

# EMPLOYEE CODE OF CONDUCT



Dated: February 6, 2018

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## SECTION I INTRODUCTION

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### 1.01 Purpose of Code of Conduct

Mastercard Foundation envisions a world where all people have the opportunity to learn and prosper. As employees of the Foundation, we connect deeply with our mission to enable people who live in poverty to improve their own lives and those of their families. The same values that guide our people-centred programs also guide how we work.

In order for the Foundation to be effective and be recognized as a thought leader, we must earn and maintain the trust and respect of others. We operate in a time when public expectations for how not-for-profit and philanthropic organizations conduct themselves and deploy their resources are high. Over the years, as our programs have expanded, the Foundation has earned a high degree of trust among our partners. Our partners experience the Foundation as an ethical organization that focuses on the poor and uses its resources wisely to ensure long-term impact in Africa. This trust is a testament to the integrity of our employees, who are stewards of our resources. As we grow, we must continue to build upon this trust.

This Code of Conduct at Mastercard Foundation supports a strong culture of respectful, ethical and safe behaviour in our workplace. It helps to ensure that what we say, what we do and how we act is always in the best interest of our employees, partners and the people we touch. This Code of Conduct for Employees aims to provide guidance in identifying and handling various circumstances that may arise during the operation of the Foundation.

### 1.02 Application of this Code of Conduct

- (a) Employees are required to comply with this Code of Conduct in relation to their employment by or involvement with the Foundation's operations. "Employees" means full-time and part-time employees of the Foundation and contract for service providers who are deemed to be employees for purposes of the Income Tax Act (Canada) and/or other legislation, where applicable. Subject to applicable law, the board of directors of the Foundation may by a majority resolution decide that this Code of Conduct or certain sections of this Code of Conduct does not apply to a particular Employee.
- (b) Officers of the Foundation are either Employees or the board directors of the Foundation. Officers of the Foundation who are Employees of the Foundation are required to comply with this Code of Conduct, while officers of the Foundation who are board directors of the Foundation are required to comply with the applicable board policies or this Code of Conduct.
- (c) Board directors are required to comply with the applicable board policies adopted by the Foundation from time to time. In the event of a conflict between the applicable board policies and this Code of Conduct, the document requiring the higher standard of conduct shall apply to officers of the Foundation who are board directors of the Foundation.

### 1.03 Other Policies and Documents that Support the Code of Conduct

Employees are also required to comply with other policies adopted by the Foundation that may be in place from time to time, including but not limited to:

- Employee Handbook
- Privacy Policy
- Anti-Terrorism and Money Laundering Policy
- Anti-Bribery Policy
- Travel and Expense Policy
- Internal Controls Policy
- Cyber Security Policy

## SECTION II CONFLICT OF INTEREST

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### 2.01 What is Conflict of Interest

A conflict of interest is an interest or activity that influences or appears to influence the Employee's ability to exercise objectivity or impairs the Employee's ability to perform his/her duties and responsibilities in the best interests of the Foundation.

- (a) Conflicts of interest can arise in many situations. It is impossible to cover them all, and it will not always be easy to distinguish between proper and improper activity. In doubtful cases, the Employee should consult with their Director of the People and Culture Department before taking any action. In general, a conflict of interest is considered to have arisen when:
- (i) an Employee or any member of the Employee's family<sup>1</sup> may receive a financial or other significant benefit;
  - (ii) an Employee has an opportunity to influence the Foundation's charitable activities, investment, administrative, operations or other material decisions in a manner that leads to personal gain or advantage; or
  - (iii) an Employee has an existing or potential financial or other significant interest which impairs or might appear to impair the Employee's independence in the discharge of the Employee's duties and responsibilities to the Foundation.

### 2.02 Avoidance of Conflict of Interest

- (a) Since conflicts of interest may arise in many different situations, the following are some examples of how potential conflict of interest situations may be avoided:
- (i) Gifts - An Employee may not accept or offer any gift or anything else for the purpose of influencing the action of the Foundation or of the Employee. Gifts received during the course of, or as a result of, an Employee's employment by or involvement with the Foundation must be given to the Foundation and, if acknowledgement is appropriate, acknowledged on behalf of the Foundation. However, normal business practices, such as meetings over meals, corporate items given to participants in meetings and conferences, or token hosting gifts, etc., may be acceptable, as long as they are of nominal and reasonable value and promote the Foundation's interests.
  - (ii) Director's fees, honorariums, expense reimbursements, and other similar payments - An Employee may not accept any director's fees, author's royalties, honorariums, or payments for published articles or speaking engagements if the materials prepared and activities undertaken are on the Foundation's time, the issues addressed are related to the Foundation's activities or mission, the Foundation's resources are utilized, or the organization or individual making such payment receives funding, payment or other resources from the Foundation.
  - (iii) Compensated work outside the Foundation - An Employee may not conduct business or other activities for which he/she receives remuneration if it is related to his/her expertise as an Employee of the Foundation or the Foundation's charitable activities or operations, without the prior written permission of the Foundation. In requesting permission, the Employee should disclose the organization for which the work will be done, the nature of the work, the expected time commitment and remuneration to be received, as well as an

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<sup>1</sup> The "family" of an Individual includes the Employee's spouse, domestic partner, parents, siblings, children, and any other relatives who reside in the same household and/or who are financially supporting or supported by the Employee.

evaluation of any potential conflicts of interest that could arise with the Foundation as a result of the Employee's engagement in such activity.

