

WHISTLE-BLOWING POLICY

Board Approved Policy

Effective date:

December 5, 2019

Next review date:

December 2021

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1 General

1.1 Purpose and Scope

OPTrust is committed to complying with laws and regulations applicable to it, and with its internal policies and procedures, and relies on its employees and others to perform their duties and responsibilities in accordance with such laws, regulations and policies. OPTrust has put in place internal controls and procedures to detect and prevent improper activities; however, OPTrust welcomes information concerning potentially undetected violations of laws, regulations, policies or procedures related to its business practices. The Whistle-Blowing Policy (the “Policy”) and accompanying Whistle-Blowing Procedures (attached as Appendix A) establish procedures for reporting violations or suspected violations of laws or policies and outlines the process that will be followed by OPTrust in evaluating and investigating such reports.

It is in the interest of all OPTrust stakeholders that such concerns be reported so that they can be properly addressed. The Policy therefore ensures to the extent possible that no individual who in good faith reports a violation or suspected violation will suffer harassment, retaliation or adverse employment consequences because of such good faith report.

The reporting mechanism under this Policy is available to all OPTrust employees, including contract employees, Trustees, agents, consultants and other advisors to OPTrust, as well as to parties external to OPTrust.

1.2 Guiding Principles

The Policy is designed as a control to safeguard the integrity of OPTrust and to support compliance with legal and ethical requirements. The implementation of the Policy is based on the belief that accessible, confidential and reliable channels for reporting wrongdoing and robust protection of whistle-blowers from all forms of retaliation helps to protect OPTrust by providing a mechanism for identifying and addressing undetected wrongdoing.

1.3 Legal Framework

OPTrust operates in a highly-regulated environment and is accountable to the Plan beneficiaries for the proper administration of the pension plan and fund. The *Pension Benefits Act* (Ontario) (the “PBA”) and trust law impose a fiduciary standard of care and duty of loyalty on the plan administrator and its employees and agents. These fiduciary duties require OPTrust and its employees and agents to act honestly, with integrity and in good faith when discharging their obligations with respect to their duties at OPTrust. Fiduciary law also imposes a duty on OPTrust to establish and maintain appropriate internal controls and business policies and practices to ensure that all persons associated with OPTrust are performing their duties with integrity and in compliance with all applicable laws.

1.4 Related Policies

This Policy is to be read in conjunction with the various ethical policies established by management and the Board, including the employee handbook (titled “Everything you need to know about OPTrust”), the Respectful Workplace Policy, the Health and Safety at Work Policy, the Impairment at Work Policy, the Accessibility Policy, the Conflict of Interest Policy, the Personal Trading Policy, the Ethical Wall Policy, the Allegations of Third Party Wrongdoing Policy and the Trustee Code of Conduct. The Policy is also directly related to the Fraud Risk Management Framework which is appended to the Management Risk Policy.

1.5 Guidelines and Procedures

Operational guidelines and procedures, templates, forms and other material, including the Whistle-Blowing Procedures, may be utilized in the implementation of this Policy. Any such guidelines and other material will be available online.

1.6 Risk Management

The Board of Trustees (the “Board”) has established the Risk Appetite Statement which identifies the key risks facing OPTrust. This Policy is an integral component of the strategy for mitigating certain strategic risks identified in the Risk Appetite Statement. In particular, this Policy is intended to help mitigate four of OPTrust’s primary risks, namely, governance, reputational, legal and regulatory and operational risk (each as described more fully in the Risk Appetite Statement).

2 Accountabilities

The Board is accountable for ensuring that the intent of this Policy is carried out through the processes and procedures established in this Policy, including ensuring that independent counsel is in place to assist the Panel (defined below) in carrying out its duties. The Board has delegated oversight of the whistle-blowing program to the Human Resources and Compensation Committee (the “HRCC”) and responsibility for administering this Policy to the Concern Assessment Panel (the “Panel”), a subcommittee of the Board described more fully in Section 4.6 of this Policy.

The Senior Vice-President and General Counsel (“SVPGC”) and the SVP, People, Communications and Public Affairs (the “SVP PCPA”) also have responsibilities in connection with the administration of this Policy and the Corporate Secretary assists the Panel with certain administrative matters relating to the Whistle-Blowing Service (as defined in Section 4.5 below).

