



Whistleblower Policy

Revision Date: November 30, 2023

Replaces Board Approved Version dated June 23, 2021

PART 1 - PURPOSE AND SCOPE

1.1 Introduction and Purpose

Alberta Pensions Services Corporation (“APS”) is committed to the highest possible standards of ethical, moral, and legal business conduct and the proper and effective functioning of its accounting and control systems. To that end, APS has established this Policy to ensure corporate awareness of conduct of APS officials and employees that could potentially be seriously detrimental to the interests of APS and its stakeholders.

This Policy is about “Wrongdoing” – basically, violation of laws or gross mismanagement or fraud or other serious improper conduct – as particularly defined in the Appendix to this Policy. There may be other avenues for reporting conduct that falls outside the definition of “Wrongdoing”.

A central focus of this Policy is to protect from “reprisal” individuals who make disclosure under this Policy.

This Policy meets all obligations of APS under the *Public Interest Disclosure (Whistleblower Protection) Act* (Alberta), and in some respects broadens the scope of disclosure and protections from reprisal provided by that legislation.

This Policy has been made by the APS President and Chief Executive Officer, as contemplated by the legislation, following approval by the APS Board of Directors.

1.2 Terminology

In this Policy, the following expressions have the following meanings:

“**APS Employee**” means any individual currently employed by APS, and includes (i) an individual who is no longer employed by APS, but was an employee of APS within the most recent twelve months, and (ii) an individual who, although not an employee of APS, is providing services (whether or not through a personal corporation) to APS on a mostly exclusive and mostly full-time basis, and is based at APS premises either physically or through connection with APS systems;

“**CEO**” means the chief executive officer of APS, currently having the title “President and Chief Executive Officer”;

“**CFO**” means the chief financial officer of APS, currently having the title “Vice President, Finance and Chief Financial Officer”;

“**Designated Officer**” means the APS employee having the title “General Counsel”, including the incumbent in any renamed position having similar responsibilities, and includes an individual acting in that role during the absence of the incumbent or if the position is vacant;



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“**Director of Compliance**” means the APS employee currently having the title “Director, Risk Management and Compliance”, including the incumbent in any renamed position having similar responsibilities, and includes an individual acting in that role during the absence of the incumbent or if the position is vacant;

“**Investigation Team**” means the investigation team established under Section 3.1 in respect of a particular disclosure made under this Policy;

“**PIDA**” means the *Public Interest Disclosure (Whistleblower Protection) Act* (Alberta), as amended or replaced from time to time;

“**VP Human Resources**” means the APS employee currently having the title “Vice President, Human Resources and Organizational Development”, including the incumbent in any renamed position having similar responsibilities, and includes an individual acting in that role during the absence of the incumbent or if the position is vacant;

“**Wrongdoing**” has the meaning set out in the Appendix attached to and forming part of this Policy.

In this Policy, references to Section numbers are to the numbered provisions hereof.

1.3 Who Can Make a Disclosure of a Wrongdoing?

Disclosure under this Policy may be made by an APS Employee or by an individual doing business with APS (including through a corporation or other organization) as a service provider or consultant to APS.

1.4 Whose Conduct Can Constitute Wrongdoing?

Disclosure under this Policy may be made in relation to conduct, acts, or omissions by any APS Employee or any member of the APS Board of Directors.

1.5 Precedence of PIDA

Where a disclosure made under this Policy is within the scope of PIDA, then the provisions of PIDA, to the extent applicable to the circumstances, shall apply to the disclosure and to investigation of the disclosure. The potentially applicable provisions of PIDA include, without limitation, provisions in relation to the following:

- (a) where there is an apparent breach of an Act or regulation of Alberta or Canada; or
- (b) where there is an imminent risk of a substantial or specific danger to the life, health or safety of individuals, or to the environment.

1.6 Other Avenues for Disclosure

Where disclosure of a particular matter does not fall under this Policy, the following may constitute alternative means for bringing that matter to the attention of the appropriate officials within APS:

- (a) pension plan members may contact the Client Service Advocate (see APS website);



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- (b) concerns about the protection of personal information may be directed to the Privacy Office (see APS website);
- (c) clients of APS may contact the Director, Client Relations and Communications;
- (d) employees of APS may contact the VP Human Resources; and
- (e) any other matter may be reported to the CEO or the CFO.

