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**SUPPLEMENT TO THE  
COGECO CODE OF ETHICS  
  
INTERNAL PROCEDURES**

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# **SUPPLEMENT TO THE COGECO CODE OF ETHICS**

## **INTERNAL PROCEDURES**

### **1. INTERNAL REPORTING**

#### **(i) To the Audit Committee**

- Significant reports relating to accounting, internal accounting controls or auditing matters will be raised promptly with the Chair of the Audit Committee by the Vice President, Internal Audit and Risk Management.
- The Vice President, Internal Audit and Risk Management will report quarterly to the Audit Committee on the number and scope of Ethics reports brought via the Ethics Line and other means and will present the results of any investigations conducted on reports that were deemed to be of a significant nature as it relates to Audit Committee related matters.
- More frequent reporting to the Audit Committee may be provided as appropriate.

#### **(ii) To the Corporate Governance Committee**

- Significant reports relating to matters other than accounting, internal accounting controls or auditing matters will be raised promptly with the Chair of the Corporate Governance Committee by the Vice President, Internal Audit and Risk Management.
- The Vice President, Internal Audit and Risk Management will provide a bi-annual summary of reported violations or concerns and their resolution to the Corporate Governance Committee.
- The Senior Vice President, Corporate Human Resources will report, at the request of the Committee, on any matter of interest to the Committee in the application of the Code of Ethics (the “Code”) and address any information requirement of the Committee.

#### **(iii) To the Board**

- The Chair of the Audit Committee will inform the Board of any significant report received relating to accounting, internal accounting controls or auditing matters.
- The Chair of the Corporate Governance Committee will inform the Board of any significant report received on other matters.
- The Chair of the Corporate Governance Committee will provide annually to the Board a report on the application of the Code.

**(iv) To the Ethics Steering Committee**

- The Vice President, Internal Audit and Risk Management will report quarterly to the Ethics Steering Committee on the number, scope and outcome of Ethics reports brought via the Ethics Line and other means.
- The Vice President, Internal Audit and Risk Management will also report quarterly on the number and scope of declared conflicts of interests that were communicated to the Internal Audit team via the Ethics Line, the ethics email address and other means.

**(v) To Executive Management**

- The Vice President, Internal Audit and Risk Management will report the results of investigations to executive management who may be concerned, as appropriate. This will be done in order to advise them of the disposition and/or to ensure appropriate resolution of the concern.

## **2. RESPONSIBILITIES**

### **Vice President, Internal Audit and Risk Management**

The Vice President, Internal Audit and Risk Management has the following responsibilities:

- Monitor the Ethics Line.
- Promptly review reports received through the Ethics Line.
- In a timely manner, conduct all ethics related investigations or assign them, as appropriate, and use all appropriate means under the circumstances and for the purposes of such investigations, subject to applicable law.
- Report to the Audit and Corporate Governance Committees, Ethics Steering Committee, Executive Management and/or the External Auditors, as appropriate.
- Maintain oversight of the investigation to ensure appropriate and timely resolution.
- Consolidate, file and retain all records of reports received, together with the status/results of any investigation. It should be noted that some investigations may become privileged and confidential and therefore may not be retained by the Vice President, Internal Audit and Risk Management.
- Promptly review and investigate accordingly all conflicts of interest disclosure forms submitted by employees.

## **Human Resources**

The Senior Vice President, Corporate Human Resources as well as the Heads of Human Resources in each of Cogeco's business units, have the following responsibilities:

- Ensure that each employee receives a copy of the Code when accepting a position within Cogeco or one of its business units and that said employees endorse their understanding by signing the acknowledgment form.
- Ensure that all new hires follow and complete the on-line training session on the Code of Ethics.
- Ensure that all employees annually acknowledge having read, understood and complied with the Code through the performance appraisal process.
- Every two years, offer on-line training sessions to employees on the Code of Ethics.
- Conduct any investigation required, at the request of the Vice President, Internal Audit and Risk Management.
- Report to the Corporate Governance Committee, as appropriate.

## **Legal Affairs**

The Senior Vice-President, Corporate Affairs, Chief Legal Officer and Secretary has the following responsibilities:

- Promptly review reports received through the Ethics Line.
- Conduct any investigation required, at the request of the Vice President, Internal Audit and Risk Management.
- Conduct the investigation on any report raising concerns or suspicions about the Internal Audit function.

## **The Corporate Governance Committee**

The Corporate Governance Committee has the following responsibilities:

- Monitor compliance with the Code and authorize, where appropriate, waivers of compliance for the benefit of any directors or executive officers of the Corporation.
- Review and recommend to the Board any modification deemed appropriate to the Code.

## **The Audit Committee**

The Audit Committee has the following responsibilities:

- Establish procedures for (a) the receipt, retention and treatment of complaints received from employees of the Cogeco Group regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the Cogeco Group of concerns regarding questionable accounting or auditing matters.
- Receive quarterly update reports on all complaints and anonymous submissions of concern by employees regarding accounting, internal accounting controls and auditing matters, results of any inquiry carried to that effect, and how such matters have or will be corrected.

### **The Board**

The Board has the following responsibilities:

- Adopt a Code of Ethics that is applicable to directors, officers and employees of the companies or businesses of Cogeco and that is designed to promote and foster integrity and deter inappropriate action or wrongdoing.
- Monitor, through its Corporate Governance Committee, compliance with the Code and directly, or through delegation to the Corporate Governance Committee grant waivers of compliance for directors or executive officers in appropriate circumstances.
- The Board of Directors, with the recommendation of the Corporate Governance Committee, has the authority to approve any modification to the Code.

### **The Ethics Steering Committee**

The Ethics Steering Committee has the following responsibilities:

- Facilitate the development, implementation and operation of an effective ethics program.
- Promote an organizational culture that operates according to the highest ethical business standards;
- Consider and resolve any issues of interpretation regarding the Code of Ethics or any aspect of the Ethics program.
- Ensure the periodic review and update of the Code and other related documents (newsletters, training material, etc.).
- Initiate any revision deemed appropriate to the Code for the Corporate Governance Committee's consideration before submitting it to the Board.

## **3. RELATED POLICIES AND PROCEDURES**

- Cogeco Code of Ethics
- Ethics Line – User's Guide