



## POLICY

<b>Code of Business Conduct and Whistleblower Procedure</b>	<b><u>Policy Owner:</u></b> Executive Vice President & Chief Human Resources and Safety Officer
	<b><u>Policy Approver:</u></b> Board of Directors, Toronto Hydro Corporation
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The most recent version of this policy can be obtained from <a href="http://pluggedin.torontohydro.com/policy/Pages/GovernancePolicies.aspx">http://pluggedin.torontohydro.com/policy/Pages/GovernancePolicies.aspx</a> .	
The distribution of this policy is restricted not restricted.	

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**1 DOCUMENT REVIEW & REVISION HISTORY**

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This policy is reviewed annually.

Version Number	Date of Review	Reviewed By	Brief Description of Change
V 4.0	2014-04-28	PASC, CEO	Minor administrative changes; added references to social media.
V 4.0	2014-05-15	Board of Directors	N/A
V 4.2	2014-11-03	PASC	Minor administrative changes; added new Ethics Officer email address for reporting purposes.
V 4.3	2015-05-12	Board of Directors	N/A

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**2 DISTRIBUTION HISTORY**

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Version Number	Date of Issue	Recipients
V 4.0	TBD	Toronto Hydro external website, and intranet site ( <a href="http://pluggedin.torontohydro.com/policy/Pages/GovernancePolicies.aspx">http://pluggedin.torontohydro.com/policy/Pages/GovernancePolicies.aspx</a> )
V 4.2	2014-11-03	Toronto Hydro external website, and intranet site ( <a href="http://pluggedin.torontohydro.com/policy/Pages/GovernancePolicies.aspx">http://pluggedin.torontohydro.com/policy/Pages/GovernancePolicies.aspx</a> )
V 4.3	2015-05-12	Toronto Hydro external website, and intranet site ( <a href="http://pluggedin.torontohydro.com/policy/Pages/GovernancePolicies.aspx">http://pluggedin.torontohydro.com/policy/Pages/GovernancePolicies.aspx</a> )

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**3 INTRODUCTION**

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As a reputable utility organization delivering electricity distribution and energy services to the City of Toronto, Toronto Hydro always strives to be a responsible business enterprise and corporate citizen, with strong and shared commitments to our stakeholders. We work to achieve the following strategic pillars:

- **People:** fully-engaged, safe and healthy workforce that meets the changing business requirements.
- **Finance:** meet financial objectives of our shareholder.
- **Operations:** improve reliability through optimal and sustainable system management.
- **Customer:** provide value for money.

This requires us to execute our duties with highest standards of integrity and professionalism at all times. This Code of Business Conduct sets out the basic principles on how Toronto Hydro and Toronto Hydro's employees should conduct business activities to reach our business goals and fulfill commitments to our stakeholders.

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## 4 POLICY OVERVIEW

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This Code of Business Conduct sets forth the basic principles of business conduct that Toronto Hydro expects its employees, officers and directors to follow.

It is expected that we will at all times exercise honesty and integrity in our duties, and live up to our commitments to society and our stakeholders. Our stakeholders include our customers and other business partners, our employees, the communities in which we operate, and our shareholder, the City of Toronto.

This Code outlines general principles of appropriate business conduct rather than attempting to cover every situation which we may possibly encounter. It is not a substitute for the use of sound judgment and moral integrity in assessing such situations, and it does not supersede existing or subsequent Toronto Hydro policies issued in respect of specific matters. A failure by us to comply with the principles of appropriate business conduct set forth in this Code could result in damage to Toronto Hydro's economic well being or to its reputation and credibility with its stakeholders. The Code is designed to alert Toronto Hydro employees, officers, directors, consultants, suppliers and contractors to major legal and ethical issues that frequently arise. It also serves to establish appropriate channels for obtaining guidance and reporting Code violations.

The Executive Vice-President & Chief Human Resources and Safety Officer has been appointed to serve as Toronto Hydro's Ethics Officer.

