

Governance, Human Resources and Compensation Committee Ad Hoc Meeting

Nov. 9, 2020
4:00 pm - 5:00 pm EDT

By Videoconference
Zoom Meeting ID: 863 3089 7423 - Password: 133267

AGENDA

AGENDA ITEM	TIME	SPEAKER(S)
D	1. Opening remarks by the chair 1.1 Adoption of the agenda* 1.2 Conflict of interest declaration	4:00-4:02 A. Wong
M	2. Consent agenda 2.1 Approval of minutes from previous meeting*	4:02-4:05 A. Wong
D	3. HR Oversight 3.1 Revised draft CNA employee handbook*	4:05-4:20 A. Wong S. Kavanagh
D	4. Governance and Compliance Oversight 4.1 Board policies and guidelines* 4.2 Board committee terms of reference*	4:20-4:55 A. Wong T. Asdrubolini
D	5. Adjournment	4:55-5:00

LEGEND

M Motion required **D** For discussion
I Information ***** Items with attachments



Governance, Human Resources and Compensation (GHRC) Committee Meeting Minutes

Held on Oct. 5, 2020 at 10:00 a.m.
By Videoconference

MEMBERS

A. Wong (Committee Chair)

H. Ferguson

P. Tremblay

J. MacQuarrie (Interim chair)

V. Tathe

S. Bambino

S. Travers

J. Gorman

CNA

T. Asdrubolini

Corporate Secretary

1. OPENING REMARKS BY THE CHAIR

Documents Received: Oct. 5, 2020 GHRC Committee Meeting Agenda.

A. Wong welcomed members. There being quorum present, the meeting was called to order at 10:02 a.m.

The committee adopted the agenda as presented.

2. CONSENT AGENDA

Documents Received: Sept. 16, 2020 GHRC Committee Meeting Minutes.

On motion duly made, seconded, and unanimously carried, it was resolved to approve the consent agenda in its entirety.

3. GOVERNANCE AND COMPLIANCE OVERSIGHT

Documents Received: Corporate Secretary Report - Governance and Compliance Oversight (Oct. 2, 2020).

3.1 Director nomination and election:

T. Asdrubolini reported on the nomination and election process and results. Directors queried the slate of prospective candidates standing for election to the CNA board, including due diligence by Management on candidate eligibility. They also reviewed the election process. J. Gorman outlined intentional actions taken by Management to engage with members and directors to identify strong diverse candidates in 2020 and future years.

The committee accepted the slate of proposed directors seeking election.



On motion duly made, seconded, and unanimously carried, it was resolved that the GHRC committee accept the nominations from prospective candidates for election to the CNA board of directors and that such slate be sent to the members in advance of the annual meeting of members.

3.2 Filling vacancies in board committee membership:

P. Tremblay recused himself from moving or voting on committee resolutions regarding GHRC committee membership.

The committee discussed upcoming vacancies in committee membership. It agreed to recommend that P. Tremblay be reappointed to the GHRC committee for a three-year term, subject to his re-election at the annual meeting. It also agreed that recommendations regarding finance committee membership would be approved via e-mail following feedback from D. Cates (finance committee chair).

On motion duly made, seconded, and unanimously carried, it was resolved that Pierre Tremblay be reappointed to the GHRC committee for a three-year term, subject to his re-election at the annual meeting.

4. OTHER BUSINESS

A. Wong briefed the GHRC committee on the Driving Advancement of Women in Nuclear (DAWN) group and a request from the group that was tabled at the Oct. 1, 2020 executive committee meeting. She reported on the composition of DAWN and its mission, and explained their request for CNA assistance (i.e., to help expand the number of male allies in the industry to promote gender equality and increase representation of women on nuclear industry boards and at public facing events to promote diversity and inclusion). A. Wong reported that the executive committee expressed support for the work of the DAWN group and agreed that its request for assistance be tabled for discussion at the Oct. 22, 2020 board meeting.

The GHRC committee also expressed support for the work of the DAWN group and noted actions to help coordinate efforts within the industry.

5. ADJOURNMENT

There being no further business, the meeting ended at 10:20 a.m.

Chair

Secretary

Date

Date

3.1 Management Report

Revised Draft CNA Employee Handbook

Nov. 9, 2020

PURPOSE

To provide directors an update on revisions proposed for the CNA employee handbook and seek input and direction on proposed major changes.

CONTEXT/RATIONALE

The CNA employee handbook was last reviewed in 2017 and rebranded in 2018. In 2020, we updated the handbook with mostly minor, non-material revisions. More significant changes, identified as “major”, were made to the handbook on matters pertaining to diversity and inclusion, workplace harassment, and work from home guidelines. A summary of both minor and major changes is set out in **Appendix A**. The proposed revised handbook (clean copy) is attached as **Appendix B**.

APPROACH

Employees were offered the opportunity to take part in the 2020 revision process and the review committee was represented by both management and non-management employees. CNA’s legal counsel then reviewed the handbook to ensure it also conforms to current legislative and regulatory requirements.

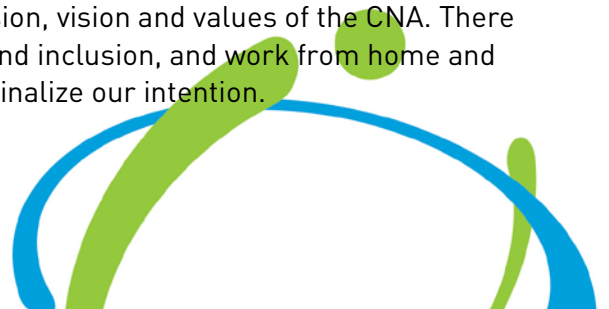
NEXT STEPS

Management will revise the handbook based on committee direction and circulate a revised draft to the committee for final comment by e-mail. The final draft employee handbook will then be provided for committee recommendation and board approval at the Dec. 3 and 4 meetings of the GHRC committee and board, respectively.

Education and training is scheduled for Dec. 17th for all CNA staff, secondees, and consultants to update, educate and train on the new policies and important elements of the handbook, and provide time for our usual team collaborative discussion on these topics areas. To acknowledge the time spent in the training, everyone will then sign the compliance and acknowledgement statements and signed copies will be kept on file. For all new employees, secondees, or consultants these processes will be incorporated into the new hire onboarding program. In the first HR report of 2021, we will provide confirmation to the GHRC committee that these processes were completed as planned.

There are additional areas in the handbook that we will be revamping together as an internal team (by Q2-2021) that aligns to our external messaging about the mission, vision and values of the CNA. There are also policy areas that will be developed such as diversity and inclusion, and work from home and we will bring these back in 2021 for input and direction as we finalize our intention.

[Nov. 3, 2020]

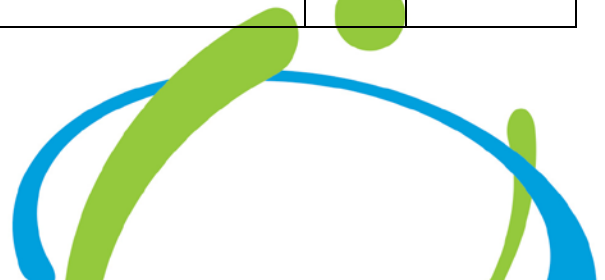


APPENDICES

- **Appendix A** – CNA Employee Handbook Revision Summary
- **Appendix B** – Revised CNA Employee Handbook

CNA Employee Handbook Revision Summary

Handbook Section	Overview of Change	Page #	Nature of Change
Charitable Organizations	Added that the CNA supports only registered charitable organizations	2	Minor
Diversity and Inclusion	This is a new addition that reflects the CNA's mandate to support Diversity and Inclusion. The CNA has an internal committee consisting of management and non-management employees. A draft of the new mandate is included in the Handbook	3	Major
Human Rights Code	Added Gender identity based on new definitions in the Canadian Human Rights Code	5	Minor
Equal Opportunity Employer	Minor wording enhancements recommended by legal	5	Minor
Equal Pay/Pay Equity	Minor wording enhancements recommended by legal	5	Minor
Workplace Harassment Policy	Major rewording recommended by legal to conform to current legislation and regulatory requirements	6	Major
Workplace Harassment Policy cont'd.	Additional wording to reflect current Ontario Health and Safety requirements and included new paragraph recommended by legal of "What does NOT constitute workplace harassment".	7	Minor
Workplace Violence Policy	Added clause recommended by legal about personal relationships and domestic violence and onus on employer to report any potential concerns	9	Minor
Policy on Investigations	Added some minor language changes recommended by legal to conform to current regulatory requirements to complete investigations. Added clause on confidentiality	11	Minor
Absenteeism	Amended wording to reflect current administrative process and reflect culture of collaboration, professionalism and trust in working from home and removed restrictive and punitive language	12	Minor
Changes in Personal Status	Amended wording to reflect current administrative process	13	Minor
Media Contact	Amended wording to reflect current operational process	13	Minor



Handbook Section	Overview of Change	Page #	Nature of Change
Outside Employment	Slight wording changes recommended by legal	14	Minor
Employee Status	Amended to include TERM employees to reflect CNA's workforce planning and hiring talent with the right skills at the right time to complete deliverables.	15	Minor
Access to Personnel Files	Amended to include wording of electronic recordkeeping and safeguards	15	Minor
Performance Evaluation	Updated to reflect current practice of quarterly evaluations	15	Minor
Job Description	Minor wording enhancements to reflect current practice	16	Minor
Salary Review	Minor wording enhancements to reflect current practice	16	Minor
Performance Recognition program	Updated language from legal to confirm no guarantee that an employee will receive a bonus. Wording protects the organization in case of termination	17	Minor
Vacation	Minor wording change recommended by legal to reflect current employment standards act language	18	Minor
Additional Holidays	Minor wording change recommended by legal to reflect current employment standards act language	20	Minor
Paid Sick Leave	Minor wording change recommended by legal to reflect current employment standards act language	20	Minor
Paid Family Responsibility Leave	Minor wording change recommended by legal to reflect current employment standards act language	21	Minor
Paid Bereavement leave	Minor wording change recommended by legal to reflect current employment standards act language	21	Minor
Leave Without Pay	Added wording recommended by legal for employee to request in writing and confirming that the CNA doesn't provide job protection or job guarantee	22	Minor
Professional Development	Minor wording enhancements to reflect current practice	22	Minor
Seminars/Conferences	Minor wording enhancements to reflect current practice	23	Minor
Group Benefits Program	Minor wording enhancements to reflect benefit entitlements are at the sole discretion of our third-party benefits provider	24	Minor
Work from Home Guidelines	NEW in 2020. This reflects a shift in practice and cultural change since May 2019. Management has trust in employees to get deliverables completed and understands the need to work from home.	25	Major
Work from Home Guidelines Cont'd	These reflect ongoing practices. Temporary guidelines due to COVID 19 are communicated on an ongoing basis and	39	Major

Handbook Section	Overview of Change	Page #	Nature of Change
	reflected in the updated business continuity plan. APPENDIX E		
Throughout the handbook	Consistency in approvals by role based on current operations. Includes Vice-President who has authority delegated by the President. References also included where applicable to include Secondees, Consultants, Volunteers and/or, guests that are required to follow policies.	All	Minor

Report to the GHRC Committee

Board Policies and Guidelines

Nov. 9, 2020

PURPOSE

To seek director input and direction on two new draft corporate governance policies/guidelines.

CONTEXT

At its April 2020 meeting, the GHRC committee received an update on the inventory of CNA governance documents and accepted the phased plan and process to update them. Phase 1, short-term enhancements under the existing framework, involves:

- a. Reviewing and updating board committee terms of reference
- b. Developing a board charter/statement that expressly defines the role of the board
- c. Developing a delegation of authority policy that sets out the nature and extent of the authority formally delegated from the board to the CEO
- d. Refining existing policies in the board handbook and developing a framework for the evaluation of the board and its committees

This report addresses paragraphs (b) and (c). Paragraph (a) is reported under item 4.2 and paragraph (d) will be addressed at the Dec. 3, 2020 GRHC committee meeting.

Proposed new draft policies:

The draft policies being proposed by management consider common and/or leading governance practices and fit the size and complexity of the organization, as follows:

- **Draft Board of Directors Guidelines** – The guidelines create a framework to ensure the effective governance of the organization by clarifying the board’s role and responsibility and related procedures.
- **Draft Board of Directors Delegation of Authority Policy** – The draft policy establishes and documents the authority reserved by the board and the authority delegated to the CEO.

Management is seeking GHRC committee input on the proposed board mandate and the scope of authority reserved by the board and proposed limits to authority delegated to the CEO.



NEXT STEPS

Management will circulate revised board policies and guidelines based on committee input by email with an additional comment deadline of Nov. 18, 2020. The final draft policies/guidelines will be provided for committee recommendation and board approval at the Dec. 3 and 4 meetings of the GHRC committee and board, respectively.

APPENDICES

- **Appendix A:** Draft Board of Directors Guidelines
- **Appendix B:** Draft Board of Directors Delegation of Authority Policy

Board of Directors Guidelines

Date of creation: Dec. 4, 2020

Revisions:

1. Purpose

The board of directors (the “board”) of the Canadian Nuclear Association (the “organization”) has adopted the following guidelines to assist the board in exercising its responsibilities and to create a framework to ensure the effective governance of the organization.

2. Roles and Responsibilities of the Board

The board is responsible for the stewardship of the organization and for supervising the management of its business and affairs. In carrying out its responsibilities, the board has the power to delegate its authority and duties to committees of the board, or to senior management as it determines appropriate, subject to any applicable laws. The duties, functions and responsibilities of the board and its committees are subject to the *Canada Not-for-profit Corporations Act* (the “Act”) and its regulations, and other applicable legislation, and the organization’s by-law.

