

CODE OF CONDUCT FOR THE PENSION PLAN AND FUND

Introduction and Purpose

The Pension Plan of The United Church of Canada (the "Plan") is a multi-employer pension plan maintained for the benefit of eligible employees of participating employers. The Executive of the General Council (the "Executive") is the Plan Administrator pursuant to the Pension Benefits Act (Ontario) and has established the Pension Board to support the Executive in governing, managing, and operating the Plan and the Fund (i.e., the assets of the Plan).

The Pension Board has established this Code of Conduct (the "Code"), the purpose of which is to promote the proper operation of the Plan, and to reduce the likelihood that the Plan's governance could be called into question, by requiring that individuals who have responsibility with respect to the Plan act with the highest level of integrity.

The Pension Board is responsible for ensuring that the Code is kept up to date regarding relevant court decisions, changes in applicable legislation and regulatory policy. The Pension Board is responsible for the interpretation and administration of this Code.

In this Code, "Service Provider" means a third-party service provider, advisor or agent to whom responsibilities concerning the Plan or Fund have been delegated.

Who is Covered by the Code?

This Code applies to:

- members of the Executive;
- members of the Pension Board ("Pension Board");
- members of the Investment Committee and Pension Plan Advisory Committee;
- members of the Nominations Committee of the Executive and Audit Committee of the Executive when exercising duties and responsibilities in relation to the Plan;
- members of any ad hoc working or task groups established by the Board, Investment Committee or Pension Plan Advisory Committee; and
- employees of the Church having responsibilities relating to the Plan or Fund (the "Staff").

Individuals subject to the Code are collectively referred to as "Covered Persons".

Covered Persons will be given the opportunity to participate in an orientation program that explains its principles and requirements. The Pension Board will review the Code periodically and make changes as necessary. Any revised Code will be reissued, as applicable, and communicated to all Covered Persons.

Covered Persons' Responsibilities

Covered Persons must not engage in any conduct that compromises the reputation or integrity of the Plan.

In dealing with all aspects of the governance, management and operation of the Plan and Fund, Covered Persons commit to:

- adhere to all the terms of the Plan and comply with applicable legislation, Church policies and Pension Board policies;

- maintain high standards of honesty, ethics, competence and integrity;
- treat all Plan members, beneficiaries, and other persons with whom business is conducted with dignity and respect and as equals;
- perform their respective responsibilities in an efficient and effective manner; and
- maintain applicable professional standards.

Do not hesitate to speak with your manager, the Chair of the Pension Board, the Executive Officer, General Council Shared Services, or the Church's General Secretary, as applicable, for clarification on Covered Persons' responsibilities.

Protecting Privacy and Confidentiality

Some Covered Persons will have access to personal information of plan members and/or their families, and/or confidential information of participating employers. For information on how personal and confidential information is safeguarded, please view the [Privacy Statement – The Pension Plan of The United Church of Canada and The United Church of Canada's Group Benefit Plans](#).

1. Pension Board and Committee materials and communications are to be distributed only to Board, Committee, Staff Members, and Service Providers, as applicable, and are to be used and discussed by them solely to fulfill their responsibilities under the respective Terms of Reference.
2. Any other distribution or use of such information or any other information acquired in the course of their duties, written or oral, requires consent in advance from the Chair of the Board or the Chair of the relevant Committee, as applicable, except with Service Providers who have a legitimate business purpose.
3. Covered Persons will keep confidential all information provided and/or discussed:
 - a. at a Pension Board, Committee, ad hoc working group or task group meeting, including in any in-camera portion of such meetings;
 - b. with respect to plan design (including contributions, benefits, and benefit improvements), administration (including service provider issues), and investment-related changes contemplated, or approved but not yet communicated to Plan members, external Service Providers, or internal personnel connected with the management and operation of the Plan and Fund; and
 - c. with respect to funding and benefit security strategies.
4. All contracts with Service Providers shall contain a confidentiality clause to protect confidential information, proprietary information and other intellectual property of the Church, the Plan and the Fund, and the personal and financial information of Plan members and beneficiaries.
5. Each Covered Person has a duty to follow the procedures set out in this Code.

Conflicts of Interest

A conflict of interest is a situation where a Covered Person allows, or appears to allow, the Covered Person's personal interests or the interests of others (e.g., family, friends or associates) to affect their decision-making and ability to perform their work for the Plan impartially and effectively. A simple criterion to identify conflicts of interest is to ask whether a well-informed person could reasonably conclude that the Covered Person's interest, relationship, or activity could in any way influence objective decision-making or performance in carrying out a duty on behalf of the Plan. Covered Persons have a duty to identify and address conflict of interest bias (whether actual, potential or perceived) by

notifying the Chair of the Pension Board, the Executive Officer, General Council Shared Services or the Church's General Secretary, as applicable, as soon as possible.