All consultants, suppliers and contractors are to be made aware of the content of this Code. Each consultant, supplier and contractor shall either be provided with a copy of the Code or referred to the dedicated page on Toronto Hydro's website ([www.torontohydro.com](http://www.torontohydro.com)) each time an agreement to provide goods or services is executed with them or upon any change to the Code.

In this Code, "Toronto Hydro" means Toronto Hydro Corporation and all of its subsidiaries and related corporations.

### ***Ethical Decision Making***

One of the primary goals of this Code is to help all of us make ethical business decisions. The Code establishes principles to govern conduct in some general areas that pose ethical or legal concerns. No book of hard-and-fast rules, however long and detailed, could ever adequately cover all the dilemmas we face given the complexity and constantly changing nature of our work and our world.

Therefore, we may find it helpful to ask the following questions before taking action in specific situations:

- Am I adhering to the letter and spirit of the laws and regulations that may be involved?
- Is my action consistent with the overall values set forth in the Code?
- Would my action compromise my integrity or credibility, or that of Toronto Hydro?

- Does my action conform to Toronto Hydro's policies?
- How would my actions appear to my supervisors, peers, subordinates, family, close personal friends, or to the public if reported in the news or on social media?
- Does it make me feel uncomfortable?

Ultimately, employees are personally responsible for their decisions and should discuss ethical concerns, issues and questions with their supervisor or other contacts referred to under the "Compliance, Discipline and Reprisal" section, below.

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## **5 COMMITMENT TO SOCIETY**

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We believe that we have responsibilities to society, because ultimately it is only with its implicit permission that the economy in which we participate is allowed to flourish. We therefore make the following commitments to society.

### ***Obey the Law***

- 5.1 We act in accordance with both the letter and the spirit of all laws and regulations applicable to the conduct of our business wherever we operate. To achieve this, Toronto Hydro provides us with the training required to obtain an understanding of the laws which apply to the carrying out of our responsibilities. With this training, we are expected to be sufficiently familiar, and act in accordance with any laws that apply to our work, to recognize potential liabilities, and to know when to seek legal advice. If in doubt, we promptly seek clarification from Toronto Hydro's General Counsel.
- 5.2 We never commit or condone an illegal or improper act relating to Toronto Hydro's affairs, or instruct another employee, business partner or contractor to do so.
- 5.3 We acknowledge the importance to Toronto Hydro of complying with the Affiliate Relationships Code. We comply with, and ensure that all parties who provide services on behalf of Toronto Hydro comply with the Affiliate Relationships Code.
- 5.4 We do not offer or make any payment (in money, property, services or any other form), directly or indirectly, through an agent or consultant, to any government official, political party, political party official, or candidate for political office for the purpose of persuading that person to exert influence in order to assist Toronto Hydro in obtaining or retaining business. We take measures reasonably within our power to ensure that any payment made to an agent is appropriate remuneration for legitimate services rendered and that no part is passed on by the agent as a bribe. We ensure that proper systems of control are in place to prevent and detect the payment of bribes.
- 5.5 We never request any payment (in money, property, services or any other form) directly or indirectly, to influence a decision or otherwise, nor do we accept any offered payment for any purpose other than as permitted in strict compliance with this Code.
- 5.6 We avoid all actions that are anti-competitive or otherwise contrary to laws that govern competitive practices in the marketplace.
- 5.7 We do not engage in, or give the appearance of being engaged in, any illegal or improper conduct that is in violation of this Code.

### ***Confidentiality***

- 5.8 We do not use for personal advantage any information that is obtained in the course of our employment and is not available to the public at large.

Examples of such information include:

- (a) Information concerning a proposed or existing business transaction with Toronto Hydro (e.g., a contract to purchase new transformers);
- (b) The proposed acquisition or disposal of investments or other assets; and
- (c) The pending award or change of contract for the supply of materials, goods or services to Toronto Hydro.