In fulfilling its duties, the board is, among other things, responsible for the following:

- Reviewing, approving, and updating as necessary the purpose of the organization.
- Satisfying itself that the business of the organization is conducted ethically and with integrity, and that the CEO and other senior management promote a culture of integrity throughout the organization.
- Overseeing the appointment and dismissal of the CEO, processes for CEO evaluation and compensation, and succession planning for the board and CEO.
- Reviewing and approving the organization’s strategic plan and monitoring its implementation and effectiveness.
- Establishing measures of organizational performance and utilizing those measures to ensure senior management accountability.
- Ensuring processes are in place to identify and manage the principal risks to the organization’s business.



- Protecting the assets of the organization and providing financial oversight, including approving annual budgets and annual audited financial statements (as recommended by the finance committee) and reviewing financial controls.
- Overseeing the organization's compliance with relevant laws and regulations, including reviewing by-laws and significant policies and practices to ensure compliance with applicable legal and regulatory requirements.
- Designing governance structures, policies, and practices to position the board to fulfill its duties effectively and efficiently, and making changes as needed.
- Performing such other functions as the board believes appropriate or necessary.

3. Director Qualifications

The organization seeks as directors committed individuals who have the highest ethical standards, sound judgment and an interest in the long-term best interests of the organization, its members, and other stakeholders. Director qualifications are set out in the CNA Board – Statement of Qualifications policy.

4. Role of the Director

The general expectations for, and duties of, individual directors of the organization are set out in the CNA Board – Role of the Director policy.

5. Chair of the Board – Role and Qualifications

In addition to the duties of every director of the board, the chair of the board is responsible for the effective functioning of the board and its role in governing the organization. This includes ensuring the integrity and effectiveness of the board's governance role and processes; presiding at meetings of the board and members; and maintaining effective relationships with board members, committee chairs, management and stakeholder groups. On a functional level, the chair contributes to and approves the agenda; ensures appropriate time is allocated to agenda items; reviews draft minutes; calls meetings; rules on procedural matters during meetings; and represents the board to internal and external shareholders.

Qualifications include:

- A successful leadership track record
- A visionary – looking forward to the future, on behalf of the organization, and inspiring the board towards a vision for the organization
- A commitment to, and clear understanding of, the organization's purpose and objectives
- Political acuity

- Ability to act impartially and without bias and display tact and diplomacy
- Effective communicator and strong interpersonal skills
- Strong strategic, facilitation and consensus-building skills
- Skills in coaching and providing constructive feedback
- Knowledge of meeting procedures and organization's governance policies and by-law

6. Board Size and Structure

The board will periodically review whether its current size is appropriate and committee structure. The size of the board will, in any case, be within the minimum and maximum number provided in the articles of the organization (3 to 50).

7. Access to Information and Advisors

In carrying out its duties, the board and each of its committees will have full access to all of the books, records, facilities and personnel of the organization that are relevant in respect of the duties of the board. In carrying out its duties, the board may, with the consent of the chair of the board, retain an outside advisor at the organization's expense and determine the advisor's fees. Those advisors may include counsel, auditors, and other professionals, as appropriate.

8. Orientation and Continuing Education of Directors

Each new director will receive an orientation from the chair of the board and the CEO, or designates, including an overview of the role of the board, the committees and each individual director, the nature and operation of the organization's business and the contribution and time commitment the new director is expected to make. The board will consider appropriate continuing education for the directors, which may include presentations from management, and presentations from industry experts. Each director is also expected to maintain the necessary level of expertise to perform their responsibilities as a director.

9. Organizational Policies

The board has implemented a number of policies of the organization, which are maintained by the corporate secretary. The board will review such policies regularly and consider whether any changes to such policies should be made (taking into consideration any recommendations that may be made by the committee delegated oversight over the policies) and whether any new policies should be implemented.

10. Review

These guidelines will be annually review by the board and will be considered in effect, unless revoked by resolution of the board.

Board of Directors Delegation of Authority Policy

Date of creation: Dec. 4, 2020

Revisions:

1. Purpose

The delegation of authority policy establishes and documents the authority reserved by the board of directors (the “board”) and the authority delegated to the President and Chief Executive Officer (the “CEO”). The board is responsible under the *Canada Not-for-profit Act* (the “Act”) to manage or supervise the activities and affairs of the organization. It does so through governance and oversight of management, and by delegating to the CEO decision-making authority reasonably required for effective and efficient operation of the organization in accordance with this policy.

2. Board-Reserved Authority

In addition to matters expressly required by the Act and by-law, and those set out in board policies, guidelines and committee terms of reference, powers specially reserved for the board include:

- Matters involving financial amounts above a certain limit
- Employee hires outside of the approved overall budget
- Disposal of assets above a certain limit
- Changes to bank accounts and signatories (roles of CEO, VP, CFO)
- The acquisition, establishment, disposal or cessation of any significant business of the organization

3. Delegated Authority

The board explicitly delegates to the CEO responsibility for the day-to-day operations of the organization with authority to act in all matters that are not by by-law, or by resolution of the board specifically reserved to be done by the chair, the board or a board committee. This management occurs within a board-endorsed strategic, policy and financial frameworks.

Approved delegations to the CEO by category are set in **Schedule 1**.

4. Reporting by Management to the Board

As part of the framework established by this policy, management is required to report regularly to the board concerning the authority exercised.

5. Review

The governance, human resources and compensation (GHRC) committee will review this policy one year after approval and every two years thereafter to ensure the policy remains relevant and inline with best governance practices. The GHRC committee will recommend changes to the policy to the board. This delegation of authority will be considered in effect, unless revoked by resolution of the board.

6. Related Information

- The *Canada Not-for-profit Act*
- CNA By-law No. 1
- Board of Directors Guidelines
- GHRC, Finance and Executive Committees' Terms of Reference
- CNA Signing Authority Policy
- CNA Net Asset Reserve Policy

Schedule 1

Category	Authority Delegated to CEO
Financial	
Operating expenditures (budgeted)	Full authority subject to CNA signing authority policy CEO has authority to allocate budget funds within on-going operations with reporting reallocations to the finance committee (FC) in a transparent manner
Operating expenditures (unbudgeted)	Proposed expenditures in excess of \$50,000 to be reviewed by FC and approved by executive committee
Changes to bank accounts and signatories (roles of CEO, VP, CFO)	Subject to board approval
Disposal of assets in excess of \$10,000	Subject to board approval
Establishment of any new debt funding or borrowing ¹ arrangements	Subject to board approval
Governance and Related	
The acquisition, establishment, disposal or cessation of any significant business of the organization	Subject to board approval
Creation management-level working groups or committees of members and stakeholders	Full authority with reporting to the board in a transparent manner
CNA responses, submissions, reports or letters to regulators or government bodies	Full authority with reporting to the board in a transparent manner
Public statements, publications, and membership newsletters, speeches	Full authority

¹ Includes establishing lines of credit, loans facilities and all other debt instruments

Category	Authority Delegated to CEO
Human Resources	
Hiring employees	Full authority in accordance with approved overall budget
Termination of employee relationships	Full authority with reporting to the governance, human resources and compensation committee in a transparent manner
New positions	Full authority if part of the overall board approved budget Board approval required if the new position is not part of overall board approved budget
Replacing existing positions	Full authority
Employee remuneration	Full authority in accordance with board approved budget and parameters

Report to the GHRC Committee

Board Committee Terms of Reference

Nov. 9, 2020

PURPOSE

To seek director input and direction on proposed changes to board committee terms of reference that standardized format, clarify reporting and committee authority, including the addition of board delegations.

CONTEXT/HIGHLIGHTS

Annually, each board committee is responsible for reviewing its terms of reference to assess whether they accurately describe the duties and responsibilities of the committee, and either confirm or recommend changes to the GHRC committee. To assist the GHRC committee in its review, this report outlines suggested areas for change to board committee term of reference based on leading and/or common governance practice and to implement actions identified and accepted by the GHRC committee in the first quarter of 2020 to elevate the quality of governance. **Note:** The need for an executive committee and changes to its role will be assessed as part of the board composition and structure review of the CNA refurb strategy and business plan.

Highlights of key proposed changes for consideration include:

- **Standardized form:** Amended the form of all board committee terms of reference to standardize key elements and to include a revision history.
- **Purpose:** Renamed and refined first section of terms of reference to summarize the purpose of the committee by capturing at a high level some of its key activities (i.e., what is it set up to do). Specific responsibilities for the finance and GHRC committees are then set out in a schedule based predominantly on committee work plan.
- **Membership:** Redrafted membership content and removed maximum number; added elements pertaining to qualifications to serve on the committee (finance committee), removal and vacancies, management attendance and the voting status of *ex officio* members (e.g., clarify if the board chair is voting or non-voting member).
- **Responsibilities and authority:** Amendments, where necessary, to clarify where the committee is empowered by the board to advise and/or recommend versus to act (i.e. delegated authority); and, if an item requires executive committee recommendation prior to board approval. Material proposed changes included:
 - Added new section related to authority to access information and external advisors.



- GHRC committee: Added, for discussion, a delegated authority from the board to accept and approve eligible organizations and/or persons who have applied for membership in the Corporation. This delegation must include a reporting on membership acceptance at each regular board meeting.
- Finance committee: Added responsibility to review principal financial risks to the organization's business and the identification and implementation of systems and procedures to manage these risks. In line with this, proposed for committee consideration, that the responsibility to make recommendations to the board on the appropriate fees to be levied by the various membership classes be moved from the GHRC committee to the finance committee.
- Executive committee: Proposed, for committee consideration, that subject to any limitations by the board, the committee may exercise all powers of the full board which may be lawfully delegated by the board and may approve, on behalf of the board all contractual and transactional matters. In determining whether to exercise such authority the committee must consider whether full board authorization is preferable having regard to the sensitivity, novelty, or materiality of the matter under consideration and the practicality of convening a full board meeting. This delegation must include a reporting on use of such delegations at each regular board meeting.
- **Committee operations**: Proposed adding and/or changing:
 - Records: Requirement to circulate agenda and material from two weeks to five to seven days.
 - Quorum: If a quorum cannot be obtained for any meeting, any member of the board may, at the request of the chair of the committee or the chair of the board, serve as members of the committee for that meeting; and the powers of the committee may be exercised at any meeting where a quorum is present or by resolution in writing signed by all committee members.
 - In camera meetings: The committee may meet *in camera* with the CEO or invited guests and as committee members only.
 - Assessment: That at least annually, the committee will assess its effectiveness in fulfilling its responsibilities and duties set out in the terms of reference.
- **Oversight of policies**: For the finance and GHRC committees, adding a section that outlines the policies/guidelines that the committee is responsible for overseeing and recommending changes to the board in respect of.

The revised draft template for board committee terms of reference with the above proposed changes are attached for committee review and discussion. The current terms of reference are available on the [myCNA portal](#).

NEXT STEPS

The corporate secretary will revise the terms of reference based on committee direction and circulate a revised draft to all committees for final comment by e-mail. The final draft terms of reference will then be provided for committee recommendation and board approval at the Dec. 3 and 4 meetings of the GHRC committee and board, respectively.

Advisory committee terms of reference (RAAC and PAAC) will be reviewed by the RAAC and PAAC in the fourth quarter of 2020 and presented to the GHRC committee in the first quarter of 2021.

APPENDICES

- **Appendix A:** GHRC Committee Terms of Reference (Revised Draft)
- **Appendix B:** Finance Committee Terms of Reference (Revised Draft)
- **Appendix C:** Executive Committee Terms of Reference (Revised Draft)

Governance, Human Resources and Compensation Committee Terms of Reference

1. Purpose

The Governance, Human Resources and Compensation Committee (the “committee”) is a standing committee of directors of the CNA Board of Directors (the “board”) that has been established for the purposes of:

- Developing and making recommendations to the board on CNA articles of incorporation, by-laws and corporate governance policies, guidelines and procedures; overseeing director nomination, election, orientation and succession; and approving processes for evaluation of the board.
- Assisting the board with respect to oversight of human resources, including President and Chief Executive Officer (“CEO”) recruitment, evaluation, compensation, and succession; and other significant workplace policies and talent strategies.
- Overseeing the process of membership acceptance and making recommendations to the board regarding membership issues and structure. [Note: Management recommends that making recommendations to the board on the appropriate fees to be levied by the various classes of members be moved to the finance committee.]

2. Membership

The committee will consist of as many directors as the board may determine but not less than four directors, one of whom will serve as the chair of the committee [Max. number removed]. The members of the committee will be appointed by the board on the recommendation of the chair of the board (after consultation with the chair of the committee). The chair of the board will be an *ex officio* voting member of the committee, and the CEO will be an *ex-officio* non-voting member the committee.

All appointments are for a three-year term, unless a member resigns, is removed by the board, or ceases to be a director. The board may fill a vacancy that occurs in the committee at any time.

If a vacancy exists, the remaining committee members may exercise all powers of the committee so long as there is a quorum and subject to requirements regarding the minimum number of committee members.

Chair of the Committee:

The board will designate one of the committee members to be the chair of the committee, considering any recommendations that may be made by the chair of the board (after consultation with the committee). Appointment of the chair of the committee is for a three-year



term. Appointments takes place at the first meeting of the board following the annual meeting of members, or upon the occurrence of any vacancy in the position.

Non-Member Attendance:

The committee may, at its discretion, invite members of management and/or other guests to attend all or part of any meeting.

3. Responsibilities and Authority

The committee has the responsibilities set out in **Schedule A**, as well as any other matters that may be delegated to the committee by the board from time to time.