Conflicts of interest may arise in various ways, for example, as a result of:

- a personal association or business relationship with those affected, or likely to be affected, by the Plan-related matter;
- a direct or indirect private economic interest in any of the Plan's transactions or proposed transactions or vendors, suppliers or other organizations with whom the Plan does business or plans to do business;
- having worked on, or having obtained confidential information in another role in relation to an investment opportunity being evaluated by the Plan; or
- an expectation of a future interest.

This list is not exhaustive, and the situations noted above will not necessarily give rise to a significant conflict of interest in all cases.

A Covered Person will not be considered to have any such conflict of interest merely by virtue of:

- a) being a member of the Plan;
- b) using knowledge or skill acquired in the discharge of responsibilities under the Plan and the Fund for other purposes, provided such knowledge is not confidential, in accordance with the Privacy Statement;
- c) obtaining knowledge through Plan or Fund related orientation sessions or conferences paid for by the Fund or hosted by Service Providers; or
- d) using one's role with the Plan or the Fund as a reference, provided consent has been obtained in advance from the Chair of the Pension Board or the Executive Officer, General Council Shared Services.

Stewardship of the Assets of the Plan

Covered Persons will protect the Fund from loss by taking reasonable steps to ensure that:

1. adequate title is maintained;
2. all transactions are accurately and clearly represented in the records of the Plan;
3. adequate controls are implemented to maintain the accuracy and integrity of the records of the Plan's membership and related transactions, the Fund, its valuation and related transactions, and investment performance; and
4. the Fund is invested in accordance with the Statement of Investment Policies and Procedures and other investment policies approved by the Pension Board and with applicable legislation.

Appointment of and Relations with Service Providers

1. In their relationships with Service Providers, Covered Persons (to the extent required by their responsibilities concerning the Plan) will adhere to the following principles:
 - a) Decisions to hire and terminate will be made on the basis of merit, performance, quality of service, fees, nature of any conflicts of interest and other factors applicable to the service; such decisions will not be made on the basis of favouritism, prejudice,

- preferential treatment or personal gain and will take into account relevant contract provisions on termination;
- b) Service Providers will not be favoured on the grounds that they are members of the Church, are members of any governing body of the Church or are otherwise affiliated with the Church; and
 - c) Service Providers are required to have adopted their own policies, or to agree in writing to comply with the policies that apply to Covered Persons, related to:
 - i. the quality of their work;
 - ii. the protection of Plan member, beneficiary, and other Plan information; and
 - iii. the maintenance of objectivity and the mitigation of conflicts of interest.
2. Covered Persons will deal fairly and equitably with Service Providers and abide by all contract terms.
 3. The Covered Persons may attend Plan or Fund-related education sessions and conferences hosted by and/or paid for by a Service Provider. However, Covered Persons may not accept gifts, gratuities, free services or products, meals, entertainment, or favours from Service Providers with an individual retail value of over \$400.00 per event or greater, without consulting the Executive Officer, General Council Shared Services. In no event may they accept any item or service which would place, or appear to place, them under an obligation to a Service Provider.
 4. Covered Persons are prohibited from:
 - a) soliciting gifts, gratuities, entertainment or favours from Service Providers for their own personal benefit;
 - b) providing, attempting to provide, or offering to provide any kickback; and
 - c) soliciting, accepting, or attempting to accept any kickback.

The term “kickback” includes any money, fee, commission, credit, gift, gratuity, item of value, or compensation of any kind that is provided directly or indirectly to anyone for the purpose of improperly obtaining or rewarding favourable treatment in connection with a contract, other than Plan or Fund-related education sessions and conferences hosted and/or paid for by the Service Provider.
 5. Each Covered Person has a duty to follow the procedures set out in this Code.

Monitoring, Investigating and Addressing Breaches of the Code

1. Covered Persons will be asked to annually review the Code. Covered Persons will be asked to annually confirm their understanding of, and compliance with, the Code in the form and manner approved by the Pension Board or its delegate from time to time, which may entail executing a Code of Conduct Compliance Certificate.
2. The Pension Board will satisfy itself that compliance with the Code is being appropriately monitored through a variety of measures including, but not limited to, annual execution of Compliance Certificates; performance and contract reviews; audit of the Plan’s financial statements; third party internal control reviews under the relevant sections of the CPA Canada Handbook and other types of audits, reviews, reconciliations and/or evaluations.

3. Covered Persons are encouraged to seek independent legal advice if they may have a material interest in a contract, transaction or other matter between the Plan or the Fund and another business entity or may have been involved in a breach of the Code.
4. Covered Persons and members of the Plan, upon suspicion or discovery of a breach of the Code, will make full and complete disclosure of all relevant facts to either the Chair of the Pension Board or the Executive Officer, General Council Shared Services or via The Church's [anonymous reporting system](#). If, for any reason, such a person requires additional guidance or is not comfortable discussing the matter or reporting the incident to either of those individuals, such person may seek guidance from or report the incident to the Church's General Secretary.
5. If the person making the report is not a party involved in the breach or possible breach, such person will be protected from retaliation in accordance with the Safe Disclosure section (below).
6. Within five business days of receiving the report regarding a breach or possible breach of the Code, the Chair of the Pension Board or the Executive Officer, General Council Shared Services as applicable, will confirm receipt of the report to the other and to the person who reported the breach or possible breach.
7. All reports of breaches of the Code will be promptly investigated. A preliminary investigation will be made to determine whether the allegation has merit based on available evidence and will usually involve consultation between the Chair of the Pension Board and the Executive Officer, General Council Shared Services, the party or parties involved in the possible Code breach and, if applicable, the Chair of the relevant Committee.
8. The Pension Board will be responsible for determining the appropriate action when a possible Code breach has occurred. Such action may include, but is not limited to, addressing a conflict of interest, or suspending the person's responsibilities related to the Plan and Fund pending the Pension Board's determination on the possible breach of the Code. Where the conflict involving a Pension Board or Committee member arises at a meeting, the Chair of the Pension Board or Committee should ensure that the member abstains from any discussion or decision making with respect to the area of conflict. Should the Pension Board so decide, the affected individual will thereafter abstain from any decision making with respect to the area of conflict.
9. Any Covered Person may apply to the Chair of the Pension Board or the Executive Officer, Shared Services (or, in the case of the Chair, may apply to the Pension Board) for an exception. The Pension Board should be advised of all decisions to grant exceptions.
10. Where the alleged Code breach is a breach of the [Privacy Statement](#), it will be reported to the Privacy Officer in accordance with the [Privacy Statement](#).
11. The minutes of the Pension Board and the relevant Committee should record:
 - a. every disclosure of real, potential or perceived conflict of interest
 - b. all abstentions in voting based on a conflict of interest; and
 - c. all decisions by the Pension Board and the relevant Committee with respect to conflicts of interest, including the determination of any exceptions that apply.
12. The failure of a person to comply with the procedures described in this Section, shall not of itself invalidate any decision, contract, or other matter.

External Communication

In this Section "Plan" refers to the Church, the Plan or the Fund.

Whether via traditional or social media or in other public communications, Covered Persons must be mindful that their personal and professional communications may reflect on the Plan and take care to avoid statements or actions that could adversely affect the Plan's reputation. Covered Persons should take steps, where appropriate, to present personal opinions on issues that may affect the Plan as their own rather than those of the Plan. Covered Persons should not speak on behalf of the Plan without prior authorization from the Chair of the Pension Board and the Executive Officer, General Council Shared Services.

When giving presentations at conferences, seminars or industry events, Covered Persons should avoid commenting on specific situations involving the Plan's administration, or the administration or investment of the Fund.

Confidential and personal information must never be disclosed in public communications.

Safe Disclosure

1. This Section establishes procedures that allow a Covered Person or Plan member to confidentially submit concerns to the Chair of the Pension Board or the Executive Officer, General Council Shared Services regarding questionable Plan or Fund-related practices and transactions, in which they have not had any involvement, without fear of retaliation.
2. No adverse action will be taken against a Covered Person or Plan member for:
 - a. any reports of wrongdoing made within a reasonable time of becoming aware of the issue and in good faith;
 - b. providing information or causing information to be provided in an investigation regarding any conduct the individual believes constitutes a violation of pension and any other related legislation, the terms of the Plan or this Code); or
 - c. participating in an investigation, hearing, court proceeding or other administrative inquiry in connection with a report of wrongdoing.

This Code is intended to encourage reporting of wrongdoing with respect to the Plan and Fund, based on the assumption that the person so reporting, providing, or participating, was not involved in the wrongdoing, is acting in good faith and is not making false accusations. This Code cannot be used as a defense against The Church's lawful actions, such as a response to poor job performance or misconduct.

3. Alleged acts of retaliation should be reported to the Chair of the Pension Board or the Executive Officer, General Council Shared Services. If the alleged acts of retaliation are related to the conduct of the Chair of the Pension Board or the Executive Officer, General Council Shared Services, such a claim should be reported to the Church's General Secretary. All reports will be promptly investigated in accordance with the [Privacy Statement](#) and appropriate corrective action will be taken if warranted by the investigation.

Questions Regarding the Code of Conduct

Should you have any questions regarding the contents or application of this Code, please contact the Executive Officer, General Council Shared Services, or the Manager, Pension Compliance and Communications via pension@united-church.ca or pensionboard@united-church.ca.