CORPORATE AND HUMAN RESOURCES MANUAL

POLICY NO: **GOV-CA-ALL-900-01-01**	**SECTION TITLE: Corporate Culture**
	SUBJECT TITLE: Code of Business Conduct and Ethics
ORIGINATION DATE: December 2014	**AUTHORIZED BY: Corporate Policy Committee**
	REVISION DATES: March 2018, April 2019, September 2019 November 2020, February 2022, November 2022, March 1, 2023 *Replaces CCHR-A-01, CCHR-A-02, and CCHR-A-06*

PURPOSE

The purpose of this Code of Business Conduct and Ethics (the "Code") is to set out the expected practices and behaviours of Employees in their interactions with residents, their families, suppliers, each other and the various communities they serve. We strive for the highest ethical standards in all of our business activities, and ask all to make this your highest priority. The reputation and success of Chartwell depend upon the individual and cumulative actions of each of you. Each Employee is therefore personally responsible and accountable for compliance with this Code.

We believe that practicing the highest ethical standards are critical to achieving our Mission and Vision and are inherent in our corporate Values. All decisions made by Employees must be viewed through the lens of our Vision: **Making People's Lives Better**.

Our Mission

To provide a happier, healthier and more fulfilling life experience for seniors.

To provide peace of mind for our residents' loved ones.

To attract and retain employees who care about making a difference in our residents' lives.

To provide an investment opportunity that benefits society with reasonable and growing returns to the unitholders.

Our Values

Respect - We honour and celebrate seniors.

Empathy - We believe compassion is contagious.

Service Excellence - We believe in providing excellence in customer service.

Performance - We believe in delivering and rewarding results.

Education - We believe in lifelong learning.

Commitment - We value commitment to the Chartwell family.

Trust - We believe in keeping our promises and doing the right thing.

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DEFINITIONS

"**Chartwell**", "**we**" or "**us**" means Chartwell Retirement Residences and its affiliates and subsidiaries. For the purposes of this Code, "Chartwell" includes properties and entities that are jointly owned by Chartwell and third parties, as well as properties that are managed by Chartwell.

"**Employee**", **"you"** or **"your"** means every individual working or volunteering at a Chartwell corporate office or retirement residence or long-term care residence operated and/or managed by Chartwell including Chartwell's Directors and Trustees.

"Fraud" means a deliberate act (or failure to act) with the intention of obtaining an unauthorized benefit, either for oneself or for Chartwell, by using deception or false suggestions or suppression of truth or other unethical and/or illegal means.

"Theft" means the act of unlawfully taking, diverting, or removing property from Chartwell and/or other parties, including, but not limited to:

- Prohibited use or misappropriation of Chartwell's assets
- Submitting false claims for payments or reimbursement
- Taking or consuming food or supplies without appropriate approvals
- Inappropriate use of employer benefits
- Use or misappropriation of property belonging to residents, visitors, volunteers, and/or other Employees; and
- Accepting pay from the employer for time not actually worked, including falsifying timecards, buddy punching and/or unauthorized or extended breaks.

SCOPE

This policy applies to all Chartwell Employees.

POLICY

This Code of Business Conduct and Ethics sets out guidelines for Employees on how business at Chartwell is to be conducted to ensure that Chartwell and its Employees meet high ethical business standards.

Chartwell and its Employees must treat residents and their families and friends with courtesy, fairness and understanding, and must respect their dignity, independence, needs and freedom of expression.

All Employees must agree, in writing, to comply with the Code. An acknowledgement signed by the Employee confirming that the employee has read and understood the Code must be included in the Employee's file. The Code will be reviewed by each Employee and the acknowledgement signed annually.

Employees have a duty to report any known or suspected violations of the Code by speaking to their manager or higher levels of management as appropriate, or by contacting the Chief Legal Officer or the **Whistleblower Hotline at 1-877-775-7727 or whistleblower@chartwell.com**. Employees who in good faith report violations of the Code will be free from reprisal or retaliation.

Employees who violate the Code will be subject to the appropriate disciplinary action, up to and including termination of their employment.

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STANDARDS OF CONDUCT

1. Compliance with Laws and Regulations

Each Employee must comply with the laws and regulations in the jurisdictions in which such Employee works and resides. When unsure of the applicability of a particular law or regulation, an Employee should seek advice from the appropriate level of management.

Employees must be honest in all their dealings with Chartwell, fellow Employees and residents. Employees are not to take or divert property from Chartwell or other parties, including residents, through fraud, theft, deception or other illegal means.

Employees are required to promptly disclose to Chartwell:

- any criminal charges, convictions or other offences outlined in the Criminal Background Check Policy
- witnessing or having reasonable suspicion that Theft or Fraud has been committed or will be committed.

2. Working Relationships

Each employee must perform their job according to job standards and carry out assigned work and follow the appropriate manager's instructions unless there is a legitimate reason not to. Employees must avoid activities, on or off premises, which they know or ought to have known could discredit a fellow employee or Chartwell. Each employee must notify Chartwell as soon as possible if they are unable to report to work. Employees must adhere to established policies on fire, health and safety, and standards regarding dress and grooming. Employees must act professionally towards one another at all times.

