

FEBRUARY 4, 2013

OBSI WHISTLEBLOWER POLICY

Statement

1. OBSI is committed to maintaining the highest ethical standards. The Whistleblower Policy is designed to provide an avenue for Board, management and staff to raise concerns in good faith regarding the subjects covered by the Policy without fear of reprisal or victimization.
2. OBSI will not permit or tolerant harassment, retaliation or discrimination against individuals who allege impropriety in good faith.
3. This Policy applies to Directors, Officers, employees, interns and individuals employed under contract of OBSI (known as the “Complainant” in this policy).

Administration

4. The Governance and Human Resources Committee of OBSI Board of Directors will review this policy at least once annually and recommend to the Board any amendments as necessary.
5. The Governance and Human Resources Committee is responsible for ensuring this policy is properly followed by every director, officer, employee, intern and individual employed under contract.
6. The Governance and Human Resources Committee may designate one (1) OBSI officer or employee as Whistleblower Policy Administrator (“WP Administrator”) to assist it in fulfilling its responsibilities under 5.

Accountability Practice

7. Every director, officer, employee, intern and individual employed under contract should report any evidence of questionable activity to his or her supervisor or a Director, Officer or employee in a senior position that is able to deal with the matter appropriately.
8. Questionable activity is any action or inaction that is illegal or may harm the reputation, public image or financial health of OBSI including, but not limited to:
 - a. Disclosure of any confidential information that is the property of OBSI to any outside party without obtaining prior, written approval.

- b. Theft of any property or confidential information.
- c. Fraud or misrepresentation of financial statements.
- d. Alteration or manipulation of documents for any unauthorized purpose.
- e. Abuse of power or authority for personal gain or any unauthorized purpose.
- f. Unethical conduct in violation of any applicable laws or OBSI policy including, but not limited to, the Code of Conduct.
- g. Action or inaction that purposely undermines the organization.
- h. Endangerment of health, safety or well-being of directors, officers, employee, intern or individual employed under contract and/or the general public.

Complaints Procedure

- 9. A Complainant may submit a complaint including any supporting evidence of questionable activity to the Governance and Human Resources Committee or, if such an individual is designated, the WP Administrator. The Complainant is encouraged to provide as much information as possible.
- 10. There will be an accessible and secure method of receiving complaints such as a dedicated email address or fax number. The method must allow for anonymity.
- 11. The complaint must be made in good faith. A Complainant who submits with malicious or vexatious intent or otherwise abuses the process set forth in this policy may face disciplinary action up to and including termination of employment for cause.
- 12. A Complainant may choose to remain anonymous. The Complainant may wish to consider identifying themselves in order that a better investigation may be carried out.
- 13. Information provided, including the Complainant's name, will be kept with utmost confidence and only discussed with other parties to the extent necessary to carry out a complete and fair investigation.

Investigations Procedure

14. The WP Administrator, if such an individual is appointed, will forward any allegations of questionable activity, including any documents provided by the Complainant to the Governance and Human Resources Committee.
15. The Governance and Human Resources Committee will determine if there are reasonable grounds to pursue the matter through a formal investigation.
16. At an appropriate time during the investigation, the individual who is alleged to have committed in the questionable activity will be made aware of the complaint.
17. The Governance and Human Resources Committee will conduct the investigation in all circumstances except when the complaint is made against one or more of its Members or the WP Administrator. In such an instance, the matter will be referred to either the Finance and Audit Committee or the Chair of the Board, as appropriate.
18. Assistance may be sought from the Finance and Audit Committee for questionable activities relating to finances or accounting.
19. The investigation will be conducted in a fair, thorough and complete manner, respecting the need for discretion and individual privacy.
20. The Board will be generally made aware on a quarterly basis on the number of ongoing investigations and the progress of each investigation.
21. The results of an investigation, including recommendations for any disciplinary action up and including dismissal to and including termination of employment for cause, will be made in writing with consideration for privacy and anonymity for the Complainant, where necessary, will be made to the Board.

Retention of Records

22. The Governance and Human Resources will retain any records relating to questionable activity allegations and investigations for at least seven (7) years or as otherwise required by law.

Disclosure of Policy

23. The Whistleblower Policy, including contact information, will be made accessible through OBSI's shared drive. General questions or questions relating to the interpretation of the policy may be directed to the Governance and Human Resources Committee or the WP Administrator.