



WE ARE THE VILLAGERS

SUPPLIER CODE OF BUSINESS CONDUCT

***, 2019**

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INTRODUCTION

We Are The Villagers (WATV) has a long-standing reputation for integrity and trustworthiness among its stakeholders. WATV's reputation depends upon the way in which it conducts its business and its commitment to community social responsibility.

As a trusted community partner, WATV's actions must be above reproach to maintain the confidence of its stakeholders and to avoid damage to its reputation.

Commitment to ethical business practices, a key part of operating with honesty, integrity and respect, is a core value for WATV.

This *Supplier Code of Business Conduct* is designed to ensure that suppliers have a clear understanding of how WATV expects to conduct its business with its suppliers. WATV expects full compliance with all principles and processes related to this Supplier Code of Business Conduct. All suppliers to WATV must carefully review the commitments in this Code and agree to abide by the commitments as a condition of providing services with WATV.

APPLICATION

This Code applies to WATV's suppliers – and their sub-suppliers. Suppliers are defined as those organizations that provide goods and/or services to the children of WATV, and for which WATV reimburses the costs to the children or their families, in whole or in part. WATV personnel, including employees or volunteers, who engage either goods or service suppliers are responsible for ensuring that suppliers review, sign and commit to comply with WATV's Code of Business Conduct for Suppliers.

WE ARE THE VILLAGERS'S PRINCIPLES OF BUSINESS CONDUCT

WATV's employees and volunteers – and this Code of Conduct – are guided by the following principles of ethical business practices:

- comply with applicable laws, regulations, WATV policies and procedures;
- respect the lives, rights, privacy and property of others;
- avoid conflicts of interest in decisions that we determine or influence;

- conduct duties and business relationships in an honest, fair and responsible manner;
- sustain a culture in which ethical conduct is valued and recognized;
- maintain safe, healthy and secure work environments;
- use resources, material and energy as efficiently and responsibly as possible in the provision of products and services;
- sustain responsible trading practices with all suppliers to promote decent, legal and humane working conditions;
- foster a business environment that encourages open communication and seeks out, listens and responds to the ideas and concerns of stakeholders;
- provide timely, full and true disclosure of material information, both financial and non-financial, concerning the business and affairs of the WATV to the public when and as required through authorized channels and/or spokespersons according to the WATV's Disclosure Policy; and
- manage compliance with the Supplier Code of Business Conduct as any other critical business activity.

Conflict of Interest

WATV employees, directors and volunteers owe primary loyalty to the Charity. A conflict of interest arises when an employee or director has a personal or financial interest in a proposed Charity action, even if the action is in the best interests of the Charity. Employees, directors and volunteers are not permitted to participate in decisions where they have a conflict of interest. The conflict of interest provisions in the Ontario Business Corporations Act govern directors and officers.

Employees and directors must not ignore WATV procedures or use their position for the benefit of those seeking to do business with WATV or for their own personal interests or the interests of family, friends and colleagues.

EXPECTATIONS OF SUPPLIERS

This section sets out WATV's specific expectations regarding the workplace standards and business practices of its suppliers. These expectations are consistent with the WATV's values, principles and policies regarding ethical business conduct.

WATV will seek to identify and engage suppliers who conduct their business based on a set of ethical standards compatible with its own. WATV will favour suppliers who share its commitment to contribute to improving conditions in communities where they operate. WATV will not knowingly do business with suppliers who do not meet the standards outlined in this Code.

Compliance with Laws

Suppliers will comply with the laws and regulations, whether domestic or foreign, which govern the conduct of their businesses.

Employment Standards

Suppliers will employ employees who are, in all cases: present voluntarily, not put at risk of physical harm due to their work environment, fairly compensated and allowed the lawful right of free association.

Wages and Benefits

Suppliers will, at a minimum, provide wages and benefits that comply with the laws of their country of operation.

Working Hours

Suppliers will not exceed prevailing local work hours except where workers are appropriately compensated for overtime. WATV will favour business partners who use less than sixty-hour work weeks and allow employees at least one day off in seven days, or equivalent leave privileges.

Discrimination/Human Rights

Suppliers must not discriminate against their employees in hiring practices or any other term or condition of work (other than legitimate occupational requirements allowed by law) on the basis of race, ancestry, place of origin, colour, ethnic origin, citizenship, religion, faith, political opinion, sex, sexual orientation, age, marital status, same-sex partnership status, family status or disability.

Disciplinary Practices

Suppliers will not use corporal punishment or other forms of mental or physical coercion.

Workplace Environment

Suppliers will provide workers and clients with a safe and healthy working environment consistent with all applicable laws and regulations.

