



# CODE OF ETHICS VIA RAIL CANADA

Our behaviours and decisions on the right track



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## Purpose of the Code of Ethics

The VIA Rail Code of Ethics is a reflection of who we are and what governs us. It embodies the organization's values and demonstrates our commitment to adopting the best possible ethical practices for achieving our mission in the best interest of the organization.

## Objectives

The VIA Rail Code of Ethics was developed in order to:

- ✚ Promote the organization's values and best ethical practices;
- ✚ Educate ourselves about the ethical challenges we may face in our work;
- ✚ Encourage communication and dialogue for greater awareness of ethical issues;
- ✚ Strengthen everyone's accountability with regard to appropriate behaviour in various contexts;
- ✚ Equip ourselves so that we can recognize troubling situations and the various means available to us to get help if we have questions or need to report a situation;
- ✚ Protect the good reputation and credibility of VIA Rail, along with our own as employees;
- ✚ Preserve the trusted relationship that VIA Rail has with its customers and all of its stakeholders.

## To Whom Does the Code Apply?

The Code of Ethics applies to all VIA Rail employees, including full-time, part-time, contract employees as well as former employees of VIA Rail. Former employees will continue to respect the integrity of VIA Rail by refraining from using any confidential or strategic information to our advantage or to the detriment of VIA Rail or a third party.

Subcontractors, entrepreneurs, suppliers and any third party bound by a contract with VIA Rail must comply with the organization's values and ethical standards, as indicated in their contract.

## Our Ethical Commitment

The commitment of all VIA Rail employees, all suppliers and the public is crucial, and therefore, drives our objectives in terms of our ethical behaviour and practices.

**Individually**, this commitment can be seen in our behaviour in the workplace.




**Collectively**, the commitment is demonstrated in our willingness to help achieve a common objective as a responsible organization.

### Our corporate and social responsibility

Our approach involves being proactive and taking great care in performing VIA Rail's mission, while being aware of the social, economic, and environmental impacts that our activities have on society.

### Our ethical responsibility

It is important that our decisions, choices, and behaviour are impeccable. We are all responsible for enriching and encouraging VIA Rail's ethical culture by embodying our commitment and by:

-  Seeking help if we have questions or concerns about actions to take or about an ethically questionable situation;
-  Reporting actual or potential breaches of the Code of Ethics, the organization's values, and its resulting policies, without fear of reprisal;
-  Refusing to act unethically, even if someone tells us to.

Any action whose goal is to obstruct compliance with the Code of Ethics will officially be considered retaliation under the PSDPA<sup>1</sup>, and may result in the application of corrective and disciplinary measures against the person who, in bad faith, obstructed its application.

## Our Mission, Our Vision, and Our Values

### Our vision

To be a smarter way to move people

### Our brand

“The Human Way”

### Our mission

Passengers first, we continuously strive to offer them a smarter and safer travel experience across Canada.

### Our mandate

To offer a national passenger rail transportation service that is safe, secure, efficient, reliable and environmentally friendly, and that meets the needs of travellers in Canada.

### Our commitment

We work in a safe manner, focusing on the customer while continually trying to improve both as individuals and as a company.

### Our values

Our behaviours reflect our values. They represent the foundation of what is important to us, what we believe, and what motivates and underlies our decisions and actions. They are innovation, know-how, trust, agility, accountability and integrity.

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<sup>1</sup> The *Public Servants Disclosure Protection Act* (PSDPA) aims to maintain and enhance confidence in integrity by establishing a safe and confidential process for disclosing wrongdoings.(see appendix B)

## Our Statement of Values

VIA Rail's values guide our thinking, behaviour and decisions. These values guide important decisions and actions that shape the organization's image and affect its reputation and that of its employees on a day-to-day basis. They are the springboard from which VIA Rail wants to grow with its employees in order to sustain its mission and achieve its objective of making passenger rail transport the preferred means for travelling and staying connected in Canada.