3 Definition of Whistle-Blowing

Whistle-blowing is the confidential disclosure by a person of alleged dishonest or illegal activities occurring in OPTrust or a subsidiary. The alleged misconduct may include a violation of a law, rule, regulation, professional standard or internal policy and/or constitute a direct threat to public interest, such as fraud, health and safety violations or corruption.

While employment-related issues that could affect OPTrust's operations or reputation or harm the public interest could also be the subject of a whistle-blowing report, the reporting mechanism under this Policy should not be used to report day-to-day human resources (HR) concerns. Routine HR issues should be dealt with through the normal channels. Whistle-blowing is also not a process to be used to resolve perceived violations of the Collective Agreement. Processes for resolving employee grievances are set out in the Collective Agreement.

4 The Reporting Process

4.1 Reporting Mechanisms

There are four main reporting mechanisms under the Policy. Concerns may be reported (1) to the employees' manager; (2) to the SVPGC; (3) through the anonymous Whistle-Blowing Service described in Section 4.5 below; or (4) directly to the Board. A concern reported to a manager will be reported to the SVPGC. All concerns reported under the Policy, regardless of the reporting mechanism used, will be considered by the Panel. Please consult the Whistle-Blowing Procedures for contact information and additional details regarding the reporting and investigative processes under the Policy.

4.2 Acting in Good Faith

Any person reporting a concern must act in good faith and have reasonable grounds for reporting a concern.

4.3 No Retaliation

No person who in good faith reports a concern will suffer harassment, retaliation or adverse employment consequences as a result of raising a concern. An employee who retaliates against another employee who reported a violation in good faith will be subject to discipline, up to and including termination of employment.

4.4 Confidentiality and Anonymity

Any matter that is reported under this Policy will be treated with the utmost confidentiality at the reporting stage and throughout the investigative process. However, anonymity is not guaranteed as it may be necessary to disclose the whistle-blower's identity (and involve the whistle-blower) for purposes of the investigation and/or any police or court proceedings.

4.5 Use of the Whistle-Blowing Service

OPTrust has retained a third party to provide an independent, anonymous whistle-blowing reporting service (the "Whistle-Blowing Service"). Persons may report concerns to the Whistle-Blowing Service using two methods: (1) through a hotline telephone or voicemail number; and (2) online through the Whistle-Blowing Service's website. Online reports identified as "sensitive" by the whistle-blower are visible only to the Panel and only the Panel members receive notification of the report. The SVPGC (or his or her delegate) and the Panel members, receive notices of, and have visibility on, regular reports.

4.6 The Concern Assessment Panel and the Investigations Process

The Panel consists of the Chair of the Audit, Finance and Risk Committee (“AFRC”) and the Chair of the HRCC. The Panel’s responsibilities and duties with respect to the investigation of a whistle-blowing concern are described in the Whistle-Blowing Procedures. Generally, the Panel’s role is to manage the whistle-blowing process and ensure that whistle-blowing concerns are addressed appropriately and in accordance with the requirements of this Policy.

When considering a concern, the Panel will consult with independent counsel and has the discretion to call on such other internal or external resources as it requires to fulfill its duties under this Policy. At any time during the process the Panel may also discuss the matter with the Board Chair and Vice-Chair and senior management as appropriate. Where the Panel determines, in its sole discretion, that a reported concern falls outside the scope of the Whistle-Blowing Policy, it may request the SVPGC to take carriage of the matter.

Where the Panel believes that a concern has not been made in good faith or the whistle-blower refuses to provide the evidence to back-up their claim, it shall seek advice from the independent counsel. If the Panel, in consultation with the independent counsel, and as necessary the Board Chair and Vice-Chair, determines that a concern has not been raised in good faith or the whistle-blower refuses to provide the evidence to back-up their claim, it shall inform the whistle-blower that the Panel will not be pursuing the matter and may take such other steps as it sees fit, in consultation with the independent counsel and any other persons it deems appropriate.

4.7 Reporting by the Concern Assessment Panel

The Panel will provide the HRCC with reports on its activities as required. To preserve the confidentiality and anonymity of the whistle-blower to the extent possible, information with respect to specific situations will be provided on a “need to know” basis only.