PART 2 – DISCLOSURES

2.1 Obligation and Good Faith

Any individual making disclosure under this Policy must act in good faith and have reasonable grounds for believing that the information disclosed is true and accurate. Any allegations that are knowingly false or otherwise made maliciously or for personal gain will result in serious consequences, including, for APS Employees, disciplinary action up to and including termination.

A disclosure under this Policy must indicate a “Wrongdoing” as defined in this Policy. Complaints or expressions of dissatisfaction that do not indicate a “Wrongdoing” are to be addressed through other avenues.

2.2 Disclosure to EthicsPoint

Disclosures under this Policy may be made, anonymously or otherwise, directly to EthicsPoint, an independent compliance hotline contracted by APS. Such disclosure may be made at www.apsc.ethicspoint.com or to 1-844-282-9638.

Disclosures made to EthicsPoint will be transmitted directly (with anonymity preserved) to the Designated Officer as well as to the Chair of the Audit Committee of the APS Board of Directors.

2.3 Disclosure to Designated Officer

Disclosures under this Policy may be made directly to the Designated Officer at the following contact information:

generalcounsel@apsc.ca

780-717-6424

Disclosures made to the Designated Officer will be transmitted to the Chair of the Audit Committee.

2.4 Alternative Disclosure under PIDA

Where a matter to be disclosed is within the scope of PIDA, an alternative to making disclosure under this Policy is to disclose the matter to Alberta’s Public Interest Commissioner at the following (or any updated) contact information:

www.yourvoiceprotected.ca

e-mail: whistleblower@gov.ab.ca

780-641-8659



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Under PIDA, the Public Interest Commissioner has a discretion to refer a disclosure for investigation by the Designated Officer, in which event the investigation procedures and protocols in Part 3 of this Policy are to be followed.

2.5 Advice re: Disclosure

An APS Employee may seek advice regarding the making of disclosure under this Policy by contacting any of the Designated Officer, the Director of Compliance, the VP Human Resources, or the direct supervisor of the APS Employee.

2.6 Confidentiality

All disclosures made under this Policy, whether or not made anonymously, and all requests for advice under Section 2.5, will be received in the strictest confidence. Investigations under Part 3 will maintain confidentiality to the maximum extent practicable without unduly hindering the investigation, unless maintaining such confidentiality would result in an imminent risk of a substantial or specific danger to the life, health or safety of individuals, or to the environment. APS can provide no assurance that the identity of an individual who makes a disclosure will not become apparent or be inferred, deduced, or discovered by others in the course of, or as a result of an investigation under Part 3.

2.7 Protection from Reprisal

An APS Employee who in good faith makes disclosure under this Policy or seeks advice under Section 2.5 is protected from reprisal as a result thereof. Such protection from reprisal extends to any adverse employment action, including without limitation the following:

- (a) dismissal, layoff, suspension, demotion, transfer, change of position, reduction in wages, or reprimand;
- (b) any other measure that adversely affects the individual's working conditions, including bullying, hostile working conditions, or threats of any kind; and
- (c) any other conduct or action that constitutes a "reprisal" under PIDA.

An APS Employee who cooperates in an investigation under Part 3 is similarly protected against reprisal arising from such cooperation; but such protection does not extend to Wrongdoing or other misconduct on the part of the APS Employee that comes to light in the course of the investigation.

An APS Employee who commits a reprisal as described above and continues to be employed by or contracted by APS is subject to disciplinary action up to and including termination.



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PART 3 – INVESTIGATION PROCEDURES AND PROTOCOLS

3.1 Investigation Team

Upon becoming aware of a disclosure made under this Policy, the Designated Officer shall establish an Investigation Team consisting of the Designated Officer as well as: (i) one of the following individuals: the Chair of the Board of Directors, the Chair of the Audit Committee, the President and Chief Executive Officer, the VP Human Resources, or the Director of Compliance, as the Designated Officer considers appropriate in light of the nature of the disclosure; and (ii) where the nature of the disclosure requires specific subject matter knowledge, such other APS officials as the Designated Officer considers necessary in order to properly investigate the matter.

3.2 Liaison with Audit Committee Chair and with CEO

The Investigation Team may liaise with and consult with: (i) the Chair of the Audit Committee (or, if the Chair is at any time unavailable, with the Vice-Chair); and (ii) the CEO, in regard to and in the course of the investigation.