The chair of the committee or their designate will report to the board on matters arising at committee meetings and, where applicable, present the committee’s recommendations to the board for its approval.

Delegation:

The committee has delegated authority to accept and approve eligible organizations and/or persons who have applied for membership in the Corporation. This delegation must include a reporting on membership acceptance at each reach regular board meeting. **[New and proposed for discussion]** The committee may, from time to time, delegate to its chair any powers or responsibilities of the committee itself. This delegation must include a reporting accountability back to the committee. **[New and proposed for discussion]**

Access to Information and External Advisors:

The committee will have the authority to investigate any matter with full access to the books, records, facilities, and personnel that are relevant to carrying out the duties of the committee. The committee has the authority to engage external advisors, including counsel, consultants, and other experts as are reasonably required to review any matter under its responsibility and may determine the fees of any advisors so retained.

4. Committee Operations

Meetings and Records:

The committee will meet at least four times a year and minutes of their meetings must be kept and approved at the next meeting. To the extent possible, the agenda and meeting materials will be circulated to committee members at least five to seven days in advance of regular meeting dates **[changed from two weeks]**.

If the chair of the committee is absent, committee members will designate another member to temporarily serve in that role.

Decision-Making:

At meetings of the committee, if the committee is unable to reach unanimous consent, each committee member will have one vote, and motions will be decided by a majority of votes. Voting by proxy is not permitted. In case of an equality of votes, the chair of the meeting will not have a second or casting vote.

Quorum:

A quorum at any meeting will be a majority of committee members entitled to vote. The powers of the committee may be exercised at any meeting where a quorum is present or by resolution in writing signed by all committee members.

In Camera:

The committee may meet *in camera* with the CEO and as committee members only. The chair of the committee will determine other participants in any *in camera* sessions.

Assessment:

At least annually, the committee will assess its effectiveness in fulfilling its responsibilities and duties set out in these terms of reference.

Review

Annually the committee will review these terms of reference to assess whether they accurately describe the duties and responsibilities of the committee and will either confirm or recommend changes to the terms of reference to the board.

5. Oversight of Policies

The committee is responsible for overseeing and recommending changes to the executive committee and board in respect of the following policies and/or guidelines:

- a. CNA Employee Handbook
- b. CNA Board of Directors Guidelines (including board mandate)
- c. CNA Board of Directors Delegation of Authority Policy
- d. CNA Board of Directors – Statement of Qualifications
- e. CNA Board of Directors – Conflict of Interest Policy
- f. Such other policies and guidelines as the committee may establish from time to time.

REVISION HISTORY

Date of creation: [Search records for original approval date]
Revisions: June 2017
Dec. 4, 2020

GHRC Committee - Duties and Responsibilities

1. Governance and Compliance Oversight
a. At least every three years, review articles of incorporation and by-laws and make recommendations to the executive committee and board
b. Annually review governance policies and procedures and make recommendations to the executive committee and board
c. Develop and annually review corporate governance guidelines and recommend changes the committee considers appropriate
d. Oversee programs for new director orientation and ongoing director continuing education
e. Review board and committee work plans
f. Review committee terms of reference and make recommendations to the executive committee and board
g. Oversee director nomination and election procedures and practices and report to the executive committee and board
h. Select and recommend to the board the appointment of board officers and board committee members
i. Approve a process for an annual evaluation of the board and its committees and consider annually whether any changes should be made to that process
j. Review and monitor compliance with statutory filings, reporting and internal governance policies and report any instances of non-compliance to the board
k. Annually consider the adequacy of directors' and officers' liability coverage and make recommendations to the executive committee and board

GHRC Committee - Duties and Responsibilities

2. Human Resources Oversight

- a. Review HR policies, procedure and practices and make recommendations to the executive committee and board for changes, as required.
- b. Ensure that effective succession planning, talent planning and leadership development processes are in place and annually review and make recommendations to the executive committee and board as required
- c. Monitor compliance with HR policies and procedures and report any instances of non-compliance to the board, subject to legal and confidentiality restrictions.
- d. Together with the chair of the board, lead the annual performance and compensation review for the CEO.
- e. The chair of this committee and chair of the board will review CEO's self-assessment on annual performance objectives and will make decisions on compensation adjustments.
- f. Review and make recommendations to the executive committee and board on annual parameters for CNA staff compensation

3. Membership Oversight

- a. Review, accept and approve eligible organizations and/or persons who have applied for membership in the Corporation

Finance Committee Terms of Reference

1. Purpose

The Finance Committee (the “committee”) is a standing committee of directors of the CNA Board of Directors (the “board”) that has been established for the purposes of the board’s oversight of: **[New high-level categorizations]**

- The quality and integrity of the CNA’s financial reporting.
- The qualifications and performance of the external auditor.
- Additional financial matters as specified in these terms of reference.

2. Membership **[Reordered and edited]**

The committee will consist of as many directors as the board may determine but not less than four directors, one of whom will serve as the chair of the committee **[Max. number removed]**. The members of the committee will be appointed by the board on the recommendation of the chair of the board (after consultation with the chair of the committee and the Governance, Human Resources and Compensation committee which reviews qualifications). The chair of the board will be an *ex officio* voting member of the committee, and the CEO will be an ex-officio non-voting member the committee.

All appointments are for a three-year term, unless a member resigns, is removed by the board, or ceases to be a director. The board may fill a vacancy that occurs in the committee at any time.

If a vacancy exists, the remaining committee members may exercise all powers of the committee so long as there is a quorum and subject to requirements regarding the minimum number of committee members.

Qualifications: **[Proposed new]**

Each of the directors on the committee must possess applicable professional qualifications and/or relevant work experience that demonstrates a high level of financial literacy. Accordingly, each committee member must be able to comprehend the elements of the CNA’s financial statements, applicable accounting policies and judgments, internal controls and accounting procedures supporting the financial reporting process. Experience with budgeting and fiscal oversight are also an important element of the financial literacy required of committee members.

Chair of the Committee:

The board will designate one of the committee members to be the chair of the committee, considering any recommendations that may be made by the chair of the board (after

consultation with the committee). Appointment of the chair of the committee is for a three-year term. Appointments takes place at the first meeting of the board following the annual meeting of members, or upon the occurrence of any vacancy in the position.

Non-Member Attendance: [New]

The committee may, at its discretion, invite members of management and/or other guests to attend all or part of any meeting.

3. Responsibilities and Authority

The committee has the duties and responsibilities set out in **Schedule A**, as well as any other matters that may be delegated to the committee by the board from time to time.

The chair of the committee or their designate will report to the board on matters arising at committee meetings and, where applicable, present the committee's recommendations to the board for its approval.

Delegation:

The committee may, from time to time, delegate to its chair any powers or responsibilities of the committee itself. This delegation must include a reporting accountability back to the committee. [New and proposed for discussion]

Access to Information and External Advisors [New and proposed for discussion]:

The committee has the authority to make such enquiries and investigations and require such explanations from management as it considers reasonably necessary, and to require management to promptly inform the committee and the external auditor of any material misstatement or error in the CNA's financial statements following the discovery of any such situation.

The committee will have full access to the books, records, facilities, and personnel that are relevant to carrying out the duties of the committee. With the consent of the chair of the board, the committee may retain such advisors, counsel, auditors or other advisors as are reasonably required to assist the committee in fulfilling its duties and may determine the fees of any advisors so retained.

4. Committee Operations

Meetings and Records:

The committee will meet at least four times a year and minutes of their meetings must be kept and approved at the next meeting. To the extent possible, the agenda and meeting materials will be circulated to committee members at least five to seven days in advance of regular meeting dates [changed from two weeks].

If the chair of the committee is absent, committee members will designate another member to temporarily serve in that role.

Decision-Making:

At meetings of the committee, if the committee is unable to reach unanimous consent, each committee member will have one vote, and motions will be decided by a majority of votes. Voting by proxy is not permitted. In case of an equality of votes, the chair of the meeting will not have a second or casting vote.

Quorum:

A quorum at any meeting will be a majority of committee members entitled to vote. The powers of the committee may be exercised at any meeting where a quorum is present or by resolution in writing signed by all committee members.

In Camera:

The committee may meet *in camera* with the CEO and as committee members only. The chair of the committee will determine other participants in any *in camera* sessions.

Assessment:

At least annually, the committee will assess its effectiveness in fulfilling its responsibilities and duties set out in these terms of reference.

Review:

Annually the committee will review these terms of reference to assess whether they accurately describe the duties and responsibilities of the committee and will either confirm or recommend changes to the terms of reference to the board.

5. Oversight of Policies

The committee is responsible for overseeing and recommending changes to the executive committee and board in respect of the following policies and/or guidelines:

- a. CNA Signing Authority Policy
- b. Net Assets Reserve Policy
- c. Investment Policy
- d. Cash Management Policy
- e. Capitalization and Amortization of Asset Policy
- f. Such other policies and guidelines as the committee may establish from time to time.

REVISION HISTORY

Date of creation: [Search records for original approval date]
Revisions: Dec. 8, 2017
Dec. 4, 2020

Duties and Responsibilities
1. Quality and integrity of the CNA's financial reporting
a. Review quarterly financial results and forecast and make recommendations to the executive committee and board
b. Review audited financial statements and make recommendations to the executive committee and board
c. Review financial policies, procedures and internal accounting controls and make recommendations to the executive committee and board
2. Qualifications and performance of the external auditor
a. Make recommendations to the executive committee and board with respect to the appointment of the public accountant to hold office, including fixing compensation
b. Maintain a direct line of communication with the external auditor and monitor the scope of the external auditor's audit activities and assess its performance
c. Review with the external auditor the contents of its annual audit report
3. Additional Financial Matters and Oversight
a. Review and make recommendations to the executive committee and board on the operating and capital budget for fiscal year ending December 31
b. Receive the compliance certificate from the CFO quarterly and assess the appropriateness of remedial actions for any outstanding matters
c. Review assessments by management of principal financial risks to business and identify systems and procedures to manage these risks
d. Make recommendations to the executive committee and board on measures to manage financial risks

Duties and Responsibilities

- e. Review the need for and extent of property management and insurance coverage
- f. Review portfolio performance and performance with investment managers
- g. Annually review committee terms of reference and make recommendations to GHRC committee
- h. Annually assess committee effectiveness in fulfilling its responsibilities and duties

Executive Committee Terms of Reference

1. Purpose

The Executive Committee (the “committee”) is a standing committee of directors of the CNA Board of Directors (the “board”) that has been established for the purposes of overseeing on behalf of the board all matters related to the operations of the Association and for advising and recommending to the board as appropriate.

The committee advises the President and Chief Executive Officer (the “CEO”) on matters affecting the health and performance of the organization, including retaining and expanding membership and setting the strategic objectives of the organization for its members. The committee advises on the ongoing improvement of the organization’s business model to ensure maximum productivity and revenue including retaining and expanding memberships. The committee also provides financial leadership by exercising oversight on budgets and monitoring long-term strategic plans.

2. Membership

The membership of the committee will include the members prescribed in the by-law, namely:

- The following officers of the Corporation:
 - Chair of board
 - Vice-chair of board
 - President and Chief Executive Officer (the “CEO”)
 - Past chair
 - Chair of Governance, Human Resources and Compensation Committee
 - Chair of Finance Committee
 - Chair of Regulatory Affairs Advisory Committee
 - Chair of Public Affairs Advisory Committee
- A minimum two members of the board at large (the “MAL”)

The CEO is an *ex officio* non-voting member the committee.

The officers of the Corporation and the MAL are appointed or elected **by the board** at the first meeting of the board following the annual general meeting. All appointments are for a three-year term unless a member resigns, is removed by the board, or ceases to be a director. The board may fill a vacancy that occurs in the committee at any time.

If a vacancy exists, the remaining committee members may exercise all powers of the committee so long as there is a quorum and subject to requirements regarding the minimum number of committee members.



Chair of the Committee:

The chair of the board will preside over all meetings of the committee. If the chair of the board is not present, then the vice-chair of the board will act in their place.

Non-Member Attendance:

The committee may, at its discretion, invite members of management and/or other guests to attend all or part of any meeting.

3. Responsibilities and Authority

The committee is responsible for overseeing, on behalf of the board, all matters related to the operations of the Association, as follows:

- a. The committee will make recommendations to the board on policy and strategy on all aspects of the association.
- b. The committee will provide oversight and direction to the President and CEO on the operations of the Association.
- c. The committee will coordinate the activities of the standing and advisory committees of the Association.
- d. The committee will take on any actions or responsibilities as delegated to it by the board.

The chair of the board or their designate will report to the board on matters arising at committee meetings and, where applicable, present the committee’s recommendations to the board for its approval.

Access to Information and External Advisors:

The committee will have the authority to investigate any matter with full access to the books, records, facilities, and personnel that are relevant to carrying out the duties of the committee. The committee has the authority to engage external advisors, including counsel, consultants, and other experts as are reasonably required to review any matter under its responsibility and may determine the fees of any advisors so retained.

4. Committee Operations

Meetings and Records:

The committee will meet as needed between meetings of the full board (removed minimum requirement of 4 meetings). Minutes of committee meetings must be kept and approved at the next meeting. Once approved by the committee, copies of the minutes of the proceedings of the committee will be sent by the corporate secretary to all of the directors.

To the extent possible, the agenda and meeting materials will be circulated to committee members at least five to seven days in advance of regular meeting dates (changed from two weeks).

Commented [TA1]: Consider including: Subject to any limitations by the board, the committee may exercise all powers of the full board which may be lawfully delegated by the board and may approve, on behalf of the board all contractual and transactional matters. In determining whether to exercise such authority the committee will consider whether full board authorization is preferable having regard to the sensitivity, novelty, or materiality of the matter under consideration and the practicality of convening a full board meeting.

