

Investigation of Complaints Policy

COMPLIANCE & ETHICS



Rodney Hill
rhill@omers.com



Effective
September 1, 2018

OVERALL PRINCIPLES

All employees have the right, as well as the duty, to report a suspicion or complaint of wrongdoing that is a serious matter. There will be no adverse consequence for anyone who reports in good faith.

The investigation of all reports or complaints will be overseen by the Oversight Committee.

The Oversight Committee is responsible for ensuring that a fair decision is reached on all reports or complaints and that appropriate disciplinary action and corrective measures are taken.

This Policy establishes our standards for investigating and responding to reports or complaints of wrongdoing made against our organization or our personnel.

This Policy applies to all employees across OMERS, Directors of OMERS Administration Corporation (“AC”), to all persons engaged by contract and to third-parties acting on our behalf.

Next renewal date:	September 2020
Frequency of review:	Every 2 years

What should I report?

Every employee has the right, as well as a duty, to report a suspicion or complaint of wrongdoing that is a serious matter.

What is a serious matter?

- a serious matter is one where you have a suspicion or have received a complaint that any of the following activities may have occurred: fraud, theft, bribery, corruption, money laundering, terrorist financing or breach of economic sanctions, or any other forms of illegality, malfeasance or dishonesty;
- conflicts of interest, breaches of confidentiality or fiduciary duty, harassment, discrimination, insider trading or other misconduct or unethical behavior (including any breaches of the *Code of Conduct and Ethics*);
- a repeated or systematic failure to comply with any policy or a breach of policy that could create an enterprise risk or could impact the accuracy of the books and records, asset valuations, or financial reporting for OMERS or its Business Units, or that could, if disclosed publicly, be harmful to our reputation; or
- any wrongdoing within OMERS or its Business Units that could give rise to any litigation claims, criminal prosecutions, public inquiries, or regulatory investigations or proceedings.

How do I submit or report a complaint?

Suspicions or complaints may be reported directly to any member of the Oversight Committee (listed below).

You may also report to your manager, your HR Business Partner, a lawyer in your business area or to Assurance and Advisory. The report will be referred to the Oversight Committee or handled under its oversight.

You may submit a report or complaint by using the Ethics Hot Line operated by ClearView, an independent third-party which provides a confidential communication channel for reporting your concerns. You may file a report through their website at www.clearviewconnects.com, or by calling 1-866-696-6377. The Ethics Hot Line will accept complaints that are anonymous.

There will be no adverse consequence for anyone who reports in good faith. However, any individual found responsible for making allegations maliciously or in bad faith may be subject to disciplinary action.

Any employee involved in an investigation, whether as a complainant, a subject or a person interviewed, may wish to use the confidential counseling service that is available to all employees through your Employee and Family Assistance Program.

Who sits on the Oversight Committee?

The Oversight Committee consists of the Chief Risk Officer (Chair), the EVP, General Counsel and the Chief People Officer. The VP, Legal & Corporate Secretary supports the Oversight Committee. The Global Head of Internal Audit has access to all materials and is invited to meetings of the Oversight Committee.

Who will investigate complaints?

The investigation of all reports received through the Ethics Hot Line will be overseen by the Oversight Committee. Other complaints must be immediately referred to the Oversight Committee for investigation where:

- the complaint concerns an employee who holds the position of vice-president (or equivalent) or higher; or
- any issue where a serious matter is raised.

All other reports may be investigated by the general counsel or HR Business Partner for the relevant Business Unit. They will be handled on notice to the Oversight Committee with periodic reporting and shall proceed subject to its oversight.

If the complaint relates to a member of the Oversight Committee, that person will not be involved in the assessment or investigation of the report or complaint. If the report or complaint relates to the Senior Executive Team ("SET") or the AC Board, then such matters will be investigated by the Chair of the Audit & Actuarial Committee with the assistance of external counsel to the AC Board of Directors.

How will the report or complaint be handled?

A person who is the subject of a report or complaint is presumed innocent until found otherwise by an independent investigation. The report or complaint will first be promptly assessed to determine the appropriate course of action, including the level of investigation and notification to affected parties.

Both the subject of the complaint and the person who submits the complaint must co-operate with an investigation conducted under this Policy and must provide lawful access to all records and persons who may have relevant information.

Everyone conducting an investigation of a report or complaint must be free from actual or perceived conflicts.

The investigation and reporting process will be conducted in a confidential manner that protects the interests of OMERS, the person who submits the complaint and the subject, except when the Oversight Committee authorizes the disclosure.

All inquiries or investigations will be conducted fairly and confidentially. Decisions will be made in a timely manner, and the subject and person who submits the complaint will be advised of the results of the investigation. Any discipline and corrective action will be determined and implemented in a way that is balanced and appropriate.

Exceptions

Any exceptions to this Policy must be approved by the Chair of the Oversight Committee, unless the complaint relates to a Director of AC or to a member of the SET, in which case approvals from the AC Board Chair or the Chair of the Audit & Actuarial Committee are required.

If the complaint relates to the AC Board Chair, the Chair of the Audit & Actuarial Committee or a member of the Oversight Committee, that person will not participate in any decision to grant an exception. The reasons for granting an exception will be recorded in writing and shall be in the permanent records of OMERS.

Monitoring and Reporting

The Chair of the Oversight Committee, acting in consultation with its members, shall be responsible and accountable for implementing procedures for monitoring compliance with the requirements of this Policy and for responding to incidents of non-compliance.

Quarterly: The Policy Monitor to provide reporting on non-compliance to the Audit & Actuarial Committee.

Documents related to this Policy

For additional information on using Ethics Hot Line, see the *Whistleblower Guideline*.

ROLES & RESPONSIBILITIES		
Policy Approver	Audit & Actuarial Committee of the AC Board of Directors	Responsible for approving the Policy
Policy Sponsor	Chief Risk Officer	Ultimately accountable for the Policy, including its development, implementation and administration
Policy Manager	VP Legal & Corporate Secretary	Responsible for the design and operational effectiveness of the day to day administration of the Policy
Policy Monitor	Chair of the Oversight Committee of the Policy	Responsible for the monitoring, compliance and reporting functions of the Policy
Oversight Committee	Rodney Hill, Michael Kelly, Michelle Banik. In addition, Jack Roks in a supporting role and Colin Shaw in an observer role.	