### Innovation

Daring to see things differently is our modus operandi

### Know-how

We have a flexible way of doing things, which allows us to constantly evolve and achieve better results.

### Trust

Our progress is driven by the bond of trust we have with our employees and passengers.

### Agility

Being flexible in our modus operandi allows us to constantly improve the passenger experience.

### Accountability

We are the authors of our success

### Integrity

Fairness and honesty are deeply rooted in everything we do.

## Our Responsibilities

### Our responsibilities as employees

- ✚ We share the responsibility of encouraging business practices and behaviours that respect VIA Rail's values, including integrity, diligence and Know-how.
- ✚ We make sure to prevent or resolve ethically problematic situations.
- ✚ We demonstrate openness to dialogue and collaboration during situations requiring our participation to resolve a non-ethical situation.
- ✚ We report all possible violations, breaches, or wrongdoings with regard to the Code of Ethics and related policies when they come to our attention.

### Our responsibilities as managers

#### As managers, we have additional ethical responsibilities.

- ✚ As ethical leaders, we adopt appropriate and exemplary behaviour, based on VIA Rail's values, and we educate, encourage and inspire our employees and colleagues to follow suit.

- ✚ We cultivate a sense of responsibility by making ourselves accountable for our actions, and we expect the same level of accountability from our employees, our colleagues and our organization.
- ✚ We make sure to fully communicate our values and exemplary behaviour to our employees and our colleagues, while facilitating dialogue and discussions to encourage accountability across the board.
- ✚ We make sure to prevent and promptly address ethically problematic situations.
- ✚ We promote, create, and maintain honest business practices.

## Guide to Ethical Discussions

We may be confronted with ethical questions, including situations in which making a decision is not just a formality, but instead requires discussion and, sometimes, support.

When you are uncertain or hesitant about making a decision or taking action, please use this procedure to guide your discussions and choices.

### Step 1: Define the problematic situation

- ✚ What is making me uncomfortable?
- ✚ Who are the parties involved?
- ✚ If I take such an action or make such a decision, what would be the impact on me and on the parties involved?

### Step 2: Determine whether VIA Rail's Code of Ethics or its policies can guide me in the right direction

- ✚ Does VIA Rail's Code of Ethics address this problematic situation? If yes, what is the expected behaviour under the circumstances?
- ✚ Is there a VIA Rail policy that indicates what behaviour to adopt under the circumstances? If yes, what is it?

### Step 3: Determine the values involved

- ✚ Which VIA Rail value is involved? How would the decision I am about to make or the action I am about to take affect this value?
- ✚ Given the expected behaviour and values of VIA Rail, what would be the best decision to make or the best action to take under the circumstances?

### Step 4: Validate my decision

- ✚ Would I like if someone did this to me?
- ✚ Does my decision place the interests of VIA Rail before my personal interests?
- ✚ Would I be capable of justifying my decision to colleagues, to my immediate supervisor and to Canadian citizens?

### Step 5: Ask for help

- ✚ Should I seek advice before acting? (If yes, see the next section "How the Code of Ethics is applied".)

## Prevention mechanisms

Since it is everyone's responsibility to adopt exemplary behaviour, VIA Rail promotes a constructive approach that hinges on communication and encourages dialogue. When an employee is personally involved in a situation or witnesses a situation that constitutes or could constitute a violation of the law or the Code of Ethics, VIA Rail strongly encourages reporting the situation and getting help.

## Preventive support

If we are unsure about a given situation or have the potential to act against the Code of Ethics, in our interest and that of VIA Rail, we can first consult our immediate supervisor to get coaching on taking the right course of actions and even the Ethics and Values, Officer to obtain sound advices before making a decision or taking an action.

## How the Code of Ethics is applied

### Laws and policies


All VIA Rail employees must comply with the law and the organization's policies. Similarly, VIA Rail employees who are bound by a professional code of ethics must comply with it. The VIA Rail Code of Ethics should serve as a discussion guide when the time comes to use our judgement to interpret laws and policies. VIA Rail reserves the right to change to the Code of Ethics to reflect new realities or new legislation.