Decision-Making:

At meetings of the committee, if the committee is unable to reach unanimous consent, each committee member will have one vote, and motions will be decided by a majority of votes. Voting by proxy is not permitted. In case of an equality of votes, the chair of the board will not have a second or casting vote.

Quorum:

A quorum at any meeting will be a majority of committee members entitled to vote. The powers of the committee may be exercised at any meeting where a quorum is present or by resolution in writing signed by all committee members.

In Camera:

The committee may meet *in camera* with the CEO and as committee members only. The chair of the committee will determine other participants in any *in camera* sessions.

Assessment:

At least annually, the committee will assess its effectiveness in fulfilling its responsibilities and duties set out in these terms of reference.

Review

Annually the committee will review these terms of reference to assess whether they accurately describe the duties and responsibilities of the committee and will either confirm or recommend changes to the terms of reference to the board.

REVISION HISTORY

Date of creation: [Search records for original approval date]
Revisions: Dec. 8, 2014
Dec. 4, 2020



Employee Handbook

(CONFIDENTIAL)

November 2, 2020
Final Draft

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PURPOSE

This Employee Handbook ("Handbook") has been prepared to acquaint you with the Canadian Nuclear Association's (CNA) policies, procedures, and philosophy. This handbook is intended to provide you with information about the CNA's employment practices, benefits and other general information. Please understand that the policies and procedures found in this handbook may change from time to time at the CNA's sole discretion. The organization reserves the right to amend, supplement, or rescind any or all provisions contained in this handbook at any time.

Changes may occur based on legislation, organizational demands, funding requirements, or any other identified need. Changes to this Handbook will be communicated, in writing, prior to implementation. Employees are expected to review and comply with the CNA's current policies and practices. Employees are encouraged to ask questions and seek support to ensure compliance.

The CNA complies with the following Provincial (Ontario) legislation related to employment practices: [Employment Standards Act, 2000](#), [Human Rights Code](#), [Occupational Health and Safety Act](#), and the [Pay Equity Act](#). Throughout the handbook, references to these pieces of legislation are underlined and highlighted, indicating that we have embedded links directly to that piece of legislation. If the referenced legislation offers a greater benefit or protection to employees than that provided for in this handbook, the CNA will meet the statutory requirements and provide the greater benefit or protection. Employees are encouraged to bring forward any discrepancies between our practices and the identified employment legislation.

INTRODUCTION

OUR HISTORY

Founded in 1960, the CNA has played a prominent role in supporting the nuclear industry's development and promotion in Canada and abroad. We have more than 100 members and affiliates from across North America, including but not limited to manufacturers, engineering design companies, electric utilities, radioisotope and nuclear medicine producers, uranium mining companies, and universities, as well as other associations and organizations with whom we share common goals.

The CNA was established to:

- Create and foster a political environment and reasonable regulatory framework for advancing the nuclear industry in Canada;
- Encourage co-operation between various industries, utilities, educational institutions, government departments and agencies, and other authoritative bodies, which have a common interest in the development of economic uses for nuclear power and radioisotopes;
- Provide a forum for the discussion and resolution of problems of concern to members, to industry, or to the Canadian public; and
- Encourage co-operation with other associations with similar objectives and purposes.

The CNA moved its main office from Toronto to Ottawa in 2000 to advance the Canadian nuclear industry's goals with Canadian government leaders and officials. In particular, this move was to promote the sale of Canadian nuclear technologies at home and in export markets and to put forward nuclear industry views on regulatory and government policy issues.

The Canadian Nuclear Association (CNA) has been the national voice of the Canadian nuclear industry since 1960. Working with our members and all communities of interest, the CNA promotes the industry nationally and internationally, works with governments on policies affecting the sector and endeavours to increase awareness and understanding of the value nuclear technology brings to the environment, economy and daily lives of Canadians. Currently, we have these principal messages to convey through our work:

1. The nuclear industry's importance to Canada's economic and commercial well-being, particularly the major contribution the nuclear industry makes to Canada's export, energy, and environmental interests.
2. Nuclear power is safe, proven, reliable, cost-competitive and environmentally beneficial, and is making a vital contribution to Canada's climate change and clean air goals.
3. The nuclear industry must have a fair, stable, predictable, and efficient regulatory regime that works in harmony (and avoids overlap) with provincial government regulations to ensure the future secure operation of Canada's nuclear facilities and capabilities.

OUR MISSION AND VISION

The MISSION of the CNA is to demonstrate Canada's nuclear expertise, to promote domestic and international acceptance of Canadian nuclear technologies, and to create a positive public, political and regulatory environment for advancing the nuclear industry in Canada and in global markets.

The VISION of the CNA is to have a strong, vibrant and expanding nuclear-based industry, benefiting our members, stakeholders and all Canadians.

CORPORATE OFFICERS

The CNA's Board of Directors are volunteers entrusted to direct the organization's activities in the interests of the constituents rather than their own interests or that of any specific group.

VOLUNTARISM

Recognizing the importance of voluntarism, the CNA encourages all employees to participate where possible in a volunteer capacity within their community or as part of a professional affiliation. At the discretion of the President & CEO, the CNA may share in an opportunity for an employee to participate in volunteer activities.

CHARITABLE ORGANIZATIONS

The CNA is committed to working with recognized charitable organizations to assist the needy, support social causes, develop or strengthen relationships, and create partnerships throughout the community. Our current charity policy supports both local

and national charities and/or organizations. Registered charities are required to meet legal and regulatory standards and requirements, ensuring that all donations made are used for appropriate purposes. The CNA will not provide support to any unregistered charitable organization.

The CNA can only support a few charities per year. The President & CEO will be responsible for determining which charities would be supported and what types of support the CNA will provide.

Forms of Charitable Support

The CNA may provide charitable support in several ways:

- Charitable contributions in the form of monetary donations;
- Participation in fundraising and/or awareness events; and/or
- Services, such as employee support and voluntarism.

Applications for Consideration of Charitable Support

With respect to participating in a fundraising and/or awareness event, all applications must be addressed and directed to the department of the President & CEO for review, at least four (4) weeks prior to the event. Decisions will be made on a case by case basis.

With respect to all forms of charitable support, including participation in a fundraising and/or awareness event, applications should include the following information:

- Full name of the charitable organization and their charitable tax registration number;
- Mailing address and contact information, including telephone number and email address, of the charitable organization;
- Contact information, including the name, title, phone number and email address, of the designated contact person for the charitable organization;
- An explanation of what the donation will be used for, and the benefits provided to the recipient(s);
- Information pertaining to the advertisement of (Company Name); and
- A proposal for a report on the impact of (Company Name) donation(s).

DIVERSITY AND INCLUSION

The CNA seeks to deepen diversity and inclusion in the organization and its activities to foster:

- safe, welcoming and opportunity-rich workplaces.
- fair and equitable opportunities.
- harmonization with Canadian and global society.
- improved creativity and innovation.
- increased productivity and performance.

Links between diversity and inclusion and organizational performance are well understood and documented, including via the [World Economic Forum](#) and research by [McKinsey & Company](#).

To this end, the CNA has formed an internal Diversity and Inclusion (D&I) Working Group, which has the following draft mandate:

- to foster real organizational / industry change, establish a dedicated focus on diversity and inclusion priorities, and manage the D&I program
- to consider diversity in all its dimensions, including but not limited to gender, sexual orientation, ethnicity, abilities, race and colour, culture and language, religion, age, economic status, education, skills, geographic origin, residency and disabilities
- to build our own diversity within CNA and its Board of Directors and measure our progress over time
- to promote diversity and inclusion as a CNA strategic goal to the membership and aid in disseminating its importance within the nuclear industry
- to build connections with other organizations working in the field of diversity and inclusion, such as those supporting Indigenous people, women, youth and newcomers to Canada as workers and executives in the nuclear industry
- Share information and resources to build a foundation of understanding around diversity and inclusion issues so that we can speak clearly to its importance

The working group will support the development of the Diversity and Inclusion Policy before Q2 – 2021 with the guidance from the President & CEO.

HIRING AND EMPLOYMENT PRACTICES

HUMAN RIGHTS CODE

The CNA acknowledges that every person has the right to be treated without discrimination while applying for employment and during the course of their employment, pursuant to the following grounds as specified in the *Human Rights Code*: race, ancestry, place of origin, colour, ethnic origin, citizenship, creed, sex, sexual orientation, gender identity, gender expression, age, record of offences, marital status, family status, or disability (the "Prohibited Grounds").

EQUAL OPPORTUNITY EMPLOYER

The CNA is an equal opportunity employer. Our policy is to recruit, hire, promote and compensate in a non-discriminatory matter and without regard to the Prohibited Grounds enunciated in the Human Rights Code (as noted above). Employment opportunities within the CNA are open to all applicants and will be offered to the person with the necessary skills, competencies and required experience to perform the duties of the position.

EQUAL PAY/ PAY EQUITY

The CNA is committed to offering salaries to its employees that are competitive with wages paid by similar employers and to pay its employees in jobs of comparable value on an equitable basis, without regard to gender. The CNA will comply with the equal pay requirements under the *Employment Standards Act, 2000* along with the *Pay Equity Act*, and shall take factors of skill, effort, responsibility, and working conditions into consideration when determining whether the work is equal, or of equal value. Documentation will be maintained throughout the process to ensure the appropriate implementation of this commitment.

The value of positions will be assessed under the four factors used by the Pay Equity Commission, namely skill, effort, responsibility and working conditions:

- **Skill:** A required general factor to be considered in developing a gender-neutral comparison system that measures the degree or amount of knowledge, education, experience or special skill needed to perform the job.
- **Effort:** A required general factor to be considered in developing a gender-neutral comparison system that measures the physical or mental exertion needed to perform a job.
- **Responsibility:** A required general factor to be considered in developing a gender-neutral comparison system that measures the number and nature of a worker's job

obligations, the degree of accountability, and the degree of authority required to perform a job.

- **Working conditions:** A required general factor to be considered in developing a gender-neutral comparison system that measures such things as exposure to the elements, health and safety hazards, workplace environment, hours of work and any other terms or conditions of employment.

Exceptions

The CNA recognizes that the *Pay Equity Act* as well as the *Employment Standards Act, 2000* permit differences in pay based on seniority, merit, piecework or differences not related to gender. If the CNA determines that there is a difference in pay only due to one or more of these accepted exceptions, no pay adjustments will be applied.

Job Reviews

Each position within the CNA will be evaluated on a regular basis [every three years] or when significant changes occur within the company or a new role is introduced/created. The positions will be evaluated using the CNA's job evaluation scale that is a gender-neutral factor comparison system that utilizes the four factors identified by the Ontario Pay Equity Commission.

PROMOTION

Advancement at the CNA will be based upon an individual's ability, past performance and potential. The organization is committed to filling job vacancies by the promotion of qualified employees who have demonstrated their abilities in their present positions. The CNA believes that promoting from within has been, and will continue to be, a critical factor in its continued growth and success. During the quarterly performance review process, career interests and focus is an ongoing conversation to set an employee up for success, with clear and transparent feedback to ensure employees know that strengths they have, and competency/skill areas they need to enhance.

JOB POSTINGS

Job postings will always be posted internally and externally. An employee can apply for any job posting with the organization at any time with the assurance that their qualifications will be considered and reviewed in a fair and consistent manner.

A job posting will outline the job title, qualifications, skills and education requirements needed for the position. To be considered for any job posting, a current CNA employee must have the necessary qualifications and be performing satisfactorily in their current position. Any employee can apply for a job posting regardless of how long they have been in their current position.

WORKPLACE HARASSMENT AND VIOLENCE POLICIES

The CNA is committed to the prevention of harassment and violence in the workplace. The CNA is also committed to providing a work environment where all individuals (including employees, consultants/contractors, secondees, volunteers, members and clients) are treated with respect and dignity. The CNA does not condone and will not tolerate acts of violence, workplace harassment, sexual harassment, or harassment of any kind and will take whatever steps are reasonable and practical to provide a harassment-free workplace and to protect its workers (as that term is defined below) from all acts of violence from all sources.

Applicability

These policies protect CNA employees, secondees, consultants and volunteers ("workers" for purposes of these policies) from workplace harassment and violence, whether occasioned by colleagues or by other individuals with whom they may have contact in the course of their job duties, including members, clients and suppliers of goods and services to the CNA.

These policies apply to all workers and to all activities that occur while on CNA premises or while engaging in CNA-related activities, travel or social events outside of CNA's office, including work-related conferences or training sessions.

Everyone is expected to uphold these policies and to work together to prevent workplace harassment and violence.

Violations

If it is determined that an individual is found in violation of either our Workplace Harassment Policy or our Workplace Violence Policy, immediate action will be taken and may result in the following:

- Removal from CNA property;
- Stopping or discontinuing service and/or membership;
- Disciplinary action up to and including termination for just cause (for employees); and/or
- Police involvement.

All physical assaults involving an employee or occurring on CNA premises will be reported to the police. Threats of physical violence will be reported to the authorities as appropriate.

The CNA is committed to providing a safe work environment for all its employees.

WORKPLACE HARASSMENT POLICY

Definition

The *Occupational Health and Safety Act* ("OHSA") defines workplace harassment as "engaging in a course of vexatious comment or conduct against a worker in a workplace that is known or ought reasonably to be known to be unwelcome." Vexatious behavior is unwarranted and is known to likely cause distress or embarrassment to the person who is subject to the harassment. Workplace harassment, as defined in this policy and in the *OHSA*, includes sexual harassment.