3. Professional Boundaries

Employees provide valuable services to residents in their Residence. As such, Employees are in a position of trust and must maintain professional boundaries with residents at all times. The following are examples of conduct that cross professional boundaries and are **not** permitted:

- Sharing personal information about one's personal life or problems with residents
- Discussing workplace issues with residents
- Taking residents on outings or to appointments outside of scheduled hours of work unless sanctioned by one's manager
- Socializing or entertaining residents outside of scheduled hours of work unless sanctioned by one's manager
- Engaging in a romantic or sexual relationship with a resident
- Acting as a substitute decision maker for a resident who is not a family member
- Accepting any gifts or favours from residents other than as permitted in the Gift section below.
- Involvement in any financial affairs of residents, including matters relating to powers of attorney, wills and estate planning
- Involvement in the following non-financial affairs of residents: matters relating to health care decision-making or personal directives

4. Conflicts of Interest

A conflict of interest occurs when an Employee's private interests interfere with the interests of Chartwell. A conflict of interest may make it difficult for an Employee to perform his or her

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duties in an objective manner. Employees should not take any action that creates a conflict of interest or the appearance of a conflict of interest without the appropriate level of management approval. Employees must seek out the advice of the appropriate level of management if they become aware of a conflict of interest or a perceived conflict of interest.

Examples of conflicts of interest include, but are not limited to:

- situations where individual Employees use their position or Chartwell property or information for personal gain
- accepting substantial gifts from suppliers, or competitors
- engaging in outside activities that interfere with the performance of the Employee or their services to Chartwell
- working for or providing services to a resident outside of work hours without management approval
- employing or contracting with friends or family members, and competing with Chartwell.

Employees shall not make use of corporate resources, including funds, goods, property, and/or services, for the purpose of contributing to: a political party; a campaign for elected office; a nomination process for a political party; a local political constituency and/or any individual candidate seeking election at any level of government. This includes a prohibition on providing sponsorships, prize donations or purchasing tickets for events such as dinners, speaking engagements or golf tournaments where such funds constitute in full, or in part, a political donation by, or on behalf, of Chartwell.

Chartwell Directors and Trustees shall comply with the Related Party Transaction Policy and the provisions of the Declaration of Trust in respect of any transaction or agreement in which a Director or Trustee has a material interest.

If you believe that you may have a real or perceived conflict of interest, please complete the Conflict of Interest Disclosure Form and provide to your Residence's Administrator, General Manger, Corporate Department Head (VP level) or Human Resource Representative, as applicable.

5. Privacy and Confidentiality

Employees must facilitate a resident's right to information and maintain the privacy and confidentiality of information entrusted to them by Chartwell. Please refer to the Privacy and Confidentiality Policy whose purpose is to promote responsible practices in the handling and management of personal information, personal health information and confidential business information and to ensure compliance with the privacy statutes of each Canadian jurisdiction where Chartwell operates, as applicable.

6. Use of Company Property and Assets

Employees are prohibited from using company property and assets, including confidential information, for personal use or for illegal purposes.

Employees have an obligation to protect Chartwell's property, assets and confidential information and to ensure their efficient use. Incidences of fraud or theft should be reported to the appropriate level of management or by calling the **Whistleblower hotline at 1-877-775-7727**.

7. Social Media

Employees, in their private capacity as citizens, may want to use social media to share information and communicate with friends, family and co-workers. Even though they are using social media for personal purposes, Chartwell policies apply to the use of social media by Employees when they

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are off-duty including but not limited to the Code and the Respectful Workplace, Disclosure and Privacy and Confidentiality Policies.

In all forms of social media usage, Employees should consider themselves as acting as representatives of Chartwell. Employees' personal and professional personas are intertwined on social media, just as they are in real life. Even if not identified with an explicit company affiliation, Employees implicitly represent Chartwell.

Maintaining public trust and Chartwell's reputation is a requirement of all social media use as the public nature of social media can increase the risk of harming the professional and ethical reputation of Chartwell. We expect all our Employees to adhere to the following mandatory guidelines:

- Employees must not use social media in a manner that would harm Chartwell's reputation, image or integrity. Examples include but are not limited to conduct that is offensive, abusive, threatening, demeaning or humiliating, or conduct that might reasonably be expected to cause undue offence or pose moral or ethical difficulties. Employees must keep posts and comments tasteful, and always take the time to think about how the content can be perceived by their online community or the broader public and, specifically, in relation to their role with Chartwell.
- Employees are responsible not only for their own social media posts but also any comments made to their social media posts that were reasonably encouraged or welcomed by the Employee's post.
- Employees must ensure that they do not reveal anyone's personal information gained through their employment or association with Chartwell without express consent.
- Employees must never identify or comment about other Chartwell Employees without the other Employee's express consent. Even positive comments may be inappropriate or unwanted.