5.9 We do not inform anyone of any material fact or change relating to Toronto Hydro before it has been generally disclosed by Toronto Hydro in accordance with its Disclosure Policy, except as may be required in the ordinary course of business. If it is necessary to inform any persons in the ordinary course of business, we ensure that the recipients of the information understand that it must be kept confidential. Where such recipients are from outside of Toronto Hydro, we request, where appropriate, that they confirm their commitment to non-disclosure in the form of a written confidentiality agreement.

5.10 We will comply at all times with the privacy policies approved by Toronto Hydro (see Toronto Hydro website [www.torontohydro.com](http://www.torontohydro.com)).

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## **6 COMMITMENT TO STAKEHOLDERS**

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Maintaining the trust and confidence of our stakeholders is crucial to Toronto Hydro's economic well-being and to its reputation and credibility with its stakeholders. If such trust and confidence is lost, we will lose their support and the valuable contribution which each makes to Toronto Hydro's success. It is in recognition of this that we make the following commitments to our stakeholders.

### **TO ALL OF OUR STAKEHOLDERS**

**We are committed to protecting their interest in Toronto Hydro's economic well-being.**

We acknowledge that all stakeholders have an interest in Toronto Hydro's economic well-being to provide employment opportunities, purchase goods and services, contribute to economic partnerships, contribute to the quality of life in communities where we operate, and to enhance the value of our shareholder's investment. To protect these interests, we will act in accordance with the following standards:

#### **6.1 Protect Toronto Hydro's Assets**

Each of us has a responsibility to safeguard Toronto Hydro's assets.

##### **6.1.1 *With respect to corporate funds, we will:***

- (a) Exercise integrity, prudence and judgment in incurring and approving business expenses.
- (b) Ensure that business expenses are reasonable and serve Toronto Hydro's business interests.
- (c) Ensure that all transactions and expenses are properly authorized.
- (d) Record all transactions and expenses accurately, completely and promptly.
- (e) Ensure that the acquisition, use, disposal or movement of funds is made known, clearly identified, and not diverted for any other use than that for which they were approved.
- (f) Not conceal any fund or transaction from finance, management or Toronto Hydro's auditors.

- (g) Not enter into any transaction for the purpose of unlawfully evading any tax, duty or other levy imposed by a government, either for ourselves or for our counterparties.

**6.1.2 *With respect to physical assets (including corporate property involved in carrying out duties), we will:***

- (a) Use these assets prudently and with due care.
- (b) Exercise reasonable safeguards to protect them against theft, damage, loss and waste.
- (c) Ensure that the acquisition, use, disposal or movement of assets is made known, clearly identified, and not diverted for any other use than that for which they were approved.
- (d) Not take, sell, loan, destroy or give away assets without proper authorization.

**6.1.3 *With respect to intellectual capital, we will:***

- (a) Treat any information that has not been publicly disclosed in accordance with Toronto Hydro's disclosure policy as confidential.
- (b) Take precautions to avoid inadvertent disclosure, for instance, by not discussing such information in public and using extra care in transmitting such information by fax or electronic mail.
- (c) Enter into confidentiality agreements to ensure those to whom we must disclose such information will not disclose it to others.
- (d) Not release information to the media or on social media without proper authorization.
- (e) Use only properly licensed computer software.
- (f) Not reproduce, distribute or alter materials such as computer software or videotapes without the permission of the copyright owner or authorized agent but instead obtain additional copies of needed materials by purchasing them through the appropriate channels.
- (g) Employ ethical means in conducting research by being honest in obtaining, interpreting, using and disclosing data.
- (h) Use Toronto Hydro intellectual property – brand names, logos, trademarks – only in an authorized manner and in accordance with all laws.
- (i) Comply with all internal policies, procedures and guidelines relating to internal computer systems, including the "Toronto Hydro Technology Use Guidelines," the "Cyber Security Policy" and the "Toronto Hydro Social Media and Digital Communication Guidelines". We acknowledge that Toronto Hydro reserves the broadest possible rights to ensure that Toronto Hydro's computer data base and all electronic communications systems, including electronic mail ("e-mail"), voice mail, the intranet and internet, and electronically created or stored data are used in compliance with internal policies, procedures and guidelines that guide the use, storage and transmission of information through this medium.