The *OHSA* defines sexual harassment as:

- a) engaging in a course of vexatious comment or conduct against a worker in a workplace because of sex, sexual orientation, gender identity or gender expression, where the course of comment or conduct is known or ought reasonably to be known to be unwelcome, or
- b) making a sexual solicitation or advance where the person making the solicitation or advance is in a position to confer, grant or deny a benefit or advancement to the worker and the person knows or ought reasonably to know that the solicitation or advance is unwelcome.

All of the above will collectively be referred to as "harassment".

To constitute harassment, the comments or conduct typically happen more than once; however, certain actions or behaviour may be of a such a serious nature that one such action or behaviour could constitute harassment. The acts could occur over a relatively short period of time (for example, during the course of one day) or over a longer period of time (such as weeks, months or years).

Harassment can involve unwelcome words or actions that are known or should be known to be offensive, embarrassing, humiliating or demeaning to a worker or group of workers. Harassment can also include behaviour that intimidates, isolates, or even discriminates, against the targeted individual(s).

Examples of Prohibited Behaviour

Harassment is unacceptable and will not be tolerated from any person in the workplace. Some examples of prohibited behaviour include, but are not limited to:

- Words, gestures, or actions that constitute discrimination or harassment under the *Human Rights Code*;
- Sexual solicitations or advances;
- Reprisals or a threat of reprisal for the rejection of a sexual solicitation or advance;
- Bullying;
- Intimidating or offensive slurs, jokes, graffiti, literature or innuendos;

- The display, circulation or electronic transmission of pornographic, racist, or otherwise offensive or derogatory pictures or materials;
- Comments or actions that create an intimidating, hostile or poisoned work environment;
- Offensive or intimidating phone calls; and
- Rumours or gossip.

Employees who feel that they are being subjected to harassment should bring the matter to the attention of the alleged harasser and make their objection clearly known to that person, and request that the harassment stop. If the employee does not feel comfortable doing so, the employee should report the behaviour immediately to management.

An employee who is the victim of harassment should make a complaint in writing to the Supervisor/Manager. In the event the employee's complaint is against or involves the Supervisor/Manager, the complaint should be submitted to the President & CEO or Vice-President. If the complaint involves the President & CEO or the Vice-President, then the complaint can be submitted to the Chair of the Governance and HR Committee. When a complaint of harassment is made, it will be investigated pursuant to the Policy on Investigations (set out below).

What Does Not Constitute Workplace Harassment

This policy for the prevention of workplace harassment is not intended to limit or constrain the reasonable exercise of management functions in the workplace. Specifically, this policy does not prohibit management staff from carrying out functions that fall within their rights and responsibilities, provided this is done in an appropriate, professional manner that does not constitute an abuse of power. Such functions include, but are not limited to, conducting performance appraisals; addressing performance, conduct and dress issues; delegating work assignments, and determining work locations and schedules for staff.

WORKPLACE VIOLENCE POLICY

Definition

The *Occupational Health and Safety Act* defines workplace violence as:

- a) the exercise of physical force by a person against a worker, in a workplace, that causes or could cause physical injury to the worker;
- b) an attempt to exercise physical force against a worker, in a workplace, that could cause physical injury to the worker; and
- c) a statement or behaviour that it is reasonable for a worker to interpret as a threat to exercise physical force against the worker, in a workplace, that could cause physical injury to the worker.

A person who has a personal relationship with a worker – such as a current or former spouse or partner – may attempt or threaten to physically harm that worker or the worker's colleagues at work. In such a situation, domestic violence is considered to be workplace violence and is covered under this policy. If the CNA is aware of a domestic violence situation that could expose a worker to physical injury, it will take every precaution reasonable in the circumstances for the protection of the worker and his or her colleagues.

Examples of Prohibited Behaviour

Violent behaviour in our workplace is unacceptable and will not be tolerated from anyone. Some examples of prohibited behaviour include, but are not limited to:

- Verbally threatening to attack;
- Leaving threatening notes or sending threatening electronic messages, whether by e-mail, text or on social media;
- Shaking a fist;
- Wielding a weapon at work;
- Hitting or trying to hit;
- Throwing an object at another;
- Acts of restraint or confinement (such as blocking a person's path or locking them in a room)
- Grabbing or shaking another; and
- Sexual violence.

Sources of Workplace Violence

Workplace violence can happen at any time and in any place. Management, employees, secondees, members, and volunteers, must be vigilant to various types and sources of violence in order protect our workplace and each other. Sources may include but are not limited to:

Source	Definition
External	Involves a person with no relationship to the workplace who commits a violent act (e.g. theft, hostage taking/kidnapping, physical assault).
Public	A member of the public with willful intent to cause harm to an employee, secondee, or volunteer.
Internal/Employee Related	Violence occasioned by a co-worker, including management.

Domestic/Personal Relationship	Relationship violence that occurs at the workplace (e.g. family member who commits a violent act against an employee within the workplace).
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Summoning Immediate Assistance

If you experience or witness violence in the workplace, summon immediate assistance:

- Call 911 or the police.
- Yell for help.
- Call Building security (if applicable in new premises)
- If you are in your vehicle, honk the horn repeatedly, turn on your hazards and lock all of your doors. Use your car keys to activate your car's emergency alarm.
- Immediately go to a safe location.
- Contact the President & CEO, Vice President and/or Administrative Assistant.

Reporting Incidents or Concerns

If an employee, volunteer, secondee, or consultant feels he or she is a victim of violence in the workplace, it is recommended that the employee file a complaint in writing with the President & CEO or the Vice President. Filing a complaint will allow the organization to undertake an immediate investigation of the complaint, take whatever action is necessary up to and including termination of the offending person's employment. No disciplinary action will be taken against any employee filing a legitimate complaint.

See the Policy on Investigations below for further information.

POLICY ON INVESTIGATIONS

This policy applies to investigations of workplace violence, harassment and discrimination.

Employees, volunteers, secondees, or consultants who believe they have been the subject of workplace harassment, violence or discrimination are encouraged to make a complaint without fear of reprisal. While the CNA will accept verbal complaints, it is always preferable to make the complaint in writing. A complaint should identify the alleged inappropriate behaviour(s) and the alleged perpetrator(s) and include date(s) of the incident(s), the location(s) of the incident(s), and the details of the incident(s).

In addition, a complainant should prepare for the investigation by doing the following:

- a) Prepare and maintain a written record of the dates, times and nature of the conduct in question;
- b) Record the names of any witnesses; and
- c) Refrain from discussing the matter broadly until the investigation is complete.

The Respondent has a right to know who is making allegations against him or her and will be provided with a copy of any written complaint for a response.

The CNA will immediately investigate the complaint. We will also limit the disclosure of the complaint, the details of the complaint and any information learned during the investigation, except for the purposes of carrying out the investigation, taking corrective action and respecting the law. All employees involved in such an investigation are expected to maintain confidentiality. Effective temporary measures may be implemented to protect the complainant.

If necessary, an investigation may include the retention of a neutral third-party investigator. In some cases, especially for allegations of workplace violence, it may be necessary to wait for the police to finalize its investigation.

The investigator will carry out the following steps:

- a) Interview the complainant;
- b) Interview the alleged perpetrator(s);
- c) Attempt to interview all witnesses as listed by the complainant and alleged perpetrator(s); and
- d) Provide management with a written decision setting out the investigator's findings.

Confidentiality will be maintained at all times, except where the disclosure of information learned during an investigation is necessary for the purpose of investigating the complaint, when taking any action in relation to the complaint, or where disclosure is required by law.

Upon completion of the investigation, if the allegations are substantiated against a CNA employee, disciplinary action may be taken, up to and including termination of employment for just cause, which will be documented on the perpetrator's file. Other corrective action may also be taken, if necessary, to prevent further incidents of inappropriate workplace conduct.

If upon completion of the investigation, the allegations are found to be without merit, no documentation will be placed in the alleged perpetrator's file.

Within 30 days of investigation, the investigator will provide management with his or her findings, the complainant and respondent will be advised in writing of the results of the investigation, and any corrective action taken.

Nothing in this policy prevents or discourages an employee from filing an application with the Human Rights Tribunal on a matter related to the *Human Rights Code*. An employee also retains the right to exercise any other legal avenues that may be available.

WHISTLEBLOWING

The CNA is creating a Code of Conduct to advance the current conflict of interest policy to ensure that its directors, officers and employees are aware of and adhere to standards of conduct that ensure that the CNA performs and is represented in an honest and responsible manner.

Whistleblowing occurs when an employee reveals corporate wrongdoing, usually in their workplace. Employees who reasonably believe that they have information that could show that a wrongdoing has been committed or is about to be committed can make a disclosure to their supervisor at the CNA. The CNA provides protection for and will not take a reprisal against an employee who, in good faith, has made such a disclosure or has sought advice about making a disclosure. The Supervisor must alert the CEO, or Vice-President immediately.

If the action of corporate wrongdoing is believed to be initiated by the CEO, or Vice-President, the action should be reported to the Chair of the Governance committee.

ATTENDANCE AND ABSENTEEISM

The CNA operates in a collaborative and consultative environment. Consistent attendance and punctuality are deemed important ingredients in the CNA's daily operations, and therefore an integral part of each employee's performance standards. Poor, uncertain, or irregular attendance produces disruptive results for the office and lowers overall productivity and continuity of work, and disengagement from colleagues. Absenteeism without an excuse for same will not be tolerated and may lead to disciplinary action, up to and including termination for just cause.

There will, of course, be occasions when employees are forced to be away due to illness or for personal reasons. For a sickness of short, but unknown, duration, employees should notify both their supervisor/manager and the Administrative Assistant, on a daily basis, of his/her status. The same applies for special leave taken to provide care for a sick member of the employee's family.

If it is necessary for an employee to take time off for health-related appointments for himself or herself, the employee should advise the supervisor/manager as far in advance as possible, informing him or her of the reason for the absence, and adjust their calendar to show that they will be out of the office.

Where possible, an approved application for leave of absence (excused leave) should be completed and approved by your supervisor/manager and provided to the Administrative Assistant. Please review information on CNA's Sick Leave benefits for additional information.

The CNA will respect all leaves of absence mandated by the *Employment Standards Act, 2000* and will also respect its obligations under the *Human Rights Code*.

CHANGES IN PERSONAL STATUS

The HR Consultant must be notified immediately of any change in name, address, electronic address, telephone number, bank account number and beneficiary or dependent status, in order for employment, payroll, benefits and other personnel records to be accurately processed and maintained.

CONFIDENTIALITY STATEMENT

As an employee of the CNA, it is understood that all client and employee information and terms of employment are confidential and should not be discussed with any person or persons inside or outside the organization, except in a professional capacity. Copying, removing, allowing unauthorized access to organization or client documents, files or mailing lists and any form of distribution of client information is not allowed. Should an employee purposely breach this confidentiality requirement, employment with the CNA will be immediately terminated for just cause.

The CNA requires all employees to sign the Confidentiality Agreement attached as Appendix C to his handbook prior to commencing employment with the CNA.

MEDIA CONTACT

All media inquiries must be directed to the Director of Communications. Speaking to the media requires a special expertise and training to ensure support of the CNA brand and strategic initiatives.

In the event a member of the media makes contact, employees should politely request the name, telephone number, email address and the organization represented and immediately provide the information to the Director of Communications for follow-up. In the event the Director of Communications is not immediately available, this information should instead be immediately provided to the Vice-President, or the President & CEO.

OUTSIDE EMPLOYMENT

While employed with the CNA, full-time employees are to devote their full time and attention to their responsibilities with the organization. That said, the CNA understands that under certain circumstances and for various reasons, a full-time employee may need to hold a second job (including through self-employment) (collectively referred to as "other work").

In such a case, the employee must first seek express written approval from the President & CEO or Vice President prior to engaging in other work, whether remunerated or not. When requesting such approval, the employee must include a summary of responsibilities or duties that he or she will/would perform as part of the other work.

The President & CEO or Vice President have the right to agree to or deny any express written approval request for a second job. Also, in the event the President & CEO or Vice President approves work outside of the employee's CNA responsibilities, this approval may be rescinded at any time in CNA's sole discretion.

Employees must not engage in any work (employment or self-employment) or other outside activities that could give rise to a real, potential or perceived conflict of interest with the business of proposed business of the CNA.

TRAVEL & EXPENSES

The CNA recognizes that business travel is an essential component of creating a successful global enterprise. We also recognize that it involves personal sacrifice. Our objective is to balance the needs of the business with the needs of CNA travelers in a cost-effective manner.

The traveler is responsible for complying with the CNA's Travel & Expense Policy while the approver is responsible for accurately reviewing expense reports for compliance. The organization will reimburse employees for all reasonable and necessary expenses while traveling on authorized company business. The company assumes no obligation to reimburse employees for expenses that are not in compliance with CNA's Travel & Expense Policy. To learn more about our requirements, please see the Travel & Expense Policy document.

EMPLOYMENT STATUS

EMPLOYEE STATUS

For purposes of salary administration, eligibility for overtime payments and employee benefits, the CNA classifies its employees as follows:

- **Full-time employees:** Employees hired to work the CNA's normal, full-time, 35-hour workweek on a regular basis. Full-time regular employees are eligible for the CNA's benefit plans.
- **Part-time employees:** Employees hired to work less than CNA's normal, full-time, 35-hour workweek on a regular basis. Part-time regular employees are eligible for the CNA's benefit plans if working a minimum of 20 hours a week.
- **Term employees:** Employees hired to work the CNA's normal, full-time, 35-hour workweek on a regular basis but for a specified term period. Term employees with a contract period greater than 12 months are eligible for the CNA's modified benefit plan for term employees.
- **Secondees:** These are individuals who are employed by another organization, but provide on-site services and support to the CNA. Secondees are expected to follow and abide by the policies and procedures of the CNA when performing duties, services, and/or when acting on behalf of the CNA. Secondees are not eligible for any version of the CNA's compensation and/or benefit plans.

ACCESS TO PERSONNEL FILES

Employees' personnel files contain confidential information which must be maintained. This information will not be disclosed to outside sources without first obtaining the employee's written consent. Personnel files are kept electronically with only certain documents retained in original format.

Employees have the right to review their personnel files, at any time. Employees who wish to review their files must provide a written request to the Vice-President for doing so. The file will be reviewed at a mutually convenient time between the Vice President and the employee.

Any former employee of the CNA who requests access to their personal file(s) must first provide photo identification and submit a request in writing to the Vice-President for this access.

PERFORMANCE EVALUATION

Performance reviews are conducted after three (3) months of employment with the CNA and on a quarterly basis thereafter.

The purpose of the CNA's performance evaluation process is to help each employee achieve his or her maximum performance, productivity and growth and to ensure that each employee is performing their job-related responsibilities at an acceptable level.

Evaluations provide summarized details that accurately reflect the employee's performance and give employees the opportunity for a one-on-one discussion with their supervisor. Important feedback will be given to each employee to ensure that the employee clearly understands their job, the duties and responsibilities associated with their position, in addition to their role and contribution to the organization.

JOB DESCRIPTIONS AND JOB EVALUATIONS

To keep salaries relative to job responsibilities, it is important that all positions have complete, accurate and up-to-date job descriptions. Job descriptions will be reviewed annually during performance evaluations. Any revisions will be submitted for review to the HR Consultant and then provided to the President & CEO and/or the Vice-President for approval. Participation by all employees in developing and revising job descriptions is encouraged and will ensure accuracy and a clear understanding of job duties.

The CNA reserves the right to make changes to its organizational structure at any time to meet the deliverables of the strategic plan. In the event that a proposed revision is made which would result in significant changes to the job description, the employee that holds that position on a full-time basis, if applicable, may be asked to provide input prior to the revision being implemented. Any significant revision to a job description may prompt a salary review for that position by the President & CEO and, if required, the responsible Director, to determine if a salary adjustment for that position is required. This is in alignment with the CNA's commitment to paying fairly and our pay equity review.

SALARY REVIEW

It is the President & CEO's responsibility to ensure that an annual salary planning meeting is conducted near the end of the calendar year.

A salary increase based on market conditions which may include a cost of living increase, a review of accomplishments tied to the strategic plan, and job performance, will typically be considered at the time of the end of year performance evaluation. Employees are not guaranteed any annual increase regardless of market conditions.

For new employees or for those on leave from the CNA, with the exception of employees on a certified medical leave, an assessment of their contribution is made on their active working period in the previous calendar year.

Employees who join the CNA in the last quarter of the calendar year should not anticipate receiving any increase to their base salary until at least fifteen (15) months after they join the CNA.

PERFORMANCE RECOGNITION PROGRAM (BONUS)

Only full-time, permanent employees working for the CNA will be entitled to participate in its annual performance recognition program (bonus). This bonus is a discretionary bonus that will be based on the achievement of goals set out at the beginning of the calendar year in alignment with CNA's strategic plan for that year. There is no guarantee that an employee will receive a bonus every year, or in any given year. The CNA reserves the right to discontinue or amend performance bonus entitlement and/or eligibility at any time with appropriate advance notice.

All bonus amounts will be subject to applicable statutory deductions. For those employees whose employment commenced part way through the calendar year, bonuses will be allocated on a prorated basis. The bonus is deemed earned as of January 1 for the previous calendar year and bonus payments are typically paid out in December of each year.

In order to be eligible for this annual performance bonus, the employee must remain actively employed with the CNA at the time the bonus is earned. In the event the CNA terminated the employee's employment without cause, "active employment" will include only their statutory notice period as set out in the *Employment Standards Act, 2000*. The terms of this paragraph will continue to apply even if the employee is deemed by a court or tribunal of competent jurisdiction to have been wrongfully or constructively dismissed.

EMPLOYEE BENEFITS

COMPENSATION AND BENEFITS

Compensation includes more than your pay cheque; it also includes a comprehensive benefits package. One of the important ways the CNA recognizes your efforts and participation in its growth and success is with its range of employee benefits. Your benefits include the following:

- Annual leave (Vacation days)
- Public holidays (Stat holidays)
- Sick leave
- Special leave
- Bereavement leave
- Moving day
- Jury and witness duty leave
- Leave without pay
- Pregnancy/parental leave
- Professional development
- Medical Insurance
- Dental Insurance
- Pension Plan
- Life insurance
- Long-term disability benefits
- Performance recognition program / bonus system
- Other benefits as determined by the President & CEO and as required under the *Employment Standards Act, 2000*

VACATION

Vacation time is given by the CNA to all permanent and term employees in recognition of their services. This time is intended to provide an employee with an opportunity to rest and relax away from the job with no loss of income. Therefore, salary is not available in lieu of vacation time off.

All vacation time must be taken each year. A maximum of one week's (5 days) vacation time can be carried over from one calendar year to the next with the pre-approval of the employee's Director. Any vacation time carried over must be used by no later than March 31 of the following calendar year. Should it not be possible to use the carried over vacation time by March 31, only the President & CEO or Vice-President can approve an extension to use those days.

Employees are not entitled to accrue vacation pay during unpaid leaves of absence or recognized *Employment Standards Act, 2000* leaves, such as Pregnancy and Parental Leave. During recognized leaves, employees will continue to accrue vacation time only.

The employee's contract and length of service with the CNA determine the amount of vacation time. Vacation time is generally calculated from an employee's date of hire until December 31. In subsequent years, vacation time is based on the calendar year. General guidelines are as follows but are also subject to provisions as outlined in an employee's contract or agreement.

Employees	Years of Service	Vacation Days	Vacation Pay
Full-time Employees	to end of 1 st year	1 ¼ days/month	6%
	1 year to less than 10	15 days annually	6%
	10 years to less than 15	20 days annually	8%
	15 years to less than 20	22 days annually	8.8%
	20 years and over	25 days annually	10%
Full-time Management & Executive Employees	to end of 1 st year	1 2/3 days/month	8%
	1 year to less than 10	20 days annually	8%
	10 years to less than 15	25 days annually	10%
	15 years to less than 20	27 days annually	10.8%
	20 years and over	30 days annually	12%

Part-time employees will be eligible for the same amount of vacation days on a pro-rated basis depending on the percentage of time work. Vacation for term employees will be specified in their specific employment contract.

Vacation pay is paid on the basis of base salary alone, except as otherwise required by statute. Vacation pay is based on a percentage of earnings.

The President & CEO, Vice-President or your immediate supervisor must pre-approve all requests for vacation time. A copy of the 'Request for Vacation Time' (refer to [Appendix E](#)) must then be given to the Administrative Assistant. If a temporary employee will be required while an eligible employee is on vacation, the employee's immediate supervisor must notify the Vice-President as soon as possible in order to process the request.

New employees may only be eligible to take vacation during their probationary period with prior approval by the Vice-President or President & CEO.

Cases of conflicting vacation will be resolved by the Vice-President and/or President & CEO based on organizational demands, work commitments, seniority, date requested and any other relevant factors.

If during an employee's vacation, the employee should become ill or suffer an injury and the illness or injury is substantiated by a physician's report, the absence during which the employee was ill will not normally be considered as part of the vacation leave.

If during an employee's vacation there should occur a death in the family, bereavement leave will apply. The days attributed to bereavement leave will not normally be considered as part of the vacation leave.

Vacation leave with pay will not be converted into cash payments other than in exceptional circumstances and only subject to the pre-approval of the President & CEO; however, unused vacation leave will be paid out if an employee's employment is terminated. If an employee takes vacation time before it is earned, the CNA may deduct the overpayment from any amounts owing to the employee when their employment ends. To learn more about our payroll requirements, please see the Accounting and Operational Procedures Manual.

HOLIDAYS

The CNA recognizes the following eleven (11) days as paid holidays:

<u>Holiday:</u>	<u>Date:</u>
New Year's Day	January 1
Family Day	3 rd Monday in February
Good Friday	Friday preceding Easter Sunday
Easter Monday	Monday following Easter Sunday
Victoria Day	Monday closest to May 24
Canada Day	July 1
Civic Holiday (Ontario only)	1 st Monday in August
Labour Day	1 st Monday in September
Thanksgiving Day	2 nd Monday in October
Christmas Day	December 25
Boxing Day	December 26

ADDITIONAL HOLIDAYS/RELIGIOUS ACCOMMODATION

The CNA's office is typically closed for a seasonal shutdown between Christmas and New Year's Day ("Seasonal Shutdown"). Employees will be paid during this time. In rare situations, employees may be required to perform work or attend meetings during the Seasonal Shutdown based on project or client demands: these employees will not be provided additional vacation time off in recognition of any time worked, unless the time impacts their statutory holiday entitlement.

Should an employee wish to take time off for reasons related to their faith or personal beliefs, the employee may either use their vacation time for this purpose without supervisor approval, so long as notice of not less than one (1) week is provided, or they may request time off without pay.

PAID SICK LEAVE

All employees accrue sick leave, with pay, on the basis of one (1) working day (7 hours) of sick leave per month, so long as they have earned at least ten (10) days of regular pay during that month. Employees can accrue a maximum of 12 paid sick days per calendar year. Unused paid sick days have no cash value and cannot be carried over into the next calendar year or paid out.

Sick leave is only to be utilized when employees are unable to perform their duties because of illness or injury.

To be eligible for paid sick leave, an employee must notify their supervisor by telephone immediately upon commencement of illness or injury. If the employee's absence exceeds three (3) business days, employees may be required to supply a written statement from their Medical Doctor confirming that the employee is under their care, the date the employee was seen, the employee's inability to attend and perform work, and the estimated date of return to work.

PAID FAMILY RESPONSIBILITY LEAVE

Full-time employees are entitled to a maximum of five (5) working days of family responsibility leave, with pay, per calendar year

Special leave is for family-related responsibilities and consists of providing care for a sick member of the employee's immediate family who is not capable or able to care for themselves, medical and dental appointments for members of employee's immediate family who requires the assistance or support of the employee; personal appointments with outside services other than health related.

Immediate family aligns to the Family Responsibility Leave under the ESA and includes:

- the employee's spouse (including common-law relationship).
- A parent, step-parent or foster parent of the employee or the employee's spouse.
- a child, step-child or foster child of the employee or the employee's spouse.
- a grandparent, step-grandparent, grandchild or step-grandchild of the employee or of the employee's spouse.
- The spouse of a child of the employee.
- The employee's sister and brother including step-sister and step-brother
- The employee's brother-in-law or sister-in-law.
- A relative of the employee who is dependent on the employee for care or assistance. 2018, c. 14, Sched. 1, s. 19.
- Legal guardian or ward of the employee.

PAID BEREAVEMENT LEAVE

Full-time, part-time and term employees are entitled to a maximum of five (5) consecutive working days, with pay, as a result of a death in their immediate family. Up to three (3) additional paid working days may be granted for the purposes of travel related to the loss following the employee's request for same.

In this section, "immediate family" aligns to the Family Responsibility Leave under the ESA and is listed under the Family Responsibility Leave section.

In rare situations, the CNA may grant bereavement leave to an employee for the death of an individual who is not listed above. Such a request must be made to the President & CEO or Vice-President in writing, and in advance of taking the leave.

MOVING DAY

After having completed one (1) year of continuous employment with the CNA, full-time employees are entitled to a maximum of one (1) business day, with pay, per calendar year for purposes of moving from one residence to another.

JURY AND WITNESS DUTY LEAVE

The CNA recognizes and respects the necessary civic duty of Jury Duty and shall make accommodations for employees that have been selected to perform it. Employees selected for jury duty must provide the CNA with as much advance notice as is possible. Advance notice must be submitted to the President & CEO and/or Administrative Assistant and shall be accompanied by a copy of the summons for jury duty for documentation purposes.

Full-time employees shall receive a paid leave of absence to perform jury duty for a period of up to ten (10) days. The amount of compensation the employee receives for their jury duty shall be deducted from their rate of pay for the duration of their jury duty leave of absence. Part-time or term employees shall be granted leave without pay to perform their duty as a juror.

In the event that the jury duty requirement lasts for only part of a day, the employee shall either begin their work day prior to attending to jury or return to work for the remainder of the day following jury duty, whenever possible.

Any employee who is required to appear in a court of law as a plaintiff, defendant, or witness shall not be eligible for a paid leave of absence. In these instances, the employee may use vacation time, or request an unpaid leave of absence.

LEAVE WITHOUT PAY

The CNA may grant a leave of absence without pay for special reasons and for a period not to exceed three (3) months in any given calendar year. Applications for a leave of absence without pay must be submitted in writing to the President & CEO for approval and will be at the complete discretion of the CNA, and will include considerations of the circumstances and merits of each case and specific requirements of insurance companies. To be eligible for a leave without pay, the employee must have been employed with the CNA for at least one continuous year.

Should this leave without pay be granted, it shall be confirmed to the employee in writing, and the employee will need to expressly acknowledge and agree (by way of signature) that the CNA will not be providing that employee with job protection or a job guarantee during the leave without pay period. However, the CNA commits to making every reasonable effort to find the employee a comparable job upon their return from a leave without pay, should one exist and should it not already be staffed.

PREGNANCY/ PARENTAL LEAVE

The CNA will comply with the requirements and its obligations as listed within the *Employment Standards Act, 2000*.

