

| Policy Name: | Program/Department: | Creation Date: (month, year) |
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| BOARD OF DIRECTORS AND COMMITTEE MEMBERS CODE OF CONDUCT | PRESIDENT’S OFFICE | January 2015 |

Purpose:

This Code of Conduct, Conflict of Interest, Systems Access and Confidentiality Policy (referred herein as the “Directors’ and Board Committee Members Code”) applies to Members of the Boards of Directors of March of Dimes Canada, March of Dimes Canada Non Profit Housing Corporation, March of Dimes Canada Foundation, and Rehabilitation Foundation for Disabled Persons, Inc. (RFDP US), herein referred to collectively as ‘March of Dimes”. The code also applies to those individuals who serve as Board Committee Members although they are not Board Members. This includes; Executive Committee, Finance Committee, Investment Sub-Committee, Pension Sub-Committee, Risk & Audit Committee, Nominating & Governance Committee, Executive Compensation Committee, and Chief Executive Officer Evaluation Committee.

Persons Affected:

All MODC Directors and Board Committee Members

Policy Directives:

I. CODE OF CONDUCT POLICY

a. Policy Statement

As Directors and Board Committee Members, there is a fiduciary duty to serve in the best interest of March of Dimes(s) and its stakeholders. Some of these obligations are based on common law, while others are founded in statute.

It is expected that all Directors and Board Committee Members will act loyally, honestly and in good faith with a view to the best interests of March of Dimes(s). Directors and Board Committee. Members will make every effort to avoid circumstances which may be deemed or perceived as being in conflict with the best interests of March of Dimes.

b. Guidelines and Recommended Precautions

Directors and Board Committee Members must:

- i. Act in the best interest of March of Dimes.
- ii. Fulfill their fiduciary obligations to employees, stakeholders and March of Dimes.
- iii. Act honestly, fairly, ethically and with integrity at all times.
- iv. Conduct themselves in a professional, courteous and respectful manner, whenever representing the interests of March of Dimes.
- v. Comply with all applicable laws, rules and regulations.

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- vi. Act in good faith, responsibly, with due care, competence and due diligence without allowing independent judgment to be compromised at any time.
- vii. Act in a manner that will serve in the best interests of March of Dimes reputation.
- viii. Disclose any potential conflict of interest, or situation that may be deemed to be a conflict of interest. Abstain from discussing or voting on any issue, which may be a direct conflict of interest, or create potential for a conflict of interest.

A Director or a Board Committee Member who has concerns regarding compliance with the Directors' and Board Committee Members' Code should address such concerns in a prudent manner with the Chair of the Board and the Chair of the Governance Committee. Jointly, at their discretion, it will be determined what action shall be taken to address the concern.

In the extremely unlikely event that a waiver of the Directors' and Board Committee Members' Code would be in the best interest of March of Dimes, the Nominating & Governance Committee must approve it.

Directors and Board Committee Members will annually sign a confirmation that they have read and will comply with the mandate of the Directors' and Board Committee Members' Code.

II. CONFLICT OF INTEREST POLICY

a. Purpose

The policy on conflict of interest, applies legally to Directors and Board Committee Members. This policy will provide guidance to Directors and Committee Members to avoid actual or perceived conflict.

Conflict of interest is a broad term used to describe situations where the actions, choices, or personal circumstances of directors, other volunteers, or employees, actually or potentially place their private and personal interests in competition with or in opposition to those of March of Dimes.

Individuals who are uncertain about whether or not their personal circumstances create a conflict are urged to obtain clarification as appropriate from the Chair or President and CEO. Legal counsel advises that if you perceive there may be a conflict, in all likelihood there is potential for conflict, and this should be declared.