**6.1.4 *With respect to business records and reports, we will:***

- (a) Ensure honest and accurate recording, reporting and retention of information (including all business records, financial reports, research reports, marketing information, sales reports, tax refunds, time sheets, claims and other documents including those submitted to governmental agencies), since almost all business records may become subject to public disclosure in the course of litigation or governmental investigations, and records are also often obtained by outside parties or the media.

- (b) Ensure that all records and accounts accurately and truthfully reflect transactions and events, and conform both to generally accepted accounting principles and to the Toronto Hydro system of internal controls.
- (c) Ensure that no entry is made in any record that intentionally hides or disguises the true nature of any transaction.
- (d) Never withhold or fail to communicate information that should be brought to the attention of higher levels of management.
- (e) Attempt to be as clear, concise, truthful and accurate as possible when recording any information and avoid exaggeration, inappropriate language, guesswork, legal conclusions, and derogatory characterizations of people and their motives.
- (f) Not destroy or condone the destruction of records, except in accordance with internal document management, retention and disposition policies.

**6.1.5 *With respect to Toronto Hydro's image and reputation:***

- (a) When presenting ourselves on behalf of Toronto Hydro, we must not conduct ourselves in any way that would negatively impact Toronto Hydro's image and reputation, and must comply with any relevant Toronto Hydro policies, procedures, and standards.
- (b) Ensure that our communication via social networks and digital media complies with the directions laid out in the Toronto Hydro Social Media and Digital Communication Guidelines.

**6.2 Avoid Conflicts of Interest**

A "conflict of interest" occurs when our direct or indirect personal interests, activities or influences could compromise, or could reasonably appear to compromise, our ability to perform our responsibilities objectively and in the best interests of Toronto Hydro. Conflicts of interest, no matter how innocent the intention, threaten Toronto Hydro's economic interests (including its reputation), by potentially leading us to make decisions based on personal interests rather than in the best interests of Toronto Hydro. Even if we do not allow our personal interests to influence our decisions, the existence of the conflict will jeopardize the trust of our stakeholders if they perceive that we may not be acting solely with Toronto Hydro's best interests in mind. We must therefore exercise common sense, sound judgment and moral integrity to avoid any conflict of interest. We must also make any situation that might constitute a potential conflict of interest known to management and seek approval to proceed in accordance with this Code.

We are to seek guidance from our supervisors, managers, directors or otherwise in accordance with this Code, whenever there is a question concerning a possible conflict of interest between our personal interest and the interests of Toronto Hydro. Conflicts include any activity (even when it is unpaid), interest or association that might compromise, or appear to compromise, the independent exercise of our judgment in the best interests of Toronto Hydro.

To avoid the appearance of a conflict of interest, any request by a director or senior representative of our shareholder related to the material use or handling of Toronto Hydro assets or resources, or requesting actions to be taken by an officer or employee of Toronto Hydro other than those actions directed by the individual(s) to whom that officer or employee directly or indirectly reports, shall be reviewed by the Corporate Governance Committee. If an officer or employee of Toronto Hydro receives such a request from a director, such request shall be referred to the Chair, Corporate Governance Committee for a review by that Committee prior to such action being taken.

Our responsibility to avoid conflicts of interest means that we must always act in the best interests of Toronto Hydro.