8. Fair Competition

Employees should deal fairly and respectfully with competitors, suppliers and others with whom Chartwell has a business relationship or potential business relationship. Employees must not take unfair advantage of anyone through manipulation, deceit, misrepresentation, or unlawful conduct.

9. Gifts

Business gifts and entertainment may be customary courtesies as gestures of goodwill and to assist in building business relationships. However, these gifts can become problematic if they have the potential to compromise an Employee's ability to make objective business decisions.

The following rules apply with respect to Employees receiving gifts from third parties:

- Gifts, donations, tips, loans or bequests from **residents or families of residents to individual Employees** must **NOT** be accepted under any circumstance.

The following applies to gifts that are not from residents to individual Employees:

- A gift that will create a conflict of interest or even a perceived conflict of interest between the Employee and Chartwell may not be accepted
- A gift that violates any laws or regulation may not be accepted
- Gifts to an entire business unit, department, or residence may be accepted if they benefit the company or residence as a whole

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- Acceptable gifts should be infrequent and not excessive in value

10. Substance Abuse

We are committed to providing a work environment that is free of alcohol and substance abuse. Employees are prohibited from possessing or using alcohol*, recreational marijuana or other illegal substances on Chartwell property (including buildings, outdoor property, parking lots and Chartwell vehicles). Employees are not to attend work while impaired by alcohol or drugs (however, drugs prescribed by a licensed health care provider and taken as directed are permitted, provided you are able to safely do your work).

*On an exceptional basis for Chartwell sponsored social events (eg. holiday party), alcohol may be served on Chartwell property with the approval of a Vice President or above. Employees who are permitted to consume alcohol on such occasions are required to exercise moderation and good judgment, and must avoid operating a motor vehicle with a blood alcohol level above the legal standard.

11. Harassment/Discrimination

Chartwell strives for a working environment that is free from bullying, harassment and discrimination. Employees are required to work with respect towards one another and towards those we do business with.

Employees are prohibited from discriminating on the following grounds: race, ancestry, place of origin, citizenship, creed, sex, sexual orientation, age, marital status, same-sex partnership status, gender identity or expression, family status, handicap or receipt of public assistance. All Employees are expected to be familiar with and comply with Chartwell's Respectful Workplace – Discrimination and Harassment Prevention Policy.

12. Health and Safety

We are committed to continuously improving the health and safety of its Employees as well as the prevention of occupational and non-occupational related illness or injury. All supervisory personnel are responsible for ensuring that safe and healthy conditions are maintained in the sites they manage or supervise. Employees also have the responsibility to perform their duties in a safe manner. Refer to Chartwell's Health & Safety Policy.

13. Insider Trading and Disclosure

As a public company, Chartwell and its Employees are required to comply with applicable securities laws, rules and regulations. The law prohibits the trading in Chartwell securities by any individual who has material information relating to Chartwell that has not been publicly disclosed. What constitutes material inside information is a complex question, but is generally considered to be information that is not available to the general public, which a reasonable investor contemplating a purchase of company securities would be likely to take into account in making an investment decision. Refer to Chartwell's Disclosure and Insider Trading Policy.

Any Employee, who is uncertain about the legal rules involving the purchase or sale of Chartwell securities, should consult with the Chief Legal Officer prior to proceeding with any such transaction.

14. External Inquiries

Employees must refer all inquiries from the media, the financial community and unitholders to an authorized spokesperson, as set out in the Disclosure and Insider Trading Policy.

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15. Record Keeping and Reporting

Chartwell requires honest, accurate, and complete record keeping in order to make responsible business decisions. Chartwell's financial statements, records and accounts must accurately reflect its activities and comply with all applicable legal, auditing, and accounting requirements, and system of internal controls.

Chartwell's accounting records are relied upon to produce reports for management, directors, security holders, government agencies and other business stakeholders.

Employees have an obligation to ensure that accounting records do not contain false or misleading entries. All transactions must be supported by the appropriate documentation in the proper accounting period.

All documents or other instruments executed by an Employee, and all purchase orders or other commitments by an Employee on behalf of Chartwell must comply with Chartwell's Signing Authorization and Delegation of Authority Policy.

CROSS REFERENCES

Privacy and Confidentiality Policy
Whistleblower Policy
Internet, Intranet, and Acceptable Use Policy
Social Media Usage Policy
Health and Safety Policy
Respectful Workplace Policy
Signing Authorization and Delegation of Authority Policy Record Management and Retention Policy
Criminal Background Check Policy
Progressive Corrective Action Policy Disclosure Policy
Gifts from Residents
Federal, provincial, and municipal legislation and regulations

FORMS

CCHR-A-01.01: Conflict of Interest Disclosure Form

AUDIT INDICATORS

n/a

GUIDEBOOKS/RESOURCES

n/a

REVIEW/REVISION FREQUENCY

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Automatically every 3 years or more frequently as required.

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n/a

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