5 Role of Management

The SVPGC, in his or her capacity as General Counsel to the Board, is responsible for receiving and passing on to the Panel reports from whistle-blowers who choose to report to him/her or through their manager, for ensuring that the Policy is posted on the OPTrust website, for ensuring new Board members are aware of the Policy, and for performing any specific duties assigned to him/her in this Policy or by the Panel. The SVPGC may delegate responsibilities under the Policy to another lawyer within Legal Services.

The SVP PCPA is responsible for informing all new employees of the availability of the whistle-blowing mechanism.

The Corporate Secretary is responsible for certain administrative matters relating to the Whistle-Blowing Service, including dealing with the contract with the Whistle-Blowing Service provider and arranging for training for new Panel members.

6 Conflicts

Notwithstanding any other provision of this Policy, if a complaint is made against the SVPGC, a member of the executive committee, the CEO, or a Board member, the Panel shall immediately seek legal advice from independent counsel. The conflicted individual will be excluded from any duties they may have under this Policy and provided with information about the complaint on a strict “need to know” basis. If the complaint is against a Panel member, the Panel member shall immediately notify the Chair and Vice-Chair of the Board and recuse him- or her- self from the matter.

7 Amendment and Review Cycle

The Policy and Whistle-Blowing Procedures are subject to biennial review.

8 Revision History

December 5, 2019	Updated to reflect changes in whistle-blowing processes.
October 4, 2018	Updated to revise the definition of “whistle-blowing, to reflect changes in the organization and to remove certain procedural matters from the Policy.
May 19, 2016	Reformatted and updated to reflect appointment of SVPGC
November 20, 2014	Amended to encourage staff to use other available mechanisms before resorting to whistle-blowing; processes clarified.
July 2014	Toll-free numbers to UK and Australia added
May 2014	New whistle-blower service provider
December 16, 2013	Restated based on best practices

APPENDIX A

Whistle-Blowing Procedures

The Whistle-Blowing Procedures are appended as an appendix to, and intended to be read in conjunction with, the Whistle-Blowing Policy and are available on-line. They provide details regarding the role of the Concern Assessment Panel, the reporting mechanisms (including contact information) and the investigative and reporting processes.

The Concern Assessment Panel

1. The Chair of the Human Resources & Compensation Committee and the Chair of the Audit, Finance & Risk Committee comprise the Concern Assessment Panel (the “Panel”).

Responsibilities of the Panel

2. The Panel is responsible for managing the whistle-blowing process, including:
 - a) ensuring that concerns reported through the mechanisms set out in the Whistle-Blowing Policy (the “Policy”) are investigated;
 - b) determining which actions, if any, are required to be taken to effect an appropriate investigation process;
 - c) ensuring that all parties involved in the investigation of the concern treat the matter with the utmost confidentiality and maintain the anonymity of the whistle-blower, to the extent possible;
 - d) managing conflicts as described in Section 6 of the Policy and sensitive complaints (see #5 below); and
 - e) ensuring that there will be no retaliation against a person reporting a concern in good faith.

Reporting Mechanisms

3. There are four methods to report a concern under the Whistle-Blowing Policy. The mechanisms and contact information are set out in the chart below. A concern reported under any of the mechanisms will be reported and considered by the Concern Assessment Panel. The main difference between Methods 1, 2 and 4, and Method 3 is that if the Whistle-Blowing Service is used, all communication is through the Service and information is held on the Service’s server. While all matters reported through the whistle-blowing process will be treated with the utmost confidence, the anonymity of the whistle-blower is not guaranteed even if the Whistle-Blowing Service is used.