### VIA Rail Ethics Compliance Officer

The Ethics Compliance Officer is a lawyer and member of the provincial law society. At all times, they will ensure the confidentiality of those who wish to disclose a breach of the Code of Ethics and do not wish to be identified.

### The responsibilities of the Ethics Compliance Officer include:

- ✚ Overseeing compliance with the Code of Ethics, while protecting confidentiality;
- ✚ Reviewing and addressing confidential reports received through the VIA's Ethics and Whistleblowing Reporting System.
- ✚ Ensuring that there are internal avenues in place to report complaints in addition to the VIA's Ethics and Whistleblowing Reporting System.
- ✚ Investigating allegations;
- ✚ Offering advice and support to reduce the factors and situations that might cause complaints or breaches;
- ✚ Providing advice to VIA Rail employees who are considering disclosure and providing interpretations and advice about how VIA Rail's Code of Ethics applies;
- ✚ Offering mediation services to resolve problems
- ✚ Handling complaints and wrongdoings that warrant immediate or urgent action, particularly when the subject of the complaint or wrongdoing may seriously and specifically endanger the life, health or safety of the public, employees or the environment, or when materials or equipment may become lost or damaged;

-  Protecting employees who file complaints or disclose information about wrongdoings in good faith, against reprisals by submitting recommendations on the corrective measures to be taken

If you are concerned about the confidentiality of reporting, please use the VIA's Ethics and Whistleblowing Reporting System or mail or call the Ethics Compliance Officer. The information you provide will be treated as strictly confidential.

### **Contact information for the Ethics Compliance Officer**

John-Nicolas Morello  
3, Place Ville-Marie, Suite 500  
Montreal, Quebec H3B 2C9  
Telephone : (514) 871-6183  
Telecopier : (514) 874-0661  
[jnmorello@viarail.ca](mailto:jnmorello@viarail.ca)



## VIA's Ethics and Whistleblowing Reporting System

- ✚ VIA is committed to providing its employees with an ethical work environment and to operating its business with honesty and integrity.
- ✚ VIA holds all employees, all suppliers and the public to a high standard of behaviour, as outlined in the VIA Code of Ethics. If you are aware of wrongdoing at VIA, you have a responsibility to report it directly to your manager, Human Resources or the Ethics Compliance Officer.
- ✚ However we understand that there may be situations where you may not be able to speak up directly. In those circumstances, VIA's Ethics and Whistleblowing Reporting System offers you the additional security of being able to report wrongdoing or unethical behaviour anonymously, confidentially, and securely. By making VIA's Ethics and Whistleblowing reporting system available to its employees, VIA is ensuring that you are able to speak up with confidence.

## Objective of VIA's Ethics and Whistleblowing Reporting System

- ✚ It is a confidential reporting/whistleblowing solution, provided by a third party organization, Clearview Strategic Partners Inc.
- ✚ It offers a confidential, secure and anonymous channel for **all employees, all suppliers and the public** to report unethical workplace behaviour.
- ✚ It submits reports to the Ethics Compliance Officer at VIA who ensures that complaints are addressed and resolved in a fair and timely manner.
- ✚ It ensure the highest standards of data security and privacy protection.

## What issues should I submit using VIA's Ethics and Whistleblowing Reporting System?

- ✚ Any serious misconduct which can harm VIA and its employees should be reported. The VIA Code of Ethics is a good place to look for guidance on recognizing misconduct and reporting ethical issues.