**6.2.1 With respect to outside business interests, we will not (without approval):**

- (a) Operate, serve as directors, officers, or partners of, or perform work or services as employees, consultants or advisors for, any competitor or any actual or potential "business partner" (including suppliers and customers) or any other entity that could lead to a conflict of interest or situation prejudicial to Toronto Hydro's interests (including any situation where our performance of duties for Toronto Hydro is adversely affected).
- (b) Use Toronto Hydro time or resources (including equipment, tools, materials, supplies, facilities, personnel and information) to run our own business or engage in work for another organization, or to further the private interests of our family members, close personal friends or associates.
- (c) Take part in a Toronto Hydro corporate decision which might confer any benefit, monetary or otherwise, on a business partner or competitor of Toronto Hydro in which we, our family members, close personal friends or associates hold a direct or indirect business or ownership interest. For example, we will not award a contract to, or obtain goods or services from, an entity in which we or such family members, friends or associates have a private interest, except where the interest is solely in the form of insignificant stock interests held in public companies.
- (d) Take part in outside employment which creates the appearance of a perceived or an actual conflict of interest.
- (e) While performing duties as a Toronto Hydro representative, solicit customers for any outside employment. We will not recommend or refer customers to businesses, including those businesses operated by ourselves or other Toronto Hydro employees. For the purpose of interpretation, "solicit" includes any inquiry or request made by a customer for an employee's "off-duty" services.

**6.2.2 With respect to property transactions, we will not:**

- (a) Use our position at Toronto Hydro to influence any corporate decision involving real estate or personal property in which we, our family members, close personal friends or associates have a direct or indirect business or ownership interest. For example, we will not participate in a decision concerning the location of a Toronto Hydro facility that would directly or indirectly benefit lands owned by any such individuals.
- (b) Deal knowingly in real estate for the direct or indirect personal gain of ourselves, family members, close personal friends or associates, based on knowledge of any proposed or pending Toronto Hydro transaction such as the proposed location of a transmission line or other facility.
- (c) Influence the settlement of a claim against Toronto Hydro to the advantage of a private interest held by us, our family members, close personal friends or associates.

**6.2.3 With respect to political activity, we acknowledge that:**

Each of us has the right to participate in the political process and to engage in political activities of our own choosing. However, while involved in such political activities, we must at all times make clear that any views and actions are our own, and not those of Toronto Hydro. As in other activities, we must consider whether our political activity could adversely affect our performance of duties for Toronto Hydro or conflict with Toronto Hydro's responsibilities and, if so, avoid those activities. To determine if the political activity may create a potential conflict, we may contact the Ethics Officer, who will review the case and inform us of any action considered necessary to avoid the conflict.



**6.2.4 *With respect to gifts, gratuities, entertainment or benefits offered to us, our family members, close personal friends or associates (or to a third party receiving benefits for us or them) for less than full market value, we will conduct ourselves as follows:***

We will only accept gifts, entertainment and benefits in the normal exchanges common to business relationships. The following criteria will guide our judgment:

- (a) The gift, entertainment or benefit would be considered to be within the bounds of propriety taking into account all the circumstances of the occasion;
- (b) It does not, nor is it expected to create a sense of obligation;
- (c) It would not appear to improperly influence a business decision or result in compromising objectivity;
- (d) It occurs infrequently; and
- (e) It would be valid for reimbursement on a Toronto Hydro expense statement if offered rather than received.

We will return inappropriate gifts or other benefits to the donor, accompanied by an explanation of Toronto Hydro's policy on this matter, or, if considered appropriate, a copy of this Code. Perishable gifts can instead be donated to a charity and the donor notified. We will promptly advise our Ethics Officer of the circumstances of an inappropriate gift.

In some business settings, the return of a gift or refusal of a favour, benefit or entertainment would be offensive; in these cases, we should refer the circumstances to the Ethics Officer for guidance.

Full and immediate disclosure in accordance with this Code of borderline cases will always be taken as good faith compliance with this Code.

Each Toronto Hydro employee will, upon commencement of employment and every three years thereafter be required to (a) review and receive training on this Code, and (b) sign an attestation stating that they are not involved in any conflict of interest or potential conflict of interest with Toronto Hydro as per section 6.2 of the Code.