Environmental Protection

Suppliers will comply with all applicable environmental laws and regulations in their country and laws that govern the provision of services in Canada, as well as all applicable WATV policies

Confidentiality and Privacy

Suppliers will not disclose to others or use for their own purposes or the purposes of others any trade secrets, confidential information, knowledge, designs, data, skill, or any other information which WATV identifies to the supplier as confidential.

WATV must approve all confidentiality agreements that are required by suppliers.

In accordance with the intent of WATV's Privacy Policy, suppliers will respect the privacy of personal information they collect, use or disclose as a consequence of their business relationship with WATV.

Unlawful Payments

Suppliers will not offer or accept unlawful payments.

Dealing with WATV's Employees and Volunteers

WATV expects its employees and volunteers to treat all suppliers – or those seeking to do business with WATV – with honesty, integrity and respect. In conducting business on behalf of WATV, employees and volunteers are bound by a Code of Business Conduct. Suppliers are reminded that WATV employees owe exclusive business loyalty to WATV and its clients. Employees must never be put in a position where personal or financial incentives or interests may impair their judgement and ability to make decisions in the best interest of WATV.

It is never acceptable for any employee to pay or accept any bribe, kickback or other unlawful payment or benefit to secure any concession, contract or other favourable treatment.

WATV expects its suppliers to respect our employees who are duty-bound to comply with WATV's Code of Business Conduct guidelines regarding gifts, entertainment and travel. WATV does not believe that its operating goals are best advanced in an environment of entertainment and, thus, employees are discouraged from accepting invitations to participate in sporting or cultural events. WATV does, however, encourage its employees, volunteers and suppliers to come together in support of charitable events and programs where there is mutual interest.

Token gifts of nominal value (under \$100) and entertainment in the form of meals is also acceptable.

Sub-suppliers

Suppliers will certify that their sub-suppliers comply with a set of ethical standards compatible with this Supplier Code of Business Conduct. Proof of certification must be presented upon request.

Products and Services

Suppliers will supply only products and/or services that comply with WATV's specifications and comply with all applicable Canadian legal requirements. Suppliers will supply only products and/or services that, when used as intended, are safe for employees, clients of WATV, consumers, and the environment. Suppliers will cooperate fully with WATV and take appropriate steps, including notification of WATV's customers, to address any health, safety, environmental or regulatory issues associated with their products and/or services.

SUPPLIER CERTIFICATION

All suppliers will certify that they have read this Supplier Code of Business Conduct and will agree to abide by it. Suppliers will either complete the attached form or sign a contract with WATV, which incorporates the Supplier Code of Business Conduct.

WATV will determine the frequency of certification.

SUPPLIER ASSESSMENT AND MONITORING

WATV reserves the right to assess and monitor on an ongoing basis a supplier's practices regarding this Code. WATV or a third party designated by WATV may periodically conduct onsite assessments of selected supplier facilities that provide services for WATV.

WATV may also periodically conduct on-site assessments of selected sub-supplier facilities that provide services to WATV.

Assessments may include a review of relevant supplier records as well as inspection of the facility for compliance with this Code.

WATV will determine the frequency and extent of the assessments and ongoing monitoring.

Consistent with standard industry practice, all costs associated with the assessments and ongoing monitoring will be borne solely by the supplier.

Suppliers will allow WATV and/or any of its representatives reasonable and timely access to its facilities and to its relevant records at all times.

ENFORCEMENT OF SUPPLIER COMPLIANCE WITH THE CODE

Suppliers who do not meet the requirements of this Code may ,where considered appropriate by WATV, be provided with the opportunity to bring their business up to WATV standards in a reasonable time frame.

WATV reserves the right to terminate its business relationship with any supplier who fails to comply with the Supplier Code of Business Conduct.

REPORTING AND ADDRESSING CODE VIOLATIONS

Any person who believes that a violation of WATV's Supplier Code of Business Conduct has occurred, is asked to report the relevant information in confidence to: We Are The Villagers, 486 Hugel Avenue, Midland, ON L4R 1V6 Attention: Business Conduct Compliance Office Tel 1-855-528-5252 Email info@wearethevillagers.com

WATV will make every effort to investigate all reported violations in a discreet, fair and confidential manner and will take appropriate action to maintain the integrity of its business.

Suppliers should direct any questions they may have regarding the Supplier Code of Business Conduct to the WATV employee with whom they normally deal or to the general office.

SUPPLIER CERTIFICATION FORM

I acknowledge that I have received a copy of We Are The Villager's Supplier Code of Business Conduct, dated * 2019, that I have read and understood the contents, and that my company agrees to abide by this Code. To the best of my knowledge, my company is in compliance with the Supplier Code of Business Conduct.

I have the authority to bind the company named below.

Name: _____

Position Title: _____

Company: _____

Signature: _____

Dated this _____ day of _____, in the year _____.

Please return a signed copy of this document to the attention of:
