

CODE OF CONDUCT

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Table of Contents

	Page
Introduction	2
Scope	2
Compliance with the Law	3
Gifts and Entertainment	3
Personal Gain	3
Dealings with Public Officials	4
Political Contributions	4
Conflict of Interest	4
Disclosure of Confidential Information	5
Recording of Transactions and Disclosure of Funds and Assets	5
Respectful Work Environment	6
Health and Safety	6
Protection of People	7
Protection of the Environment	7
Computing Technology	7
Improper Influence on Conduct of Audits	8
Duty to Report	8
Distribution of the Code	9
Non-Compliance	9
Form of Acknowledgement	10

Introduction

Every director, officer, employee, ambassador, volunteer, contractor and consultant of Operation Eyesight Canada Inc. and the following organizations – Operation Eyesight Universal India Liaison Office, Operation Eyesight East Africa (Kenya), Operation Eyesight Universal (USA), Operation Eyesight Zambia and Operation Eyesight Ghana (hereinafter referred to as “Operation Eyesight”) - occupies a position of trust.

Each individual that performs work on behalf of Operation Eyesight, including directors, officers, employees, ambassadors, volunteers, contractors and consultants, will hereinafter be referred to as “Representative(s)”.

In varying measures, such Representatives represent Operation Eyesight in their relations with others, whether with customers, patients, donors, suppliers, partners, employees, volunteers, members, non-government organizations, governments or the general public.

Whatever the area of activity and whatever the degree of responsibility, everyone is expected to act in a manner that will enhance Operation Eyesight’s reputation for honesty, transparency, integrity, the respect of the Human Rights of others and the faithful performance of undertakings and obligations.

Every Representative of Operation Eyesight has the responsibility to obey the law and act ethically. To that end, this Code of Conduct (“Code”) is a guide that is intended to sensitize such individuals to significant legal and ethical issues that arise frequently and to the mechanisms available to report illegal or unethical conduct. It is not, however, a comprehensive document that addresses every legal or ethical issue that a Representative may confront, nor is it a summary of all laws and policies that may apply.

Ultimately, no code of conduct can replace the thoughtful behaviour of an ethical person.

If you have any questions about this Code, or are unclear about a particular course of action, you should consult your manager, the HR Manager or the Executive Director.

If you are concerned about conduct you believe violates the Code, any Operation Eyesight policies or the law, contact the Chair of the Governance Committee of Operation Eyesight Canada Inc. You can also use the Whistleblower Policy to make a complaint or raise a concern.

Scope

This Code applies to each Representative of Operation Eyesight.

The provisions of this Code, as set forth, are mandatory and full compliance is expected under all circumstances.

Code of Conduct Policy

This Code affirms the commitment of Operation Eyesight to uphold the highest ethical standards, to respect the Human Rights of others as set out in the United Nations Declaration of Human Rights and the United Nation Convention on Children and to set the basic norms of behaviour for all Representatives in their Operation Eyesight activities and in their personal lives.

Failure to comply with this Code can have severe consequences. Conduct that violates this Code may violate federal, provincial or municipal law and can subject Operation Eyesight and its Representatives to prosecution and legal sanctions. Offenders will be appropriately disciplined, up to and including termination of employment or contract.

I. Compliance with the Law

Operation Eyesight and its Representatives shall comply with all lawful requirements, both domestically and foreign, applicable to the activities of Operation Eyesight.

Wherever there is doubt about the application or interpretation of any legal requirement, the Representative should seek the advice of their manager, the HR Manager or the Executive Director. Ignorance of the law is not, in general, a defense should such laws be contravened.

Accordingly, every Representative must ensure that they are aware of, and that their conduct cannot be interpreted as being in contravention of, the laws governing the affairs of Operation Eyesight in the jurisdictions where Operation Eyesight carries on activities.

II. Gifts and Entertainment

Representatives shall not furnish, directly or indirectly, on behalf of Operation Eyesight, expensive gifts or provide excessive entertainment or benefits to other persons.

Those Representatives whose duties permit them to do so, may furnish modest gifts, favors and entertainment to persons, other than public officials, if the following tests are met:

- they are not in cash or other negotiable instruments;
- they cannot reasonably be interpreted as an improper payment or inducement and are of modest value;
- they are made as a matter of general and accepted business practice;
- they do not contravene any law and in addition are made in accordance with generally accepted local business practices; and
- if subsequently disclosed to the public, their provision would not in any way embarrass Operation Eyesight or the recipients.

III. Personal Gain

Representatives shall not use their position with Operation Eyesight to obtain personal gain or advantage from those dealing with or seeking to deal with Operation Eyesight.

Except as hereinafter provided, Representatives should neither seek nor accept gifts, payments, services, fees, special privileges, vacations, accommodations or loans from any person (except, in the case of loans, from persons in the business of lending and then only on conventional terms) or from any organization or group that does or is seeking to deal with Operation Eyesight.

However, Representatives may accept modest gifts, favors or entertainment provided that in so doing, standards consistent with the tests relating to the furnishing of gifts as set out in Section II are met and do not violate the applicable policies of Operation Eyesight.