### **6.3 TO OUR CUSTOMERS AND OTHER BUSINESS PARTNERS**

**We are committed to being fair and honest.**

6.3.1 To fulfill this commitment, we:

- (a) Treat our business partners courteously, respectfully and in a professional and helpful manner.
- (b) Commit only to what we honestly believe we can deliver.
- (c) Honour the commitments we make.
- (d) Protect any information shared with us on a confidential basis by a business partner.
- (e) Do not release customer information to any third party without proper authorization from the customer or Toronto Hydro management.
- (f) Do not attempt to improperly influence the decisions of existing or potential business partners or attempt to secure preferential treatment for Toronto Hydro by offering gifts, entertainment or benefits which we ourselves would not be able to accept.
- (g) Do not use our position at Toronto Hydro to obtain personal favours or special consideration for ourselves, our family members, close personal friends or associates.
- (h) Select our suppliers objectively, based on fairness and the long-term best interests of Toronto Hydro.

## **6.4 TO OUR EMPLOYEES**

**We are committed to treating all employees with dignity and respect.**

6.4.1 To fulfill this commitment, we create a safe and healthy work environment where employees have opportunities for professional development, are treated with dignity and respect, and are recognized for their contributions to Toronto Hydro and its customers.

## **6.5 TO THE COMMUNITIES WHERE WE OPERATE**

**We are committed to protecting the environment and enhancing quality of life.**

To fulfill this commitment, we will act in accordance with the following standards:

### **6.5.1 *Protect the Environment***

We acknowledge that environmental protection is one of Toronto Hydro's fundamental values and to demonstrate such value, we will:

- (a) Ensure that we understand the environmental impact of our activities and treat it as an integral factor in all of our decisions.
- (b) Report immediately any environmental mishaps.
- (c) Be open about and accountable for our environmental performance.
- (d) Strive to find business partners who conduct their business in an environmentally responsible manner.

### **6.5.2 *Enhance the Quality of Life***

We believe that a fundamental responsibility is to conduct our business on a sound commercial basis in a socially responsible manner. This is, we believe, the greatest contribution we can make to the communities where we operate. We also believe that we have a responsibility to contribute to the well-being of these communities in other ways. While this commitment will take different forms in different communities, we will:

- (a) Support health, education and environmental initiatives.
- (b) Support and work with voluntary and charitable organizations that respond to community needs.
- (c) Get involved in and work with the community to assist in solving community problems.
- (d) Encourage our employees to contribute to their communities through involvement with community service and charitable and professional organizations. However, employees must consider whether their activities could pose a conflict of interest or adversely affect their performance of duties for Toronto Hydro, and should only use Toronto Hydro time or resources for such activities with the prior approval of management.
- (e) Encourage, support and seek partnerships with organizations that need our help, whether they be schools or social service organizations.
- (f) Involve local communities in decision making for issues that affect them.

## **6.6 TO OUR SHAREHOLDER**

**We are committed to enhancing value for our shareholder, the City of Toronto.**

All of our ethical commitments are directed at protecting Toronto Hydro's well-being. Through these commitments, we will seek to enhance the value of our shareholder's investment.

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## **7 POLICY OWNERSHIP, ADMINISTRATION, APPROVAL AND RESPONSIBILITIES**

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7.1 This policy is owned by the Executive Vice-President & Chief Human Resources and Safety Officer.

7.2 The Executive Vice-President & Chief Human Resources and Safety Officer is responsible for:

- (a) Ensuring that this policy is comprehensive, clear and current.
- (b) Ensuring that this policy is implemented and communicated to the departments and staff that are impacted.
- (c) Ensuring ongoing compliance with this policy.
- (d) Approving any exceptions to this policy, as required.
- (e) Reviewing this policy as often as necessary, but at least annually.
- (f) Modifying, amending or rescinding this policy at any time.

7.3 This policy is approved by the Board of Directors of Toronto Hydro Corporation.

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## **8 COMPLIANCE, DISCIPLINE, REPRISAL AND WHISTLEBLOWER PROCEDURE**

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8.1 All Toronto Hydro employees, officers and directors must adhere to and actively support the principles and standards described in this Code, and adhere to the standards set out in applicable policies, guidelines and legislation.