PROFESSIONAL DEVELOPMENT

The CNA encourages the professional development of all employees in skills and knowledge related to their position or to the growth of the CNA. At the discretion of the President & CEO or Vice-President, an employee may be reimbursed for registration fees and may be provided time off during the CNA's core business hours to complete professional development or training, up to a maximum value of 3% of their base salary, excluding bonuses or extra payments.

Allotted professional dollars are intended to encourage the growth and development of the CNA staff and cannot be:

- provided to another employee;
- carried over to the following calendar year; or
- result in a payment for unused dollars.

Generally speaking, the following two criteria will be considered when examining programs for approval:

1. Does a legitimate, registered educational institution offer the program?
2. Is the program relevant to the present and/or future work needs of the employee and the CNA?

Each situation will be reviewed on an individual basis and a decision regarding eligibility will be made accordingly.

For approved courses, 100 per cent of the cost will be refunded after the course has been successfully completed. In order to be provided with this refund, the employee must first apply for refund eligibility with his/her Supervisor, in writing, prior to the beginning date of the course.

Once approved, the original application for refund eligibility form will be placed in the employee's local personnel file and a copy given to the employee.

When the approved course has been successfully completed, the employee must fill out an Expense Form. Receipts covering the cost of the course and text book(s), if applicable, and a certificate giving proof of successful completion (or copies of same) must be attached to the original Expense Form and copy of the form and be submitted to the Supervisor. This must then be forwarded to the Bookkeeper for payment of the refund.

SEMINARS, CONFERENCES AND WORKSHOPS

Seminars designed to develop personal, administrative, technical and management skills for employees may be recommended by supervisors or employees may request an opportunity to attend such sessions.

The CNA will pay for registration fees and related expenses (i.e. parking, meals, taxis, travel and accommodation), upon being provided with copies of relevant receipts and/or proof of payment and/or enrollment.

All such sessions must be approved in advance by the President & CEO, the Vice-President, and/or the employee's Supervisor.

GROUP BENEFITS PROGRAM

The CNA offers a group benefit program to eligible employees. Benefits can only be waived if the employee provides confirmation that they are covered under another plan.

Eligible employees must complete a group insurance application form before benefits can start. The application is subject to final approval by the employer's group insurance company and may be subject to a 90-day waiting period before coverage commences. To determine eligibility, employees should direct their inquiries to the HR Consultant.

Currently, the organization's group insurance plan for permanent employees includes life insurance, long-term disability (LTD) benefits, health care, dental care and access to the employee assistance program. Term employees are covered with a limited life insurance, health care, dental care and access to the employee assistance program. The CNA reserves the right to amend, supplement or rescind any or all provisions of this group benefit program as it deems appropriate at any time at its sole and absolute discretion. Details and guidelines concerning current coverage are outlined in the benefits information booklet provided to each eligible employee.

The CNA currently pays all group benefit insurance premiums on behalf of eligible employees with the exception of long-term disability and life insurance, which will be automatically deducted from each eligible employee's pay.

All decisions with respect to benefits entitlement are at the sole discretion of the third-party provider(s). The CNA is only required to pay its portion of the premiums and will have no further obligation to its employees regarding benefits eligibility or entitlement. Any disagreement or claim an employee may have with respect to benefit eligibility or entitlement shall be resolved solely with the third-party provider(s); the employee shall have no claim against the CNA.

All employees are eligible to contribute to the Group RRSP program. Details and guidelines outlining current coverage are outlined in the Group RRSP benefits information booklet provided to each eligible employee.

HOURS AND WAGES

HOURS OF OPERATION

The CNA office is open for business from 9:00 a.m. to 5:00 p.m. Monday through Friday, including a one-hour unpaid lunch break. The CNA has a standard thirty-five (35) hour work week, although it reserves the right to alter its standard work week in order to accommodate changing operational requirements.

Due to the nature of their responsibilities and the requirement to occasionally work outside of the CNA's core business hours, it is understood Directors and Managers, as per the Employee Status Policy, are not required to adhere to the office hours as noted above but must maintain a minimum thirty-five (35) hour work week.

The CNA offers the flexibility to work from home as required. Please refer to the Working from Home guidelines in APPENDIX E.

The CNA offices may be closed under special circumstances such as;

- Extreme weather conditions i.e., heavy snowfall, freezing rain
- Unforeseen circumstances i.e. Power outage, heater malfunction
- Pandemic
- Office relocation

The decision to close the office shall be at the discretion of the President & CEO. Should the office close due to special circumstances, employees are nevertheless required to be available and on call during regular work hours in order to avoid any reductions in pay or vacation or sick leave credits, or being deemed to be on a leave without pay. For this reason, employees must ensure that the CNA always has their updated contact information.

OVERTIME

Generally, the CNA discourages the use of overtime for employees. Employees should make every effort to complete their work assignments during their normal working hours. That said, prior to working any overtime hours, employees must first obtain written authorization for doing so from their Supervisor. If they are not available (e.g Vacation leave), then approval may be sought from the President & CEO or Vice President. Employees cannot approve their own overtime hours.

Management employees acknowledge that they are not entitled to any overtime pay. Non-managerial employees who are pre-authorized to work in excess of 35 hours in one week will be paid straight time for all hours worked in a week up to 44 hours and will only be

entitled to overtime pay, paid at the rate of one and a half times the employee's regular pay, for those hours worked in excess of 44 hours in a week.

During company events or its annual conference, it is possible that time in lieu of overtime pay will accrue. Employees must first obtain written authorization from the Vice President for this in lieu time and track their hours in writing accordingly. Once the event or conference is over, the employee should make arrangements with the Vice-President to take the time in lieu to recharge.

Paid leave (holiday, vacation or sick time) may not be used towards overtime. Additional hours worked at the employee's discretion, or without pre-approval (for example working through lunch or breaks, arriving early or staying late), will not count towards an employee's entitlement to overtime pay and may not be used towards lieu time.

PAYDAY

All employees are paid on a bi-weekly basis on every second Friday and receive twenty-six (26) paycheques a year. If a payday falls on a holiday, the employees will be paid on the preceding workday.

Employees will be paid for hours worked. Pay will be deducted for absences unless eligible for pay as outlined in the Employee Benefits section of this Employee Handbook, or unless otherwise required by the *Employment Standards Act, 2000*. Employees will be advised of their annualized salary and matching hourly rate at time of hire.

PAY ADVANCES

The CNA normally does not facilitate pay advances. If you require an advance, you may approach the President & CEO or Vice-President, and a pay advance may be provided in exceptional circumstances only, at the company's sole and complete discretion. Should an employee be terminated prior to earning all portions of their pay advance, they agree that any amounts not yet earned can be deducted from amounts owing to them by virtue of their termination and any amounts left owing to the company thereafter will be paid to the company within thirty (30) days.

STANDARDS WE LIVE BY

GOOD HOUSEKEEPING

All CNA employees are expected to do their part in keeping our facilities clean, neat, and as organized as possible. We all spend a great deal of time here. A neat and clean workplace is a safer, more attractive place to work. All employees are responsible for keeping their desks and work areas clean as well as cleaning up after themselves in the common areas such as the kitchen and the boardroom.

SMOKING

Smoking is not permitted on the CNA premises. Non-smokers can enjoy a smoke-free environment in all areas within the office.

APPROPRIATE LANGUAGE

Offensive language is never appropriate in the workplace. Employees should show their fellow employees the same type of consideration they would like to be shown.

DRESS CODE

The CNA strives to maintain a professional work environment. The company counts on all employees to use good judgment and taste in matters of personal grooming and dress. Employees are also asked to refrain from using strongly scented grooming products and perfumes out of respect for those who may be sensitive to scent.

We provide full discretion to employees to be able to judge the appropriate attire for the meetings they are required to attend. Some of our client meetings require more formal business attire, and some are business casual. Very casual dress is not appropriate apparel at any time (including items such as torn jeans, flip flops, or shirts with non-CNA printed logos or pictures).

TECHNOLOGY AND CNA EQUIPMENT POLICY

The CNA recognizes that employees need appropriate equipment and technology to perform their work efficiently and effectively. We are committed to providing you with these tools while ensuring a safe and productive work environment.

The CNA's telephone, e-mail and internet services must be used in an appropriate, ethical and lawful manner. The CNA retains the absolute right and discretion to monitor employees' Internet and e-mail use when using CNA supplied devices to ensure compliance with this policy. Refer to Appendix A – Acceptable Use Policy. The CNA may, in its sole discretion, block access to certain websites. Employees have only a limited expectation of privacy regarding information created, sent or received via the e-mail system or through their use of the Internet.

Use of the CNA's systems for illegal purposes or to gain access to inappropriate materials is prohibited, and any such use may be grounds for discipline up to and including termination for just cause. As examples of prohibited activities, employees may not use the CNA's telephone, computer, Internet or e-mail systems for any of the following uses:

- Downloading or distributing pirated software or data;
- Downloading any unauthorized software without the prior written approval of the System Administrator;
- Operating a business or soliciting money for personal gain;
- Making offensive, discriminatory or harassing statements;
- Sending or soliciting sexually oriented messages or images;
- Visiting sites featuring pornography, terrorism, drugs or any illegal activities;
- "Snooping" in other employees' e-mail messages or computer files;
- Engaging in any activity in violation of local, provincial or federal laws;
- Unethical activities or content that could damage the CNA's professional reputation; and
- Gambling.

SOCIAL MEDIA POLICY

Employees' use of personal social media at any time, including during non-business hours, must not contravene any of the CNA's policies or this handbook, including those dealing with confidentiality, non-discrimination and workplace violence and harassment. Employees are prohibited from disseminating any CNA-related information or making negative comments regarding CNA, its employees or its members via social media sites. The CNA expects social media to be used in a lawful manner. By way of example, the CNA expects that its employees:

- Do not in any way refer to current, former and/or potential members, clients, partners, employees and competitors without the express consent of the CNA;
- Do not post any financial, confidential, sensitive or proprietary information about the CNA or any of our clients.
- Beware of comments that could reflect poorly on you and the CNA. Social media sites are not the forum for venting personal complaints about supervisors, co-workers, or the company.
- As a CNA employee, be aware that you are responsible for the content you post and that information remains in cyberspace forever.

When an employee associates him or herself with the CNA on a social media site, all materials associated with the employee's page may reflect on the CNA. Inappropriate comment, photographs, links, etc. must therefore be avoided.

When using social media applications, employees should take reasonable steps to protect their personal information and should use available and appropriate privacy settings. An employee who becomes aware of any negative or disparaging post that violates this policy should inform management immediately.

For purposes of this policy, "social media" includes all means of communicating or posting information or content of any sort on the Internet, including to your own or someone else's web log or blog, journal or diary, personal website, social networking or affinity website, web bulletin board or a chat room, whether or not associated or affiliated with the CNA, as well as any other form of electronic communication.

Failure to comply with this policy or use of social media that reflects poorly on the CNA or in any way prejudices the CNA, whether because you directly referred to the CNA or whether you are a known CNA employee, may be subject to disciplinary action up to and including termination of employment for just cause.

Please see the CNA's [Acceptable Use Policy](#) (Appendix A) for further details and policies (signed separately by all staff).

ALCOHOL AND DRUG USE POLICY

The CNA has zero-tolerance for impairment in the workplace caused by alcohol, illicit drugs and recreational drug use (including cannabis/marijuana regardless of its legal status). This policy applies to employees, secondees and volunteers, and references to employees shall be interpreted to include secondees and volunteers.

In cases where an employee is prescribed a drug (including cannabis/marijuana) by a healthcare practitioner that causes, or may cause, impairment during work hours, the employee shall disclose the situation to the CNA so that it can be determined whether accommodation of the impairment in the workplace is manageable.

In this Policy, "impairment" means, but is not limited to, the following:

- a. deficits in cognitive functioning;
- b. reduced ability to produce quality work product;
- c. reduced ability to complete tasks within time limits; and
- d. reduced ability to communicate and interact professionally with colleagues and those outside of CNA.

"Workplace" includes during lunch and/or rest periods during a working day, while on the CNA premises, while conducting CNA business and while attending work functions.

Employees are not permitted to consume illicit or recreational drugs, including cannabis/marijuana, in the workplace. Employees shall not bring illicit or recreational drugs onto CNA premises under any circumstances, unless required for health-related reasons in accordance with this policy.

Exceptions to this policy may be made on an ad hoc basis only with respect to consumption of alcohol at CNA sanctioned events, even if hosted by others. On these occasions, employees are expected to drink moderately and always ensure they remain able to behave in a professional manner, taking into account that they are representing the CNA.

The CNA has a particular concern with respect to drinking and driving, especially given the CNA's and the overall nuclear industry's very safety-conscious culture. At any work-related event at which alcohol is being served, there will also be a selection of non-alcoholic beverages. While employees are expected to drink alcohol only in moderation, the CNA will cover the reasonable cost of a taxi/uber to an employee's residence (or out of town accommodation if attending a conference) to avoid having to drive after having consumed alcohol. If the CNA determines that an employee should not operate a motor vehicle, a CNA representative may ask the employee to surrender his or her keys, and a failure to do so may result in the CNA notifying authorities.

Employees are expected to understand that being impaired in the workplace (including at work functions) may result in poor quality work, may result in the CNA being unable to fulfil its mandate or suffering reputational damage and may result in legal liability for the CNA. As a result, any breach of this policy will result in disciplinary action, up to and including termination of employment for just cause. A breach of this policy may also lead the CNA to calling the appropriate authorities, as needed.