- (iv) Political activities - The Foundation is not permitted to carry on political activities. Employees may carry on political activities in their own personal capacity without the use of the Foundation's name or resources (including facilities or equipment), provided that in doing so, they must ensure that their activities do not conflict with their ability to carry out their duties and/or responsibilities with the Foundation or create confusion between positions or actions taken by the Employee personally versus as a representative of the Foundation. Employees intending to carry on political activities in their own personal capacity are required to first discuss with the Foundation appropriate actions that may be required to avoid or minimize the risk of the Employee's personal actions being attributed to the Foundation and must also review with the Foundation any other unintended potential impacts such activity may have on the Foundation.
- (v) Relationship with funding partners – An Employee or his/her family member may not have any significant financial or other interest or relationship with any organizations which receive gifts, or funds for charitable programs from the Foundation, or any organization with which the Foundation has a working relationship in conducting the Foundation's charitable programs (including but not limited to those participating in a joint venture or partnership relationship with the Foundation) or any organization with which the Foundation is considering entering into such a working relationship. Any person with such an involvement with such organizations will not be employed by the Foundation. Employees of the Foundation who (or whose family members) become involved in such situations after the commencement of employment by or involvement with the Foundation are required to make immediate disclosure to the Foundation of such involvement, so that appropriate steps may be taken to resolve such conflicts of interest in accordance with such procedures as may be adopted by the Foundation.
- (vi) Other dealings with funding partners – An Employee may not accept anything of material value (such as payments, gifts, loans) from any organizations which receive gifts, or funds for charitable programs from the Foundation, or any organization with which the Foundation has a working relationship in conducting the Foundation's charitable programs (including but not limited to those participating in a joint venture or partnership relationship with the Foundation) or any organization with which the Foundation is considering entering into such a working relationship.
- (vii) Business relationships and dealings – An Employee may not approve, negotiate, review or oversee contracts with organizations or businesses in which the Employee or his/her family members has a significant financial or other interest or relationship.
- (viii) Personal benefit – An Employee may not use his/her position with the Foundation to promote or further his/her own self-interests or the interests of his/her family members.
- (ix) Property transactions – An Employee may not, directly or indirectly, lease, rent, loan, or sell property to or from the Foundation.
- (x) Board of Directors – An Employee may not sit on the Board of any of the Foundation's partners. As a Board member, you have an overall fiduciary duty to the organization, particularly to confidentiality that could create conflict with your responsibility as an Employee of the Foundation.

### 2.03 Disclosure and Management of Conflicts of Interest

- (a) In addition to signing an Acknowledgement pursuant to this Code of Conduct, each Employee is required to complete an Initial Disclosure Form (see Appendix "A" below) before commencing his/her employment with the Foundation, identifying any relationships, positions or circumstances in which the Employee (or a family member of the Employee) may be involved that he/she believes could contribute to a conflict of interest arising.

- (b) Thereafter, for as long as the Employee remains employed by the Foundation, he/she will be required to complete an Annual Disclosure Form (see Appendix “B” below) confirming that he/she will continue to comply with the Conflict of Interest section of this Code of Conduct, and identifying any relationships, positions or circumstances in which the Employee (or a family member of the Employee) has subsequently become involved since the Employee’s completion of the Initial Disclosure Form that he/she believes could contribute to a conflict of interest arising.
- (c) Whenever substantial changes occur that an Employee believes may materially alter the information disclosed in his/her Initial Disclosure Form or last Annual Disclosure Form, the Employee shall promptly report such changes by submitting a new Annual Disclosure Form to the Foundation.
- (d) Should an appearance of impropriety or actual conflict of interest exist, appropriate actions must be taken, which will vary depending upon the particular facts. The Employee involved in the conflict situation must work cooperatively with senior management of the Foundation to achieve a resolution of the conflict issues in the best interests of the Foundation, as requested by the Foundation. This may include the Employee being removed from a position of decision-making authority with respect to the conflict situation or other more serious actions, depending upon the nature of the conflict. If the conflict involves a funding gift or a contract being entered into by the Foundation, the conflict must be disclosed to the Foundation and the steps taken to address the conflict must be documented by the Foundation in accordance with such procedures as may be adopted by the Foundation.