	Reporting Method	Contact Information
1.	Report your concern to your supervisor (you have their contact information), who will report the concern to the Senior Vice President and General Counsel (“SVPGC”).	N/A
2.	Report your concern to the SVPGC	Stephen Solursh ssolursh@optrust.com 416-681-6109
3.	Report your concern to the Whistle-Blowing Service	Secure website: clearviewconnects.com OPTrust-dedicated toll-free number (24/7) <ul style="list-style-type: none"> ○ North America: 1-855-640-4175 ○ UK: 0-800-031-4475 ○ Australia: 1-800-572-537 Confidential post office box: P.O. Box 11017, Toronto, ON M1E 1N0 Canada
4.	Report your concern directly to the Board of Trustees	Mike Grimaldi, Chair mgrimaldi@optrust.com Sharon Pel, Vice-Chair spel@optrust.com

Initiation of the Complaint Process

4. The Panel will receive notifications of whistle-blowing concerns (i) through the SVPGC, who must immediately inform the Panel of any concerns brought to his/her attention either directly or through the whistle-blower’s supervisor, (ii) through the Board Chair and Vice-Chair, or (ii) through the independent whistle-blowing reporting service provider (the “Whistle-Blowing Service”) retained by OPTrust.
5. When a whistle-blower reports a concern via the Whistle-Blowing Service, the whistle-blower may identify the concern as “sensitive”. If so, only the Panel will be notified of the report and the report will be managed entirely by the Panel. If the concern is not identified as sensitive, the SVPGC (and his or her delegate) will receive an email notification from the provider of the Whistle-Blowing Service of the creation of an online case report.
6. The Panel may also determine it is appropriate to notify the Chair and Vice-Chair of the Board or certain members of senior management, subject to any conflicts and the overarching obligation to treat the matter with the utmost confidentiality.
7. For online reports, a Panel member (or their delegate) will reach out to the whistle-blower via the online case report, acknowledging receipt of the report and providing

confirmation that the matter will be investigated and that any progress on the investigation will be noted on the online case report.

8. Once a new online report is created, the whistle-blower is given an automatically-generated user name and password to access the online case report to check for any updates/responses. THE WHISTLE-BLOWER MUST CHECK ONLINE FOR UPDATES/RESPONSES AS THE SYSTEM DOES NOT KNOW THE WHISTLE-BLOWER'S IDENTITY.
9. For non-online reports, the Panel may direct the SVPGC to provide any necessary information to a whistle-blower who has reported a concern either through his or her supervisor or directly to the SVPGC. Alternatively, the Panel may assume responsibility for providing information to the whistle-blower.

Investigative Process

10. The Panel, in consultation with its professional advisors, and senior management as appropriate, decides on the course of action. If the Panel determines that the concern falls within the scope of the Policy, depending on the nature of the report, the Panel, in consultation with professional advisors as required, will determine the appropriate method for conducting the investigation. The Board may delegate to the SVPGC responsibility for implementing their determination.
11. If the Panel determines that a reported concern falls outside the scope of the Policy, it will direct the matter to the SVPGC and ensure that the whistle-blower is informed (through the Whistle-Blowing Service or otherwise) that the matter is being addressed through normal channels within OPTrust and that he or she will be advised of the ultimate resolution.
12. For in-scope concerns raised through the Whistle-Blowing Service, the Panel will communicate via the online case report. The Panel may delegate the responsibility to communicate with the whistle-blower to the SVPGC.
13. For in-scope concerns raised to the SVPGC, the Panel may direct the SVPGC to keep the whistle-blower informed of the progress of the investigation by email or a Panel member will assume that duty.
14. Depending on the nature of the matter, it may be necessary for the person assigned to investigate the matter to interview the whistle-blower as part of the investigation or the whistle-blower may be required to give evidence in a proceeding. The whistle-blower is expected to co-operate with requests for interviews so that the matter can be appropriately addressed. As indicated elsewhere in this document and in the Whistle-Blowing Policy, every effort will be made to maintain the anonymity of the whistle-blower; however, it may be necessary for the whistle-blower to speak with an external party on a confidential basis. If the whistle-blower does not provide back-up for their complaint or the Panel, in consultation with its professional advisors, determines that a complaint was not made in good faith, the complaint will be dismissed.

Reporting

15. The investigator will provide a written report on its findings to the Panel for its consideration and any further directions. Once the Panel deems an investigation to have been completed, the case will be closed on the online case report and it will be communicated to the whistle-blower through the Whistle-Blowing Service or by email from the SVPGC or a Panel member, as applicable.

16. The Panel will provide reports to the HRCC in a manner that protects the confidentiality and anonymity of the whistle-blower to the extent possible.