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b. Policy Statement

Every Director and Board Committee Member must take all steps to avoid activities, behaviours or relationships which would constitute a conflict of interest. Every Director and Board Committee Member must demonstrate the highest standard of care in order to avoid not only real conflicts of interest, but also to avoid the appearance of one which could tarnish the Director or Committee Member's standing and the good name of March of Dimes. No Director or Board Committee Member may avoid the duties set out in this policy by providing information to another person who is not otherwise covered by this policy.

c. Guidelines and Recommended Precautions

Specifically, a Director or Board Committee Member is required to:

1. Refrain from using his/her position or knowledge for personal gain or for the gain of his/her family or friends.
2. Avoid being interested, directly or indirectly, in any manner whatsoever, in any contract, lease, concession or other agreement to or in which March of Dimes is a party or has an interest.
3. Refrain from using March of Dimes' equipment or property for personal purposes.
4. Refrain from accepting gifts from anyone doing business with or soliciting business from March of Dimes. Giving gifts on behalf of March of Dimes to any individual in a position to confer benefit on March of Dimes is not permitted. Customary and proper courtesies of nominal value (e.g., business meals) may be accepted or given as long as they do not place the recipient under any real or perceived obligation.
5. Consider whether or not his/her position in another March of Dimes entity (including both commercial and non-profit March of Dimes) conflicts or competes with his/her role in March of Dimes, and/or whether or not the aims and objectives of the other March of Dimes are in conflict or competition with those of March of Dimes.
6. Report any actual or potential conflict as appropriate to the Board Chair or President and CEO. This pertains to any conflict, however marginal, from which personal or family benefit might be or might be seen to be derived. This also applies to any situation in which conflict or competition with outside affiliations might occur or be seen to occur. Any conflict or potential conflict should be brought to the attention of the Board Chair. The individual must refrain from voting on any issue in which the conflict arises.
7. A Director or Board Committee Member may be dismissed for failure to disclose a conflict, or take appropriate remedial action as directed by the Board Chair or President and CEO. Some cases may warrant civil or criminal proceedings. Only the

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Board of Directors has the authority to determine the course of action to resolve any conflict of interest.

8. Directors and Board Committee Members who are aware of a conflict, or if there may be a perceived conflict, are required to complete a disclosure statement or provide a letter to the President, to be read into Minutes of the Board. Letters are to be:
 - i. Submitted to the first full meeting of the Board of Directors each year in November, or
 - ii. When circumstances change in such a way as to give rise to a conflict, as defined in the policy.
9. Responsibility falls to the Director or Board Committee Member to submit a letter of conflict. All statements of conflict, once read into the Minutes, shall be retained therein and in a special file available to only the President and CEO and the Board Chair on a needs only basis.

III. CONFIDENTIALITY POLICY

a. Purpose

Generally speaking, Directors and officers are charged with a common law duty of care on the basis that they are acting in a “fiduciary” relationship with March of Dimes. This duty requires the Director or Board Committee Member to act loyally, honestly and in good faith with a view to the best interests of March of Dimes and to adhere to applicable privacy legislation and confidentiality policies

b. Policy Statement

A general duty of confidentiality exists. A Director or Board Committee Member may acquire personal or other confidential information pertaining to consumers, employees, business contacts or others, whether or not the information is recorded in some way.

c. Guidelines and Recommended Precautions

1. Maintain the confidentiality of information and do not to disclose information regarding March of Dimes, clients, employees or other stake holders, without the express written consent from the person/March of Dimes to which the information relates, except as may be permitted or required by law.
2. Disclose personal or confidential information to other March of Dimes officers and employees **only** if the disclosure is necessary and proper for discharge of March of Dimes’ functions.
3. In circumstances where a Director or Board Committee Member determines that it is expedient to allow access to confidential material on the part of an executive assistant or other office personnel (“representative”), such individual shall inform the representative of

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the confidential nature of such information and take responsibility for the representative's adherence to this confidentiality guideline.

4. Under no circumstances use confidential information acquired in the course of service for financial gain or personal advantage.

III. SYSTEMS ACCESS

a. Email Usage

1. Directors and Board Committee Members are provided with a March of Dimes email account in order to access the material posted in the Board / Committee designated March of Dimes portal, to communicate with one another and management about March of Dimes business, to solicit and share ideas with other directors, to respond to queries, questionnaires and other online solicitations from March of Dimes.