## How can I submit an ethical complaint using the Whistleblowing Reporting System.

- Online via the secure Web site: [www.clearviewconnects.com](http://www.clearviewconnects.com)
- By phone at toll-free number of VIA Rail: 1-833-201-9491
- By mail to the following address:

ClearView Connects  
P.O. Box 11017  
Toronto, Ontario M1E 1N0

## VIA Rail Ethics Committee

- ✚ Acts as a neutral forum in the treatment of formal complaints addressed by all employees, all suppliers and the public when necessary.
- ✚ Provides recommendations to the management committee for action in the case of an ethical breach that may affect the organization or reputation.
- ✚ Is composed of the Chief Legal Officer, Chief Financial Officer, Chief Human Resource Officer and a legal advisor that acts as its Secretary.

## When Should the Code of Ethics Be Used?

### For conflicts of interest

When you find yourself in a situation involving a real or potential conflict of interest or in a situation involving an apparent conflict of interest, whether by chance or by choice, VIA Rail's Chief Legal Officer and Corporate Secretary must be notified immediately by submitting the appropriate form (see attached), fully completed.

### In case of uncertainty about our ethical responsibilities

Since a violation of laws and policies could result in a penalty up to and including dismissal, all VIA Rail employees are advised to consult the Code of Ethics and, if needed, available resources. The following are some examples of wrongdoing:

- ✚ Violating the Code of Ethics;
- ✚ Asking others to violate the Code of Ethics;
- ✚ Voluntarily failing to report a breach, delaying the reporting of a breach or not disclosing relevant information about a breach;
- ✚ Not cooperating with an investigation about a known or suspected breach;
- ✚ Taking action against an employee who reports a violation of the Code of Ethics (reprisals).

### Process of Reporting an Ethical Breach

- ✚ If you are involved in or witness a situation that you believe is an ethical violation, you are required to report it to your immediate supervisor or to the Ethics Compliance Officer or by using VIA's Ethics and Whistleblowing Reporting System.
- ✚ If the breach involves your immediate supervisor, you are required to report it using the VIA's Ethics and Whistleblowing Reporting System with the assurance that our report will be handled fairly and free of reprisals and treated confidentially. Although it is natural to hesitate in such a situation, VIA Rail employees are strongly encouraged to report such acts. In doing so, they help the organization prevent and address deviant behaviour, while helping to maintain its ethical culture.
- ✚ All complaints reported to the Ethics Compliance Officer or using VIA's Ethics and Whistleblowing Reporting System will be handled confidentially. Accordingly, following a thorough review of your complaint, you will receive a precise response.
- ✚ For any situation for which ambiguity is such that a preliminary investigation is needed to determine the best decision, the Ethics Compliance Officer may appeal to the ethics committee for determination.
- ✚ In any situation, if the impact on the reputation of the organization is or may be major, the Ethics Compliance Officer will appeal to the Ethics Committee.
- ✚ Once a decision is made in step 2, 3 or 4, if the nature of the information allows it, the Ethics Compliance Officer or the Ethics Committee shall communicate the decision to the discloser.

Making a report will not relieve the responsibility of someone who may have participated in or tolerated the act. However, the disclosure of the wrongdoing will be considered when determining the person's level of responsibility.

- ✚ All employees, all suppliers and the public reporting an ethical violation should consider using the Alleged Ethical Wrongdoing Reporting Form set out in Appendix C.

## Reporting in bad faith

If someone files a report that is futile, abusive or in bad faith, corrective or disciplinary measures may be taken against that person.

## Individual Commitment

VIA Rail recognizes that its employees have good judgement and a good moral conscience and that they can, therefore, integrate the values of integrity, diligence, and know-how in the pursuit of their activities in order to achieve the organization's common objectives.

## Compliance with the code

Employees who refuse to agree to comply with the Code of Ethics or who do not exhibit the exemplary behaviours described in the code may be subject to corrective or disciplinary action, including dismissal and civil or criminal prosecution. If there is evidence of wrongdoing, VIA Rail will take appropriate steps to correct the situation and impose penalties on those responsible.

## Condition of employment

Agreement with the Code of Ethics is a condition of employment.

