decision and are unsure if it's appropriate? If so:

1. Ask yourself:
 - Is this action ethical and lawful?
 - Is it compliant with corporate policies?
 - Would it create any conflict between personal interest against interest of the corporation?
 - Will the corporation be comfortable if my action appears in the media?
 - How will this action make me feel about myself? Will I be comfortable explaining this action to the President, or the authorities?
2. Consider what impact my decision may have on people and the corporation, and what will the consequences be to me and to others?
3. Consult your supervisor, manager, corporate specialists or the Ethics & Compliance Office staff to enlist their opinion of your planned actions.

Glossary

Discrimination: Treating a person or group differently, to their disadvantage and without reasonable cause, on the basis of a protected characteristic as set out in Manitoba's Human Rights Code, or failing to reasonably accommodate an employee's special need that is based on a protected characteristic.

Harassment:

According to Manitoba's Human Rights Code, harassment is:

- a course of abusive and unwelcome conduct or comment undertaken or made on the basis of a protected characteristic;
- a series of objectionable and unwelcome sexual solicitations or advances;
- a sexual solicitation or advance made by a person who is or who is perceived to be in a position to confer any benefit on, or deny a benefit to, the recipient of the solicitation or advance, if the person making the solicitation or advance knows or should reasonably know that it is unwelcome; or
- a reprisal or threat of reprisal for rejecting a sexual solicitation or advance.

According to Manitoba's Workplace Safety and Health Regulation, harassment is:

- repeated objectionable conduct on the basis of the protected characteristics in the Human Rights Code or an employee's size or weight, that creates a risk to the health of the employee;
- severe, repeated conduct that adversely affects a worker's psychological or physical well-being, if it could reasonably cause a worker to be humiliated or intimidated; or
- a single severe occurrence, if it has a lasting, harmful effect on a worker.

Protected Characteristic: Includes ancestry, including colour and perceived race; nationality or national origin; ethnic background or origin; religion; age; sex, including pregnancy; gender identity; sexual orientation; marital or family status; source of income; political belief, political association or political activity; physical or mental disability, or related characteristics or circumstances; social disadvantage.

Protected Information: Purchasing information, pricing policies, quoting procedures, financial information, employee, customer, supplier and distributor data, communications (such as emails), and other materials or information relating to the corporation's business and activities; discoveries, concepts and ideas including, without limitation, the nature and results of research and development activities, processes, formulas, inventions, technology, techniques, know-how, designs, drawings and specifications, computer programs including algorithms, flowcharts, listings, source and object codes, and any improvements or revisions thereto, information of a secret, special and unique value which is not already known or available to others engaged in similar businesses; information identified by the corporation as being of a confidential nature, and all ideas which are derived from any of the above.

Sensitive Information: Any information that may place employees, corporate intellectual property or critical infrastructure at undue risk from a physical, published or cyber source.



See related policies on *Manitoba Hydro's Integrity Program* and *Discipline*.

