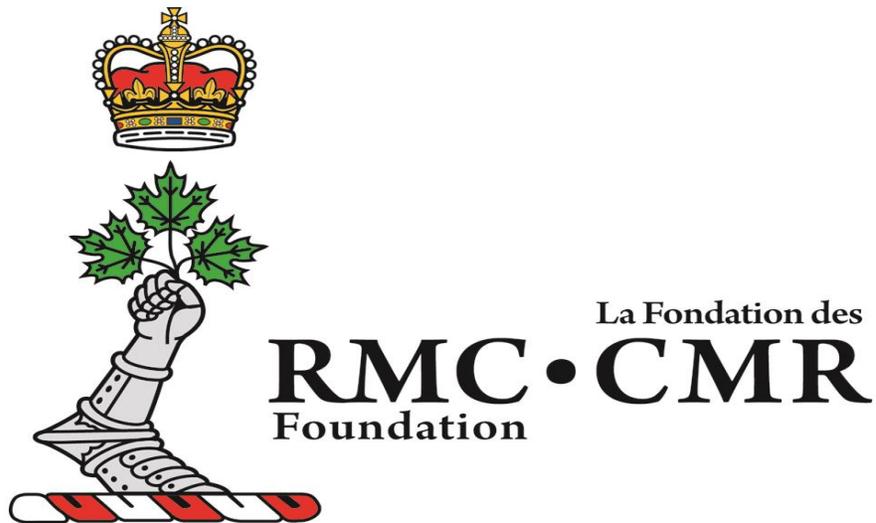


THE ROYAL MILITARY COLLEGES OF CANADA FOUNDATION INC.



CODE OF ETHICS

March 22, 2018

The Royal Military Colleges of Canada Foundation Inc.

Code of Ethics

1. INTRODUCTION

Fundamental to The Royal Military Colleges of Canada (the “Colleges”) is a strong ethical code embodied in the motto “Truth, Duty, Valour”. The Royal Military Colleges of Canada Foundation Inc. (the “Foundation”) adheres to this ethical code and strives to reflect the values of the Colleges in the conduct of its operations and affairs. It is Foundation policy that all Foundation Directors, officers, employees and contract personnel will adhere to this Code of Ethics (the “Code”) and will conduct themselves in accordance with high moral, ethical and professional standards of conduct.

The purpose of the Code is to establish the minimum standards of conduct expected and required of Directors, officers, employees and contract personnel of the Foundation. These standards are not intended to be exhaustive, and are in addition to any statutory or common law duties and obligations applicable to Directors, officers and employees of the Foundation.

The Code is subject to the provisions of the Canada Not-for-profit Corporations Act that governs the Foundation. In the case of any disputes or uncertainty, this Code over-rides any other by-law and policy of the Foundation. The Board of Directors is vested with the authority to interpret the Code and to rule on any issues that arise from it.

2. CONFLICT OF INTEREST OR LOYALTY

2.1 For the purposes of this Code, a conflict of interest exists when a reasonable observer would believe that a person’s loyalty to another organization or interest, including his or her self-interest, may influence the exercise of his or her objective judgement or compromise his or her loyalty to the Foundation. Such conflicts may take the general forms outlined below:

(a) where a person involved in a decision (or someone related to that person) has a material interest in the outcome of the decision (conflict of interest);

(b) where a reasonable person could believe that a decision-maker’s actions are influenced by things other than the merits of the issue on which a decision is required (perceived conflict of interest); or

(c) where a person owes a loyalty to two or more parties and cannot reconcile those loyalties by identifying and serving the common interests of the separate parties (conflict of loyalty).

2.2 No conflict of interest exists where a potential benefit applies to a broader class of people, such as all Directors or all members of a Class. For example:

(a) a Director is not in a conflict of interest if she or he votes on a question of changes to Director expense reimbursement; and

(b) a Director is not precluded from voting on a disbursement simply because the Director is a member of The Royal Military Colleges Club of Canada or their graduating/entry Class. However, if the Director is an officer or an employee of the Royal Military College Saint-Jean or the Royal Military College of Canada, a real or perceived conflict of interest and/or loyalty may exist that will need to be addressed.

3. DIRECTORS AND OFFICERS

3.1 A Director or officer is required to disclose any conflict of interest. The onus for such disclosure is on the Director or officer. A Director or officer should also disclose any perceived conflict of interest as well as any conflict of loyalty. Such a disclosure shall be noted in the minutes of the meeting at which the disclosure is made.

3.2 A Director who has a conflict of interest, perceived conflict of interest and/or conflict of loyalty in connection with any matter before the Board shall not vote on that matter. The Director should preferably leave the meeting during the time the matter is under discussion, and the minutes shall record the Director's departure and return.

3.3 If a Director or officer is uncertain as to whether he or she has a conflict of interest, perceived conflict of interest and/or conflict of loyalty, he or she shall in the first instance seek the counsel of a member of the Executive Committee which is comprised of the President, Past President, Executive Vice-President, Vice-President and Treasurer of the Foundation. If the matter is not resolved through this course of action, the Executive Committee may, at its discretion, request that the Board of Directors rule on the matter. The Director or officer (if in attendance) considered to be in a potential conflict of interest position shall preferably leave the meeting during the time the matter is under discussion, and the minutes shall record the Director's or officer's departure and return.