8.2 Regardless of the approach used, the person or office contacted will handle requests promptly, discreetly and professionally. Discussions and inquiries will be strictly confidential to the fullest extent possible or as permitted by policy or law.

8.3 Violations of the Code will not be tolerated. Any employee who fails to comply with the Code, or who withholds information during the course of an investigation regarding a possible violation of the Code, is subject to disciplinary action up to and including termination of employment. Depending on the nature of the non-compliance, Toronto Hydro may have a legal obligation to report the non-compliance to the appropriate authorities, which may lead to criminal prosecution or civil action.

8.4 Any situation or transaction that may violate, or could appear to violate, the letter or intent of the Code must be reported immediately to your supervisor, or if this is uncomfortable or seems inappropriate, must be reported immediately to the next level of your management; or if preferred, to Toronto Hydro's Ethics Officer.

8.5 The Ethics Officer may be contacted by regular mail addressed to the Ethics Officer, 14 Carlton St., Toronto, Ontario M5B 1K5 and marked CONFIDENTIAL, in person, by way of a dedicated phone line established solely for this purpose (416-542-2767), or by email at EthicsOfficer@torontohydro.com. All issues raised with or reported to the Ethics Officer will be handled promptly, discreetly, and professionally.

8.6 The Ethics Officer shall have the discretion to determine how any reported matter will be handled. This discretion shall include deciding, in each instance, with whom she should or should not discuss the details of the reported matter. She shall not have any obligation to discuss the matter with the Chair of the Board of Directors or any of the other directors or officers of Toronto Hydro, except if the reported matter involves the conduct of any of the directors, the CEO or any other officer of Toronto Hydro. In such cases, the Ethics Officer shall immediately report the matter to the Chair of the Audit Committee of Toronto Hydro Corporation and comply with any directives received from the Chair. It is important to note that it is hoped that all callers will identify themselves when contacting the Ethics Officer, since that will facilitate resolving any issues. However, she will respond to anonymous contacts.

8.7 All disclosures to the Ethics Officer will be kept strictly confidential to the fullest extent possible or permitted by policy or law unless, in the sole opinion of the Ethics Officer, the matter disclosed constitutes an actual or potential threat of harm to Toronto Hydro, its employees or the general public. In that event, the Ethics Officer will act in accordance with any disclosure procedure issued by Toronto Hydro's General Counsel.

8.8 Management is responsible for ensuring that no retaliatory action will be taken against anyone for making in good faith a report of an ethical or legal concern or violation. However, anyone who takes part in a prohibited activity may be disciplined even if they report it. An employee's decision to report will, in all cases, be given due consideration in the event that any disciplinary action is necessary.

8.9 Any employee found to be retaliating against an individual who, in good faith, reports a known or suspected violation of the Code or supplies information about a concern will be subject to disciplinary action up to and including termination of employment. Employees who knowingly submit false reports will also be subject to disciplinary action.

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## 9 POLICY COMMUNICATION

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Communication Trigger	Type Of Communication	Party Responsible For Policy Communication	Audience	Acknowledgement?
<ul style="list-style-type: none"> <li>• New Hire</li> <li>• Policy Revision</li> <li>• Annual Review</li> </ul>	<ul style="list-style-type: none"> <li>• Intranet Posting</li> <li>• Email</li> <li>• Hard Copy Provided</li> </ul>	Executive Vice-President & Chief Human Resources and Safety Officer	All Employees	No

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## 10 RELATED LAWS, REGULATIONS AND DOCUMENTATION

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- 10.1 Refer to the following policies and guidelines located on the Toronto Hydro intranet site:
- Disclosure Policy
  - Fraud-Theft Prevention Policy
  - Social Media and Digital Communication Guidelines
  - Workplace Harassment Policy
  - Environmental Policy
  - Violence Prevention in the Workplace Policy
  - Toronto Hydro Technology Use Guidelines
  - Cyber Security Policy