IV. Dealings with Public Officials

All dealings between the Representatives of Operation Eyesight and public officials are to be conducted in a manner that will not compromise the integrity or impugn the reputation of any public official or Operation Eyesight.

Even the appearance of impropriety in dealing with public officials is improper and unacceptable. Any participation, whether directly or indirectly, in any improper profit sharing arrangement, illegal gratuities, indirect contributions, improper inducements or similar payments is not permitted, notwithstanding that they might further the interests of Operation Eyesight.

Maintenance of a high standard of integrity is of the utmost importance to Operation Eyesight.

V. Political Contributions

The use of any funds, goods or services of Operation Eyesight as contributions to political parties, candidates or campaigns is not permitted.

Contributions include money or anything having value, such as loans, services, excessive entertainment, trips and the use of facilities or assets of Operation Eyesight. Further, no director, officer, employee or volunteer is to be reimbursed for any contributions that he or she might make.

Operation Eyesight encourages political activity and political involvement by individuals acting on their own behalf, but not as representatives or agents of Operation Eyesight.

VI. Conflict of Interest

Representatives must avoid all situations in which their personal interests conflict with or might conflict with their duties to Operation Eyesight.

Such individuals should seek to avoid acquiring any interests or participating in any activities that tend to:

- deprive Operation Eyesight of the time or attention required to perform their duties properly; or
- create an obligation or distraction that would affect their judgment or ability to act in the best interest of Operation Eyesight.

Representatives of Operation Eyesight are prohibited from:

- taking for themselves personally opportunities that properly belong to Operation Eyesight;
- using Operation Eyesight property, information or position for personal gain; and
- competing with Operation Eyesight.

All Representatives owe a duty to advance the legitimate interests of Operation Eyesight when the opportunity to do so arises.

VII. Disclosure of Confidential Information

Unless previously published in the public domain, records, patient or prospective patient information or customer information, reports, papers, devices, processes, plans, methods, trade secrets, inventions and apparatus of Operation Eyesight or to which any Representative of Operation Eyesight has been permitted access, are considered by Operation Eyesight, or the party who has permitted access thereto, to be secret and confidential, and such individuals are prohibited from revealing, reproducing, processing or using information concerning such matters without proper authorization.

Representatives shall comply with Operation Eyesight's policies and procedures relating to the retention and the destruction of the documents and records of Operation Eyesight.

VIII. Recording of Transactions and Disclosure of Funds and Assets

Representatives must protect the assets of Operation Eyesight and ensure their efficient use.

Theft, fraud, carelessness and waste have a direct impact on profitability and are unacceptable. All assets of Operation Eyesight should be used only for legitimate business purposes. Any misuse or infringement of assets of Operation Eyesight should be reported to your manager, the HR Manager or the Executive Director.

The books and records of Operation Eyesight must fully and fairly disclosed, in an accurate, timely and understandable manner, all transactions and dispositions of the assets of Operation Eyesight.

Representatives must document and record all transactions in accordance with the Company's internal control procedures and in compliance with all applicable accounting principles, laws, rules and regulations. Under no circumstances should a Representative create misleading records or falsify documents.

All funds and assets are to be recorded and disclosed.

The use of the funds or assets of Operation Eyesight for any unlawful or improper purpose (including for unauthorized personal gain) is strictly prohibited, and those responsible for accounting and record-keeping functions are expected to be vigilant regarding the financial records of Operation Eyesight.

IX. Respectful Work Environment and Child Protection

Operation Eyesight and its Representatives, collectively and individually, commit to providing a physically and psychologically safe work environment free of discrimination and harassment, and in which individuals are accorded equality of opportunity based upon merit and ability.

Operation Eyesight and its Representatives, collectively and individually, commit to creating and maintaining a safe environment for the children with whom each Representative interacts. The child's welfare is most important and reasonable steps must be taken to prevent them from being harmed. Operation Eyesight will not tolerate any Representative to knowingly engage in, or support, any type of child abuse.

Discriminatory or harassing behaviours based on any protected ground – race, place of origin, colour, mental or physical disability, family or marital status, age, sexual orientation, ancestry, religious beliefs, gender, gender identity, gender expression or source of income – will not be tolerated.

Discrimination, harassment, sexual harassment or bullying will not be tolerated within Operation Eyesight and any complaint of discrimination, harassment, sexual harassment or bullying will be taken seriously and will be investigated. All Representatives are entitled to a workplace free from discrimination, harassment, sexual harassment or bullying, understanding that proper management of employees is not bullying or harassment.

Operation Eyesight is committed to the United Nations Declaration of Human Rights and the United Nations Convention on Children and expects adherence to those principles by each Representative of Operation Eyesight.

It is not a discriminatory practice to make a distinction between persons based on bona fide occupational requirements. Such distinctions should not be undertaken without first obtaining express authorization from your manager, the HR Manager or the Executive Director.

Code of Conduct Policy

It is the responsibility of all individuals to contribute to a work atmosphere that protects the children that we work with and is free from harassing, bullying, abusive, disrespectful, disorderly, and disruptive behaviour or other unprofessional conduct.