3.3 Conflict of Interest

The Designated Officer shall consider whether a particular disclosure involves a potential conflict of interest for any of the Designated Officer, the Director of Compliance, the VP Human Resources, the Chair of the Audit Committee, or the CEO. If any potential conflict is identified, the following shall be applied:

- (a) If the Designated Officer has a potential conflict of interest, then the investigation shall be delegated to either the Director of Compliance or the VP Human Resources, who shall establish an Investigation Team as appropriate;
- (b) If the Director of Compliance or the VP Human Resources has a potential conflict of interest, then the other of them shall be part of the Investigation Team;
- (c) If the Chair of the Audit Committee has a potential conflict of interest, then the Vice-Chair of the Audit Committee may serve as the liaison under Section 3.2; and
- (d) If the CEO has a potential conflict of interest, then the CFO may serve as the liaison under Section 3.2.

3.4 Duty to Investigate

The Investigation Team has a duty to investigate a disclosure made under this Policy. Subject to Sections 3.5 through 3.11, the Investigation Team shall determine the manner and extent of the investigation so that it is suitable to the nature of the disclosure.

3.5 Initial Assessment

If the Investigation Team, after initially assessing a disclosure, is of the view that the matters disclosed, if assumed to be true, would not constitute a Wrongdoing as defined in this Policy, then no further investigation under this Policy is required.



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3.6 Confidentiality of Investigation

The Investigation Team must carry out the investigation in a manner that maintains confidentiality to the maximum extent possible without unduly hindering the investigation. The disclosure, the investigation, and subject to Sections 3.10 and 3.11 the result of the investigation are to be communicated only on a need to know basis. The identity of: (i) the individual making the disclosure; (ii) witnesses contacted in the course of the investigation; and (iii) the identity of the individual or individuals whose conduct is alleged to constitute a Wrongdoing is to be protected to the maximum extent practicable without unduly hindering the investigation, remedial measures, or protection of the safety of individuals or the environment.

3.7 Time Limits and Extension

Upon becoming aware of a disclosure under this Policy, the Designated Officer shall record the date of such receipt, and shall observe the following time limits:

- (a) Receipt of a disclosure by the Designated Officer must be acknowledged to the discloser within five business days of such receipt;
- (b) The discloser must be advised within 10 business days after such receipt whether, having regard to Section 3.5, an investigation will be carried out; provided that, if clarification is requested from the discloser for purposes of the determination under Section 3.5, then the discloser must be so advised within 20 business days;
- (c) An investigation (including the decision and report under Section 3.10) must be completed within 120 days of such receipt; provided that, if clarification is requested from the discloser in the course of and for purposes of the investigation, or if the investigation otherwise requires additional time to complete, the CEO may, with the concurrence of the Chair of the Audit Committee, authorize an extension of an additional 30 days.

3.8 Duty to Cooperate in Investigation

All APS Employees who continue to be employed by or contracted by APS are required to fully cooperate as directed by the Investigation Team in an investigation under this Policy, including, where requested, meeting with one or members of the Investigation Team and providing such in-person and documentary information as may be requested. All such individuals must maintain full confidentiality regarding all aspects of the investigation. Failure to provide such full cooperation and to maintain such confidentiality may result in disciplinary action up to and including termination.

3.9 Matters Arising in the Investigation

If in the course of the investigation, the Investigation Team becomes aware of potential Wrongdoing other than the alleged Wrongdoing that was the subject of the disclosure, the Investigation Team may include that other potential Wrongdoing in the scope of the investigation.

If in the course of the investigation, the Investigation Team becomes aware of a matter that should be referred to another “public entity” subject to PIDA, then the Investigation Team may refer that matter to that other public entity.



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If in the course of the investigation the Investigation Team forms the view that external expertise is required for the purposes of the investigation, then the Designated Officer shall arrange for external resources to be retained as required on a confidential basis.

3.10 Decision and Report

When the Investigation Team has completed an investigation (other than where a decision is made under Section 3.5 that no further investigation is required), the Designated Officer (or, if delegated responsibility to do so, the Director of Compliance or the VP Human Resources) must prepare a report, addressed to the Chair of the Audit Committee and copied to the CEO, that includes at least the following:

- (a) the nature of the disclosure that was investigated;
- (b) a description of any Wrongdoing that was found;
- (c) if Wrongdoing was found, recommended remedial action; and
- (d) if no Wrongdoing was found, any preventative action or best practices that the Investigation Team recommends.