3.4 Nothing in the Foundation's incorporating documents, this Code, or in its bylaws prevents the awarding of a contract to a Director or officer. However, the Board of Directors has a fiduciary responsibility to determine that any such contract is reasonable under the circumstances and is in the best interests of the Foundation.

3.5 Directors may have privileged access to Foundation funders and should be cognizant of their responsibility to avoid any situation where they may be seen as attempting to influence a Foundation funder or potential funder to support an organization other than the Foundation of which the Director is a member or for which he or she volunteers.

4. EMPLOYEES

4.1 Employees have a possibility of a conflict of interest or perceived conflict of interest and/or loyalty because of the nature of their work for the Foundation. They must be cognizant of how their actions will be seen by the Board of Directors, members of the Foundation and the Colleges.

4.2 The Executive Vice-President shall disclose to the President any situation in which she or he has a conflict of interest or perceived conflict of interest and/or loyalty and shall act in accordance with the President's instructions in dealing with the issue.

4.3 Any other employee shall disclose to the Executive Vice-President or to a member of the Executive Committee any situation in which she or he has a conflict of interest or perceived conflict of interest and/or loyalty. The Executive Vice-President shall discuss any such disclosure with the Executive Committee. The employee shall act in accordance with the Executive Vice-President's instructions or with the member of the Executive Committee's instructions (as the case may be) in dealing with the issue.

4.4 Notwithstanding any instructions from the President, the Executive Vice-President, or the member of the Executive Committee (as the case may be), an employee shall, in any report, disclose any conflict of interest or perceived conflict of interest and/or loyalty.

4.5 Employees may have privileged access to Foundation funders and should be cognizant of their responsibility as professionals to avoid any situation where they may be seen as attempting to influence a Foundation funder or potential funder to support an organization other than the Foundation of which the employee is a member or for which he or she volunteers.

5. CONFIDENTIALITY

5.1 Directors, officers and employees may receive or have access to documents, information about the Foundation, its funders, its employees, its financial affairs, and other matters (collectively "Confidential Information").

5.2 In order to protect and keep such information confidential, Directors, officers and employees shall not discuss, copy, distribute or convey any Confidential Information to any other person not entitled to receive such Confidential Information, including spouses, family members, friends, business associates or members of the Foundation. Only the Executive Committee or its delegate can authorize the release of any Confidential Information. When in doubt, contact a member of the Executive Committee.

6. NEPOTISM

6.1 No person who is related to a Director, officer or staff member shall be hired by the Foundation, awarded a contract or hired on a casual basis without the prior specific authority of the Board of Directors. This authority may not be exercised by the Executive Committee on behalf of the Board.

7. FOUNDATION ASSETS

7.1 Directors, officers and employees should protect Foundation funds and report any loss or misappropriation of money or Foundation property, or any fraud or theft.

8. WORKPLACE ENVIRONMENT

8.1 The Foundation is committed to providing a work environment free of discrimination or harassment, in which individuals are accorded equality of employment opportunity based upon merit and ability. Discriminatory practices based on race, sex, colour, natural or ethnic origin, religion, marital status, family status, age or disability will not be tolerated. Officers and employees are entitled to freedom from sexual and all other forms of personal harassment in the workplace.

9. WHISTLEBLOWING

9.1 It is the responsibility of all Directors, officers, and employees to report concerns about violations of the Code or suspected violations of law or regulations that govern the Foundation's operations. It is contrary to the values of the Foundation for anyone to retaliate against any Director, officer, or employee who in good faith reports an ethics violation, or a suspected violation of law, such as a complaint of discrimination, or suspected fraud, or suspected violation of any regulation governing the operations of the Foundation. Anyone who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination from their office or employment with the Foundation.

9.2 Anyone wishing to report concerns about violations of the Code or suspected violations of law or regulations that govern the Foundation's operations may do so to the Executive Vice-President, the President and/or to any Director(s).

10. ANNUAL COMMITMENT

10.1 When a Director is appointed to the Board; when officers, employees, and contract personnel are hired; and annually thereafter they must agree to adhere to the current version of the Code. The Executive Vice-President shall annually circulate a copy of the Code to each Director, officer and employee and ask that the person acknowledge having reviewed it and commit to complying with it through signing and returning the attached Acknowledgement Form. The Executive Vice-President shall retain on file the documents signifying such review and commitment.

Confirmed _____, 2018, to be reviewed _____.

THE ROYAL MILITARY COLLEGES OF CANADA FOUNDATION INC.

Code of Ethics Acknowledgment Form

I acknowledge that I have a copy of The Royal Military Colleges of Canada Foundation Inc.'s most recent Code of Ethics, that I have read or re-read it during the current year, and have disclosed any transactions or matters of potential conflict in accordance with applicable corporate law, the Code of Ethics and Foundation by-laws. Any transaction or other potential conflicts not previously reported are listed and attached to this Acknowledgement Form. I understand that the Foundation's electronic communications systems are to be used for conducting the business of the Foundation, and are subject to inspection without notice at the Foundation's discretion.

Signature of Director, officer or employee

Date

Print Name

Title

Location

Executive Vice-President

Date