The VIA Rail Code of Ethics promotes the organization's values and the behaviours expected from all of its employees. By agreeing to comply with these values and to behave responsibly, all employees help to reinforce the organization's ethical culture and maintain the trust of VIA Rail's customers, its employees and all of its stakeholders.

## Existing employees

All employees must comply with the Code of Ethics and agree to uphold the organization's values.

In addition, each year during performance reviews, management staff members must renew their commitment to the values and exemplary behaviours by signing the commitment form available in electronic format.

## New employees

All new full-time, part-time and contract employees joining VIA Rail must comply with the principles stated in the Code of Ethics. **Agreement is a condition of employment. By signing the provided offer letter, the new employee acknowledges having read the Code of Ethics and agrees to comply with the organization's values and adopt the exemplary behaviours.**

## Approval







The Code of Ethics was revised on June 15<sup>th</sup> 2018 and replaces the July 2<sup>nd</sup> 2014 version.

## Appendix A: Glossary

### Glossary of Terms and Definitions

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#### Wrongdoings (according to the PSDPA)

-  Violation of a federal or provincial law or a regulation made thereunder, with the exception of a violation of section 19 of the PSDPA;
-  Misuse of public funds or assets;( including Fraud)
-  Serious cases of mismanagement in the public sector;
-  The act of causing—by action or omission—a serious and specific risk affecting human life, safety or security or the environment, with the exception of the risk inherent to the performance of the duties and functions of a public servant;
-  Serious violation of a Code of Ethics established under sections 5 or 6 of the PSDPA;
-  The act of knowingly directing or advising someone to commit wrongdoings.

#### Benefits

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- |   |   |  |
|---|---|--|
|  Gift          |  Mark of hospitality |  Compensation |
|  Donation      |  Remuneration        |  Benefit      |
|  Favour        |  Payment             |  Profit       |
|  Reward        |  Gain                |  Advance      |
|  Service       |  Allowance           |  Loan         |
|  Commission    |  Privilege           |  Reduction    |
|  Gratification |  Preference          |  Discount     |

Or anything else that is useful or profitable in nature or any promise of such an advantage.

#### Conflict of interest

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Without limiting the legal scope of the expression, means any real, apparent or potential situation in which the direct or indirect interest of an individual is such that s/he risks compromising the objective performance of a task because his/her judgement may be influenced and his/her independence of mind affected by the existence of said interest. This may also include a situation in which an individual uses or seeks to use the attributes of his/her job position to gain an unfair advantage or to procure such an advantage for a third party.

#### Apparent conflict of interest

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Means the context by which a reasonably well informed individual may believe that a situation risks influencing an individual and reduces that person's ability to perform tasks objectively. An apparent conflict of interest may occur in the absence of a real conflict of interest.








#### Stakeholders

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An individual or group with an interest in the decisions or activities of an organization.

#### VIA Rail's stakeholders

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-  Shareholder: The Government of Canada, represented by the Minister of Transportation or the minister responsible for the company, for the application of part X of the law on the management of public funds;
-  Canadian population;
-  Customers;
-  Employees;
-  Unions;
-  Business partners;
-  Suppliers.

## Appendix B: Resources

### Contact information for the Ethics Compliance Officer

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John-Nicolas Morello  
3, Place Ville-Marie, Suite 500  
Montreal, Quebec H3B 2C9  
Telephone: (514) 871-6183  
Telecopier : (514) 874-0661  
[jnmorello@viarail.ca](mailto:jnmorello@viarail.ca)

## Employee Assistance Program

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If you are experiencing personal problems that might compromise your well-being or your work performance, you may seek help through the Employee Assistance Program (EAP). The EAP can help you address these issues, including:

Alcohol or drug use or some other behaviour leading to addiction.

Personal or work relationships.

The EAP offers confidential services to all VIA Rail employees and their immediate family

EAP Phone: 1-800-361-5676 (Fr) or 1-800-387-4765 (Eng)

### General questions about VIA Rail's Code of Ethics

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If you have general inquiries questions about VIA Rail's Code of Ethics, please contact one of your Human Resources Business Partners. Your Business Partner will provide guidance on the different processes and or guide you towards the proper resources.