2. Directors and Board Committee Members are not to use March of Dimes' email systems and services for usage deemed inappropriate, including the following:

- i. Copyright infringement, obscenity, libel, slander, fraud, defamation, plagiarism, harassment, intimidation, forgery, impersonation, soliciting for illegal pyramid schemes, illegal transactions, and computer tampering (e.g., intentional/explicit spreading of computer viruses).
- ii. Uses that violate March of Dimes Canada's policies, rules or administrative orders.
- iii. Viewing, copying, altering or deleting email accounts or files belonging to March of Dimes or another individual without authorized permission.
- iv. Sharing email account passwords with another person, or attempting to obtain another person's email account password. Email accounts are only to be used by the registered user.
- v. March of Dimes expressly prohibits personal use of systems for sending unsolicited mass mailings, undertaking non March of Dimes' commercial activities, and any political campaigning.

b. Remote Access

It is the responsibility of any Director or Board Committee Member with remote access privileges to ensure that his or her remote access connection remains secure. It is imperative that any remote access connection used to conduct March of Dimes business be utilized appropriately, responsibly, and ethically. Therefore, the following rules must be observed:

1. General access to the internet by residential remote users through March of Dimes network is permitted but not for recreational or personal purposes.
2. Directors or Board Committee Members must use secure remote access procedures. This will be enforced through public/private key encrypted strong passwords in accordance with March of Dimes password policy. Directors or Board

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Committee Members agree to never disclose their passwords to anyone, particularly to family Members or to colleagues.

3. Directors or Board Committee Members will make no modifications of any kind to the remote access connection without the express approval of March of Dimes IT department. This includes, but is not limited to, split tunneling, dual homing or security configurations, etc.

4. Directors or Board Committee Members with remote access privileges must ensure that their computers are not connected to any other network while connected to March of Dimes network via remote access, with the obvious exception of Internet connectivity. In order to avoid confusing official company business with personal communications, Directors or Board Committee Members with remote access privileges must never use non-company email accounts (e.g. Hotmail, Yahoo, etc.) to conduct March of Dimes business.

5. No Director or Board Committee Member is to use Internet access through company networks via remote connection for the purpose of illegal transactions, harassment, competitor interests, or obscene behavior.

Responsibilities:

Board of Directors, Board Chair

References and Documentation: (if applicable)

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Revision History New Revised Initial Release of Existing Policy

| Date | Revision # | Drafted By | Modification Details |
|--------------|-------------------|-------------------|-------------------------------------|
| January 2017 | n/a | | Reviewed. No changes. |
| July 2021 | #1 | R. Castle | Transferred to MODC policy template |

Approved for Distribution: *Operational policies approved by ELT - Corporate policies approved by the Board*

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|-------------------------|---------------|--------------------------|-----------------------------------|
| Director: (Name) | Title: | Date: (mm/dd/yy): | Board Approval: (mm/dd/yy) |
| | | | January 27, 2015 |

APPENDIX I

CODE OF CONDUCT, CONFLICT OF INTEREST, SYSTEMS ACCESS, AND CONFIDENTIALITY DECLARATION

I agree to conduct myself in a manner that corresponds to the expectations outlined in March of Dimes Directors and Board Committee Members Code.

I understand that a breach of this code shall be cause for termination as a March of Dimes volunteer, and that March of Dimes may take legal action.

I have received, read and understand the contents and expectations.

This day _____ of _____, _____.

I hereby declare:

I have no interest(s) which would present a conflict(s) vis á vis my volunteer role(s);

OR

I am currently involved in a situation which poses, or may be seen to pose, a conflict of interest described as follows:

I declare that the information given is true, correct, and complete to the best of my knowledge. I understand that this information will be read to the Board of Directors and thereafter treated in confidence by March of Dimes Canada.

Print Name

Volunteer Signature

Date

As Chair of March of Dimes Canada Board of Directors, I acknowledge receipt of this completed form.

No action is required.

OR

The following action is required to avoid the declared conflict (or the appearance of a conflict):

Signature of Chair

Date

Print Name