X. Health and Safety

Operation Eyesight is committed to providing its Representatives with a safe and secure workplace that meets or exceeds the laws and requirements with respect to occupational health and safety. Management is responsible for eliminating physical and psychological safety hazards from the workplace and training employees to work safely.

In turn, all Representatives are expected to do their part to promote a safe work environment by complying with safe work procedures, complying with all applicable health and safety laws and requirements, reporting unsafe conditions to their manager, and taking steps to protect themselves and others from dangerous conditions.

All Representatives shall report to work, and remain at work, fit for duty and not impaired by alcohol or drugs or any medication that may impact their ability to work safely.

All Representatives agree to comply with any Security Plan issued by Operation Eyesight.

XI. Protection of People

Operation Eyesight recognizes our obligation and responsibility to operate in a manner consistent with the principles of human rights and we are committed to the prevention of and response to sexual exploitation and abuse.

Operation Eyesight will not tolerate sexually abusive or exploitative acts committed in any of the areas that we work in by our Representatives or anyone else associated with our organization or the delivery of our programs. All Representatives are bound to uphold this policy and to report people or incidents that they believe are in contravention of this clause or any other area of the Code of Conduct.

XII. Protection of the Environment

Representatives shall treat the protection of the environment as an integral factor in all decision making.

XIII. Computing Technology

Operation Eyesight provides computer hardware, software, internet, email and external data communications to their Representatives and in turn, the Representatives must exercise the same discretion as when using other business tools such as office telephones and facilities.

Users are expected to efficiently and securely utilize these tools only for Operation Eyesight business purposes, while protecting corporate data and information and exercising appropriate business conduct at all times.

Operation Eyesight computing technology is for business purposes, and personal commercial use is not allowed. Users will not create or transmit any unsolicited commercial, advertising or recreational material, or use any system resources for political activities or to advance the commercial interests of any party other than Operation Eyesight.

Operation Eyesight's computers and Internet connections are intended to be used for business purposes. Users will not create, access or transmit any material, data, text, audio, images, or material that is capable of being converted, which is offensive, obscene, indecent, libelous, slanderous, harassing, annoying or defamatory. Users are expected to discourage others from transmitting such information to their Internet address. Users must comply with all laws including those with respect to all forms of intellectual property rights, trademarks, copyrights, criminal activity and harassment.

XIV. Improper Influence on Conduct of Audits

No Representative shall fraudulently influence, coerce, manipulate or mislead any internal auditor or independent public or certified accountant engaged in the performance of an audit of the financial statements of Operation Eyesight for the purpose of rendering such financial statements materially misleading.

XV. Duty to Report

Every Representative has a duty to adhere to this Code and all applicable policies.

In most cases, your manager is the best person to address questions or concerns. However, if you are not comfortable speaking to your manager or you are not satisfied with the response, you are encouraged to speak to the HR Manager or the Executive Director.

Any Representative may report questionable accounting or auditing matters on an anonymous basis by submitting a written complaint to the Chair of the Audit and Finance Committee on Operation Eyesight's Board of Directors.

All other complaints should be brought forward, in person or anonymously, to the Chair of the Governance Committee of Operation Eyesight Canada Inc., who has the responsibility to investigate all reported violations or suspected violations.

Once a complaint has been received, Operation Eyesight will activate a prompt, thorough and confidential investigation that treats all parties with respect and fairness, in line with agreed-to investigation processes.

Operation Eyesight will not permit any form of intimidation, retaliation, harassment or retribution against an individual who has truthfully and in good faith:

- reported violations in accordance with this section;
- lawfully provided information or assistance in an investigation regarding any conduct which the individual reasonably believes constitutes a violation of applicable laws when the information or assistance is conducted by a regulatory or law enforcement agency or a person with management authority over employees or other persons working for Operation Eyesight with authority to investigate, discover or terminate for misconduct;
- filed, caused to be filed, testified, participated in or otherwise assisted in a proceeding related to a violation of applicable laws; or
- provided a law enforcement officer with truthful information regarding the commission or possible commission of an offence,

unless the individual reporting is one of the violators.

Distribution of the Code

Every Representative of Operation Eyesight will be provided with a copy of this Code. To ensure a proper understanding of this Code, your manager will be able to answer any questions pertaining to its application to the area of responsibility of the employee.

In cases where a Representative is engaged under contract to provide services to Operation Eyesight and that individual deals on behalf of Operation Eyesight with government officials or political parties or candidates, or has access to confidential information, such individual's or entity's contract will, as part of its terms, require compliance with this Code and such individual will be provided access to this Code and shall complete the prescribed acknowledgement, and in connection with the provision of service to Operation Eyesight, this Code shall apply to such Representative in the same manner as it applies to all other Representatives.

Non-Compliance

All Representatives are responsible for reading this Code, understanding the provisions and for compliance with the Code. Violations may lead to disciplinary action, up to and including termination of employment or termination of contract. Depending on the country, Operation Eyesight may be required or choose to alert law enforcement.