3.11 Procedural Fairness and Natural Justice

Where a disclosure was made by, or appears to have been made by, an APS Employee, the Designated Officer shall ensure that the discloser is informed in a timely manner of each of the following:

- (a) any extension of the time limits in Section 3.7(b) or (c);
- (b) the result of the investigation; and
- (c) if the result of the investigation is that no Wrongdoing was found, a capsule explanation of the reasons for that finding.

Where an APS Employee or a member of the APS Board of Directors is alleged, either in a disclosure under this Policy or in the course of an investigation under this Policy, to have committed a Wrongdoing, then unless the disclosure is resolved under Section 3.5, that individual is entitled to the following as a matter of procedural fairness and natural justice:

- (d) the right to be apprised of the substance of the allegations;
- (e) an opportunity to respond to the allegations;
- (f) the right to be apprised of the result of the investigation; and
- (g) if the result of the investigation is that Wrongdoing on the part of that individual was found, a capsule explanation of the reasons for that finding.

3.12 Follow-up Action

The Designated Officer, the CEO, and the CFO have a collective responsibility to follow up as may be appropriate in regard to any remedial action, preventative action, or best practices recommended in a report made under Section 3.10.



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PART 4 – REPORTING AND REVIEW OF POLICY

4.1 Quarterly and Annual Reporting

The Designated Officer (or, if delegated the responsibility to do so, the Director of Compliance) must report on a quarterly basis to the Audit Committee summarizing disclosures received, investigations undertaken, and investigations completed, since the preceding quarterly report.

The CEO shall cause to be included in the APS Annual Report a report on disclosures that meets the requirements of section 32 of PIDA.

4.2 Review of Policy

The CFO shall cause this Policy to be reviewed by the Board and by the CEO every three years.

APPROVED by Resolution of the APS Board of Directors on the 30th day of November, 2023.

ORIGINAL IS SIGNED

Corporate Secretary

MADE and put into effect by the President and Chief Executive Officer on the 30th day of November, 2023.

ORIGINAL IS SIGNED

President & Chief Executive Officer



APPENDIX – “Wrongdoing”

In the Whistleblower Policy that this Appendix forms part of, “Wrongdoing” means any of the following:

- (a) any conduct defined by PIDA as a “wrongdoing” (see excerpt from PIDA below);
- (b) any breach of any of the following corporate policies of APS that is material in the context of this Policy:
 - (i) Fraud Prevention Policy;
 - (ii) Employee Code of Conduct; or
 - (iii) Board of Directors Code of Conduct;
- (c) any other serious improper conduct that potentially constitutes a threat to the strategic interests, corporate integrity, or culture of APS;
- (d) any reprisal as described in Section 2.7.

excerpt from PIDA:

Wrongdoings to which this Act applies

3(1) This Act applies in respect of the following wrongdoings in or relating to departments, public entities, offices or prescribed service providers or relating to employees:

- (a) a contravention of an Act, a regulation made pursuant to an Act, an Act of the Parliament of Canada or a regulation made pursuant to an Act of the Parliament of Canada;
- (b) an act or omission that creates
 - (i) a substantial and specific danger to the life, health or safety of individuals other than a danger that is inherent in the performance of the duties or functions of an employee, or
 - (ii) a substantial and specific danger to the environment;
- (c) gross mismanagement, including an act or omission that is deliberate and that shows a reckless or wilful disregard for the proper management of
 - (i) public funds or a public asset,
 - (ii) the delivery of a public service, including the management or performance of
 - (A) a contract or arrangement identified or described in the regulations, including the duties resulting from the contract or arrangement or any funds administered or provided under the contract or arrangement, and



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(B) the duties and powers resulting from an enactment identified or described in the regulations or any funds administered or provided as a result of the enactment,

or

(iii) employees, by a pattern of behaviour or conduct of a systemic nature that indicates a problem in the culture of the organization relating to bullying, harassment or intimidation;

(c.1) a wrongdoing prescribed in the regulations;

(d) knowingly directing or counselling an individual to commit a wrongdoing mentioned in clauses (a) to (c.1).

(2) This Act applies only in respect of wrongdoings that occur after the coming into force of this Act.

Notes:

- As of the date of this Policy, no additional categories of “wrongdoing” have been prescribed by regulations under PIDA.
- PIDA came into force June 1, 2013.