APPENDIX A

ACCEPTABLE USE POLICY

(Technology, CNA property and Network Access)

The purpose of this policy is to establish what is acceptable use of electronic devices and network resources at the Canadian Nuclear Association (CNA). Please also refer to page 28. This policy defines standards for connecting to the CNA's network from remote computing devices. These standards are designed to minimize the potential exposure to the CNA from damages which may result from unauthorized use of CNA's Information Technology (IT) resources. Damages include the loss of sensitive or confidential data, loss of intellectual property, damage to public image, and damage to critical CNA internal systems and/or computer property.

At the present time, the CNA has an on-premise file server and a client-server network in place. All on-site computers are connected to the file server over the CNA's private internal Local Area Network (LAN). Access to files and information is controlled through security policies enabled on the server. These same security policies are in place when an employee accesses the server remotely through a secure Virtual Private Network (VPN).

The corporate server located at the CNA's office is backed up over the Internet on a daily basis to a data centre operated by its IT Provider (GridWay Computing Corporation). All data is encrypted while in transit and is safely stored in GridWay's data centre facility in Kanata, Ontario.

The CNA provides computer devices and a network as well as other electronic information systems to meet corporate objectives and initiatives and must manage them responsibly to maintain the confidentiality, integrity, and availability of its information assets. This policy requires the users of information assets to comply with company policies to protect the company against damages.

Policy Details

1.0 Access to Corporate Documents: VPN

Remote access privileges are provided to employees who are entitled to work from home in accordance with the CNA's Working from Home Guidelines. Employees must use laptops provided by the CNA when working outside the office, including but not limited to when working from home.

Access is granted to the corporate server via a VPN solution. All data is encrypted during transit for maximum security. The VPN works in conjunction with the corporate firewall

and is the only authorized method used to connect to the server. Any CNA loaner laptops will be configured with the VPN agent and users will be provided with the necessary log-in credentials.

When used from home, no family members or friends are permitted to use the company laptops. Employees are expected to make all reasonable efforts to maintain the laptop and protect it from theft, loss and damage while in their possession. While connected through the VPN to the corporate network, employees must restrict the use of the Internet to corporate use only.

1.1 Data Backup

At the present time, all employees are required to store all data and information on the corporate server. It is only the server that is backed up on a daily basis. Data stored locally on desktops and laptops is not backed up, therefore no information is to be stored on these devices.

1.2 Portable Drives

No external storage device or portable drive is to be used to transport corporate data unless express, written permission has first been granted from the employee's Manager. If a portable drive such as a USB memory stick or other storage device is used, all data must be deleted from the device when it is no longer needed.

1.3 Access to Email

Corporate email is hosted by GridWay and is accessible from any computing device with access to the Internet. All corporate communication must be transmitted through employees' CNA email accounts. Personal email accounts are not to be used for CNA related communication or for sending attachments containing CNA's information assets.

1.4 Use of Third-Party Storage Solutions (e.g. Dropbox, OneDrive, Google Drive)

All CNA employees are restricted from using any third-party cloud storage services including but not limited to: Dropbox, OneDrive or Google Drive. All information must be stored on CNA's corporate server only and/or the use of SharePoint.

In the event large files need to be transferred to a trusted partner of CNA's, an exemption may apply. Employees must have prior, written permission from the CNA Management to use a partner's storage solution such as the approved solution WeTransfer.

We will perform regular audits of all CNA issued technology to ensure compliance with this policy. The audits will take place semi-annually and will ensure only CNA licensed software and peripherals are installed. We will also run updates of the computers at these times.

Consequences of Non-compliance

Compliance with this policy is mandatory. The CNA Management team will ensure all users comply with this policy and will periodically perform a review to validate compliance. Any instances of non-compliance will be reported to the Vice-President and/or to the President and CEO.

A violation of, or failure to comply with, this policy may result in disciplinary action, which may include:

- Verbal or written warning/caution;
- Suspension;
- Termination; and/or
- Legal proceedings.

Employee Declaration and Signature

I declare having read and my understanding of the contents of the CNA Acceptable Use Policy, and agree to abide by the policy throughout my employment with the CNA.

Employee Signature

Date Signed

Employee name (printed)

APPENDIX B

CONFLICT OF INTEREST POLICY

Definition

- 1.1 A "conflict of interest" is any situation where:
- (a) your personal interest, or
 - (b) those of a close friend, family member, business associate, corporation or partnership in which you hold a significant interest, or a person to whom you owe an obligation could influence your decision(s) and/or impair your ability to:
 - (i) act in the Canadian Nuclear Association's best interests, or
 - (ii) represent the Canadian Nuclear Association (CNA) fairly, impartially and without bias.

It is important to note that a "conflict of interest" exists even if the decision could be or could appear to be influenced – it is not necessary that influence takes place.

General Duties

- 2.1 Unless authorized by the President & CEO, or by a person designated by the board, you may not:
- (a) act on behalf of the CNA, or deal with the CNA, in any matter where you are in a conflict of interest or appear to be in a conflict of interest, or
 - (b) use your position, office or affiliation with the CNA to pursue or advance your personal interests or those of a person described in paragraph 1.1 (b).
- 2.2 The "appearance of a conflict of interest" occurs when a reasonably well-informed person properly could have a reasonable perception that you are making decisions on behalf of the CNA that promote your personal interests or those of a person described in paragraph 1.1 (b).
- 2.3 You must immediately disclose any conflict of interest, or potential conflict of interest, to the President & CEO in writing. It is important to make the disclosure when the (potential) conflict first becomes known. If you do not become aware of the (potential) conflict until after a matter is concluded, you must still make the disclosure immediately.
- 2.4 If you are in doubt about whether you are or may be in a conflict of interest situation, you must request the advice of the board of directors or a person designated by the board.

- 2.5 Unless otherwise directed, you must immediately take steps to resolve the conflict or remove the suspicion that it exists, by:
- Promptly declaring to the President & CEO any conflict of interest as defined by this policy and asking that such declaration be recorded in the board minutes; and
 - Refraining from all discussion of the matter giving rise to the conflict of interest, including with other staff, or elsewhere.

Avoiding a Conflict of Interest – Continued

- 3.1 You must not:
- (a) use your relationship with the CNA to confer a benefit on a person described in paragraph 1.1 (b). This duty does not prevent you or anyone else from conducting business with other people connected with the CNA.
 - (b) personally benefit from any business activity involving the CNA except in unique situations, authorized in writing, and in advance, by the board.
 - (c) indirectly benefit from any business activity involving the CNA except in unique situations, authorized in writing, and in advance, by the board.
- 3.2 An "indirect benefit" is:
- (a) a benefit derived by a close friend, family member, business associate, or a corporation or partnership in which you hold a significant interest, or
 - (b) a benefit which advances or protects your interests although it may not be measurable in money.
- 3.3 You may not take personal advantage of an opportunity available to the CNA unless:
- (a) it is clear that the CNA has irrevocably decided against pursuing the opportunity, and
 - (b) the opportunity is equally available to members of the public.
- 3.4 You may not use your position with the CNA to solicit any CNA stakeholder for a personal business or one operated by a close friend, family member, business associate or a corporation or partnership in which you hold a significant interest. This duty does not prevent you or anyone else from transacting business with other people connected with the CNA.
- 3.5 "CNA Information" is information that is acquired solely by reason of involvement with the CNA and which the CNA is under an obligation to keep confidential.
- 3.6 You may use CNA information only for CNA purposes.
- 3.7 You must not use CNA information for your personal benefit.
- 3.8 You must protect CNA information from improper disclosure.

- 3.9 You must report to the President & CEO, or to a person designated by the board, any incident of abuse or disclosure of CNA information as soon as you become aware of the incident.

Rules about Gifts

- 4.1 You may accept a gift made to you because of your involvement in the CNA only in the following circumstances:
- (a) the gift has no more than token value,
 - (b) it is the normal exchange of hospitality or a customary gesture of courtesy between persons doing business together,
 - (c) the exchange is lawful and in accordance with ethical practices and standards, and
 - (d) the gift could not be construed by an impartial observer as a bribe, pay off or improper or illegal payment.
- 4.2 You may not use the CNA property to make a gift, charitable donation or political contribution to anyone on behalf of the CNA. Any gift must have the authorization of the President & CEO or a person designated by the board.

Employee Declaration and Signature

I declare having read and my understanding of the contents of the CNA Conflict of Interest Policy, and agree to abide by the policy throughout my employment with the CNA.

Employee Signature

Date Signed

Employee name (printed)

APPENDIX C

CONFIDENTIALITY AGREEMENT

I _____, understand and agree to handle any and all sensitive information regarding confidential materials, transactions, partnerships, research and reports gained through the course of my regular job duties in a confidential and appropriate manner.

I agree that if confidential information is not effectively protected, the reputation of the CNA may be threatened, and may suffer irreparably. I agree to keep all confidential information and relevant knowledge regarding the CNA confidential both during and after my term of employment. I understand that these practices have been adopted as they have been deemed essential to the protection of the CNA.

In working for the CNA, I agree not to divulge, disclose, provide or disseminate confidential information to any third party not employed by the CNA at any time, unless the CNA gives prior, written authorization for doing so. Furthermore, I agree that confidential information will not be used for any purpose other than its reasonable use in the normal performance of my employment duties for the CNA.

I understand and agree that I am not an official spokesperson for the CNA and cannot, under any circumstance(s) (including on a "no-names" or "off the record" basis), respond to inquiries from the community, the public, or the media, unless specifically asked to do so by an official CNA spokesperson. I agree to forward all inquiries to the Communications Directors and President & CEO for response.

I agree that any work I have created, or assisted in the creation of, at the behest of the CNA including but not limited to, reports, articles, manuals, training materials, and any written or visual work constitute works made for hire, and that the CNA therefore holds the copyright to said works.

I agree that I cannot reproduce or publish these copyrighted works, unless it is necessary to comply with normal CNA employment duties or if I have been given prior, written authorization by the CNA.

I agree upon ending employment with the CNA, I shall promptly return (without duplicating or summarizing), any and all material pertaining to the CNA in their possession including, but not limited to: all client lists, physical property, documents, keys, electronic information storage media, reports, research materials, manuals, letters and notes.

Employee's Signature

Date Signed

APPENDIX D

WORK FROM HOME GUIDELINES

The Canadian Nuclear Association understands that some employees may benefit from the option to work from home on occasion and others work from home on a regular basis. These guidelines outlines the process used and expectations for employees working from home on a regular basis.

Guidelines

These guidelines do not alter or replace the terms of an existing employment contract. Employees must comply with all company rules, policies, practices, and instructions that would apply if the employee were working at the regular company worksite. Working from home is completely voluntary; Canadian Nuclear Association will not require an employee to work from home.

Work hours, compensation, and leave scheduling will continue to conform to applicable policies and agreements. Requests to work overtime or use leave time must be approved by the employee's supervisor in the same manner as described earlier in the Handbook.

Approval Process

Employees are eligible to work from home with approval from their supervisor. If at any time the arrangement no longer meets business or productivity goals, the CNA reserves the right to revoke the agreement.

Performance Management

Working from home should not affect an employee's ability to complete day-to-day functions, including communicating with colleagues, management, customers, and so on. Employees must stay updated on department and work events. Employees must keep supervisors informed on the progress of assignments and reach out for support if needed. If an employee's presence is required for a meeting at the worksite, reasonable notice will be provided.

Use of Company Property

Employees must use company-provided devices when working from home to ensure that the appropriate software and programs are being used while maintaining data

security and confidentiality. All completed and working copies of documents must be saved on the CNA server with limited access so that information is available to those who may require its use from the company worksite. Failure to use company-approved devices may leave company data vulnerable to a security breach and may result in disciplinary action up to and including termination.

Company-owned resources may only be used for business purposes. Employees must take reasonable steps to protect any company property from theft, damage, or misuse. Depending on the circumstances, the employee may be responsible for any damage to or loss of company property.

The employee is responsible for providing adequate workspace and furnishings while working from home.

Use of Company Property

The CNA is committed to ensuring that the alternate worksite is safe and ergonomic. The company may make on-site visits to the employee's work site at a mutually agreed upon time to ensure that the designated work space is safe and free from hazards, and that data is kept secure. If the workspace is unsafe and cannot be made safe, the CNA reserves the right to refuse or revoke the employee's work from home arrangement.

The employee remains liable for injuries to third parties that occur on the employee's premises. It is important that employees confirm with their insurance company of any requirements they need to have in place to ensure they are properly covered.

APPENDIX E

REQUEST FOR VACATION TIME

Name of Employee: _____ Date: _____	
<u>Date(s) of Vacation</u>	<u>Number of Days:</u>
Signature of Employee: _____	
Approved by: _____ Date: _____	

(Please return approved form to the **Administrative Assistant**)

APPENDIX F

ACKNOWLEDGEMENT OF RECEIPT OF EMPLOYEE HANDBOOK & AGREEMENT TO CONDITIONS OF EMPLOYMENT

This is to acknowledge that I have received a copy of the CNA Employee Handbook. I understand that it is intended to give me important information about the main features of the employment policies, benefits, and certain other general information about the CNA, but does not necessarily represent all CNA policies in force.

I acknowledge that I have read the CNA Employee Handbook, have been given the opportunity to ask questions about anything contained in the handbook and fully understand the rules governing my employment with the CNA under the conditions explained.

I understand that the CNA has the sole and absolute discretion to amend, supplement, or rescind any provision of the handbook, as it deems appropriate.

I acknowledge having fully and completely read the CNA Employee Handbook. By signing below, I confirm that I fully understand its content and agree to be bound by its terms and by the conditions specified in the handbook throughout my employment with the CNA, in addition to being bound by any other rules, practices, or procedures that the organization may adopt from time to time.

Employee's Signature

Date Signed

Witness's Signature

Date Signed

(File signed original in employee's personnel file; provide employee with a copy)