



Mitacs Whistleblower Policy



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1.0 Introduction

As an organization that is the beneficiary of public funding, Mitacs is committed to the highest level of transparency, accountability, and integrity in everything we do including the management of public funds.

The Mitacs Ethics Policy and Guidelines requires directors, officers, employees, and contractors to observe high standards of business and personal ethics in the conduct of their duties and responsibilities on behalf of Mitacs. The Mitacs Values, Code of Conduct, and corporate policies are designed to guide the everyday conduct of the organization's Members. As Members and representatives of the organization, Members and others acting on behalf of Mitacs must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

This policy establishes protections and processes for those Members, Contractors or Stakeholders of Mitacs who report suspected violations of applicable law and the Mitacs Ethics Policy and Guidelines, and a means by which Contractors or Stakeholders may report suspected violations of applicable law or the Mitacs Ethics Policy and Guidelines, including mismanagement of public funds.

2.0 Scope

This Policy and its procedures apply to:

- All Mitacs employees and contracted staff;
- Members of the Board of Directors (collectively "Members"); and
- Contractors engaged by Mitacs ("Contractors")

In addition, Interns who participate in Mitacs Programs, International Partners who have contracts with Mitacs and Post Secondary Institutions who have contracts with Mitacs (collectively "Stakeholders") may report suspected violations of applicable law or the Mitacs Ethics Policy and Guidelines, including mismanagement of public funds.

3.0 Policy

1.00 Roles and Responsibilities

1.01 It is the responsibility of all Members and persons acting on behalf of Mitacs to comply with applicable law and the Ethics Policy and Guidelines and for Members to report noncompliance or suspected noncompliance in accordance with this Whistleblower Policy. For the purposes of this policy, the following Committees and offices have the designated responsibilities:

- a) The Mitacs Governance Committee of the Board of Directors (herein the “Governance Committee”) has overall responsibility for the Ethics Policy and Guidelines and this Whistleblower Policy.
- b) The Mitacs Audit, Finance, and Technology Committee (herein the “Audit Committee”) has the overall responsibility for proper financial management including retaining all records relating to any concern or report raised and to the investigation of any such report.
- c) The person holding the office of Chair of the Governance Committee is appointed the compliance officer for the purposes of this Policy.
- d) The Mitacs Management and Leadership Team, which includes the Executive Management Team (EMT), and the Vice-Presidents (VPs) are required to encourage open discussion and resolution of all concerns, promptly communicate to the Chair of the Governance Committee when they become aware of a Whistleblower complaint, and provide support and assistance to the person making the complaint, as needed.

2.00 No Retaliation

2.01 No Member, Contractor, or Stakeholder who in good faith reports a violation of the Ethics Policy and Guidelines shall suffer harassment, retaliation, or adverse employment or contractual consequences as a result of the complaint. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable Members, Contractors and Stakeholders to raise serious concerns within the organization prior to seeking resolution outside the organization.

3.00 Reporting Violations

3.01 The Ethics Policy and Guidelines and other corporate policies address the organization's ethics and integrity policies and establish processes for addressing concerns related to ethical conduct. The Ethics Policy and Guidelines and other policies encourage Members to share their questions, concerns, suggestions, or complaints with someone who can address them properly. For employees, in most cases, an employee's manager is in the best position to address an area of concern. However, if an employee is not comfortable speaking with their manager or is not satisfied with their manager's response, they are encouraged to speak with someone in the Human Resources Department, the Governance & General Counsel Department or anyone from the Management Team, whom they are comfortable approaching. Mitacs Management is required to report all suspected violations of the Ethics Policy and Guidelines of Conduct to Chair of the Governance Committee, who has specific and exclusive responsibility to investigate or require and direct an investigation of all reported violations.

For suspected fraud, or when they are not satisfied or are uncomfortable with following the organization's Ethics Policy and Guidelines of reporting to managers, Members, Contractors or Stakeholders may contact the Chair of the Governance Committee directly at governance@mitacs.ca or for financial matters, the corporation's auditors to the attention of the Mitacs Audit Partner at [jfolka@kpmg.ca] or for any other matter, to the law firm Novalex to the attention of Mitacs Relationship Partner [mbouchard@novalex.co].

4.00 Chair of Governance Committee- Investigation and Resolution

4.01 The Chair of the Governance Committee is responsible for ensuring all reported complaints and allegations concerning violations of applicable law and/or the Ethics Policy and Guidelines are appropriately investigated and resolved.

In their discretion, the Governance Committee Chair may (but is not obliged to) advise the Chief Executive Officer and/or the Audit Committee Chair of the complaint and investigation. The Governance Committee Chair may request any in-house Mitacs Counsel or independent external counsel retained by the Governance Committee Chair and paid by Mitacs to conduct the investigation. The Governance Committee Chair and, as applicable, any investigator appointed or retained by the Governance Committee Chair shall have direct access to the Audit Committee of the Board, as required. The Governance Committee Chair shall report, *in camera*, to the Governance Committee at least annually on compliance activity under this policy.

5.00 Accounting and Auditing Matters

5.01 The Audit Committee of the Board shall address all reported concerns or complaints regarding suspected conflicts of interest, financial mismanagement, corporate noncompliance, accounting practices not consistent with applicable standards, gaps in internal controls, or auditing irregularities or any other allegations of financial impropriety. The Governance Committee Chair shall promptly notify the Audit Committee of any such complaint to be investigated and work with the Committee until the matter is resolved.

6.00 Acting in Good Faith

6.01 Anyone filing a complaint concerning suspected noncompliance with applicable laws and/or with the Ethics Policy and Guidelines, including financial mismanagement must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Ethics Policy and Guidelines, applicable law or applicable standards. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a possible disciplinary offence.

7.00 Confidentiality

7.01 Suspected noncompliance with applicable laws, the Mitacs Ethics Policy and Guidelines, including alleged mismanagement of public funds may be submitted on a confidential basis by the Member, Contractor or Stakeholder directly to the Governance Committee Chair (by e-mail to governance@mitacs.ca) or may be submitted anonymously by correspondence to the Mitacs Governance Committee Chair.

Reports of violations or suspected violations will be kept confidential to the extent possible and subject to disclosure required by law, consistent with the need to conduct an adequate investigation.

8.00 Handling of Reported Noncompliance or Suspected Noncompliance

8.01 When a report has been made which is not anonymous, the Chair of the Governance Committee will acknowledge receipt of the reported noncompliance or suspected noncompliance within 30 business days. While the particular circumstances of each report may require a different investigation step, all reports will follow a fair process consistent with the principles of natural justice, be promptly and efficiently investigated as the circumstances permit, ensure there is enough evidence to substantiate the matters reported or suspected,

and be independent of the person(s) concerned with the allegations. Upon completion of the investigation, appropriate corrective action will be taken under the direction of the Governance Committee Chair, if warranted by the investigation.

Thanks to our funding partners.  Merci à nos bailleurs de fonds.