You may contact them or send an email to the following address:

[ethique\\_ethics@viarail.ca](mailto:ethique_ethics@viarail.ca)

### References to laws, policies and financial policy

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Public Servants Disclosure Protection Act:

<http://laws-lois.justice.gc.ca/eng/acts/P-31.9/FullText.html>

**The PSDPA** encourages employees in the public sector to come forward if they have reason to believe that serious wrongdoing has taken place, and it provides protections for employees against reprisal when they do so.

The Act allows any person to provide the Public Sector Integrity Commissioner with information about possible wrongdoing in the public sector. It also allows employees to make disclosures to their supervisors or to the senior officer for disclosure designated for their organization. The Act created the Public Servants Disclosure Protection Tribunal to address alleged cases of reprisal.

Through these provisions, the PSDPA enhances the ability of organizations to identify and resolve incidents of wrongdoing, while supporting employees who disclose wrongdoing and protecting them from reprisal.

Organizational policies:

<http://intranet.viarail.ca/Fr/Procedures/Pages/AllPolicies.aspx>

Financial policy, directives, methods, and delegation of authority:

<http://intranet.viarail.ca/Fr/Procedures/Pages/fppa.aspx>

## Appendix C : Alleged Ethical Wrongdoing Reporting Form

Date		
Employee # (PIN)		
Employee name		
Contact information	Telephone	Email

Clear description of the alleged wrongdoing

Who are the people who are concerned and/or affected by the breach?

When (date) and where (location) was the wrongdoing committed?

What information and documents can be used to support these facts?

How does the alleged wrongdoing you are reporting represents a breach of VIA Rail's the code of ethics?

What efforts have been made to remedy the situation (list of measures you have taken to remedy the situation and name(s) of managers consulted to try to remedy it)?

What are your expectations with regard to the results of an investigation? (This allows us to fully understand what you expect from the process)

## Appendix D: Conflict of Interest Form

<b>Date</b>		
<b>Employee # (PIN)</b>		
<b>Employee name</b>		
<b>Contact information</b>	<b>Telephone</b>	<b>Email</b>

### Background

When we fulfil our duties at VIA Rail, we must each make sure to act in the best interest of the company at all times when carrying out these tasks and obligations with integrity and objectivity, without letting personal interests or those of a third party come into conflict with those of VIA Rail.

We must, at all times, do what is necessary to maintain our independence of mind and our independent exercise of judgement while avoiding any situation likely to create a real, apparent and even potential conflict of interest that may harm our reputation and that of VIA Rail.

When we find ourselves in a conflict of interest situation or even one that seems to be conflictual, whether or not this situation is beyond our control, we are responsible for immediately disclosing it to the company's Chief Legal Officer and Corporate Secretary by submitting the duly completed form for this purpose.

If we are in doubt about a particular situation, it is in our interest and that of VIA Rail that we consult our immediate superior or the Ombudsman/Compliance officer before making a decision or taking action.

### Declaration

I have read the VIA Rail Canada Code of Ethics and more specifically the section above on conflict of interests.

I am currently unable to certify that my situation fully complies with the Code of Ethics, because I have or I may have interests that could be interpreted as likely to constitute a conflict of interest under the Code of Ethics. Therefore, I submit the following situation to the Chief Legal Officer, Corporate Secretary.

I am currently able to certify that my situation fully complies with the Code of Ethics, but for the sake of transparency, I submit the following situation to the Chief Legal Officer and Corporate Secretary.

### Description of situation

Please provide as much relevant information as possible, such as the nature and a clear description of the conflict of interest, names of the people involved, date and location, etc.

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#### Address:

Chief Legal Officer and Corporate Secretary  
3 Place Ville Marie 5th Floor  
Montreal, QC H3B 2C9  
CANADA