## Appendix A

# CONFLICT OF INTEREST INITIAL DISCLOSURE FORM

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Name:

Position Title:

1. I hereby certify that I have read and understood the Conflict of Interest section of the Code of Conduct for Employees of Mastercard Foundation. I agree to comply with the Conflict of Interest section of the Code of Conduct. I recognize that compliance with such terms is a condition of my employment with Mastercard Foundation.

2. (Check one box only)

- I (and my family members) have no interest which conflicts with the interests of Mastercard Foundation.
- I am (and/or one or more of my family members is) currently in a situation which does, or may constitute a conflict of interest and which is described as follows:

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I declare that the information given is true, correct and complete to the best of my knowledge and belief. If substantial changes occur, I will promptly report such changes by submitting a new Annual Disclosure Form.

Signature:

Click or tap to enter a date.

## Appendix B

# CONFLICT OF INTEREST ANNUAL DISCLOSURE FORM

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Name:

Position Title:

1. I hereby certify that I have read and understood the Conflict of Interest section of the Code of Conduct for Employees of Mastercard Foundation. I agree to comply with the Conflict of Interest section of the Code of Conduct. I recognize that compliance with such terms is a condition of my employment with Mastercard Foundation.

2. (Check one box only)

- I (and my family members) have no interest which conflicts with the interests of Mastercard Foundation.
- I am (and/or one or more of my family members is) currently in a situation which does, or may constitute a conflict of interest and which is described as follows:

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I declare that the information given is true, correct and complete to the best of my knowledge and belief. If substantial changes occur, I will promptly report such changes by submitting a new Annual Disclosure Form.

Signature:

Click or tap to enter a date.

## SECTION III CONFIDENTIALITY

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### 3.01 Statement of Principles

The Foundation owns and has a valuable interest in the confidential information that it develops, obtains or discovers in the course of conducting its operations. Employees have access to this confidential information, which includes information not generally known to others, which may have been developed, obtained or discovered as a result of the Employee's employment with the Foundation. Employees are expected to safeguard and protect the privacy and confidential information of the Foundation. This section of the Code of Conduct explains the obligations of Employees to protect confidential information of the Foundation.

### 3.02 Identification of Confidential Information

Confidential information means all of the materials and information (whether or not reduced to writing and whether or not patentable or protected by copyright) provided by the Foundation to an Employee, or available to an Employee during the course of his/her employment with the Foundation. Examples of confidential information include the following, regardless of whether such materials or information are in paper or electronic format or any other format:

- (a) any and all written material, including reports, policies, program descriptions, sponsorship information, operational details, and best practices relating to the Foundation;
- (e) information respecting Employees of the Foundation, donors to the Foundation, and persons or entities to whom the Foundation provides funding, including but not limited to their names and backgrounds, compensation and benefits, performance evaluations, training and promotional policies, and related information such as lists, records, statistics;
- (f) disbursements, expenses, investments, programs, promotions, strategies, and any other information relating to the charitable activities or operations of the Foundation;
- (g) financial, corporate and administrative information and documentation related to the charitable activities or operations of the Foundation;
- (h) litigation that the Foundation is involved with, may be threatened against it, or is contemplated to be taken in the future;
- (i) performance of management executives, including evaluations, compensation, contract or employment conditions, and management succession plans;
- (j) legal advice received by the Foundation, either in writing or verbally;
- (k) records in any way relating to any of the above information, whether in the form of notes, letters, data, tapes, disks, stored electronic media, reference items, drawings or writings and any and all copies or extracts thereof; and
- (l) any other materials or information related to the Foundation's charitable activities or operations which are not generally known to others.

However, confidential information does not include information which:

- (a) at the time it is received by the Employee, is already in the public domain;
- (b) subsequently comes into the public domain through no fault of the Employee;
- (c) is lawfully received by the Employee from a third party on an unrestricted basis; or



- (d) is required by law to be disclosed, for example pursuant to a court order or legal proceeding; provided that, where permitted by law, the Employee shall first give prompt notice to the Foundation of any possible or prospective court order or proceeding, and the Foundation will have a reasonable opportunity to prevent or limit disclosure of any confidential information.

### 3.03 Ways to Protect Confidential Information

- (a) Both during and after an Employee's employment with the Foundation, he/she is required to:
  - (i) keep in confidence all confidential information and not, directly or indirectly, disclose any confidential information to any person;
  - (ii) not, directly or indirectly, use any confidential information for his/her own benefit or for the benefit of any person or business whatsoever; and
  - (iii) not, directly or indirectly, use or copy any confidential information for any reason, except for the purpose of performing the Employee's duties and responsibilities at the Foundation or with the consent of the Foundation.
- (b) In the event of the termination of an Employee's employment with the Foundation for any reason whatsoever, with or without just cause, the Employee is required to deliver promptly to the Foundation all confidential information in his/her possession and to affirm that he/she has not taken, copied or retained and will not take, copy or retain any records or other materials in any way relating to any confidential information without the Foundation's prior written permission.
- (c) The employment of any Employee with the Foundation will not require the Employee to violate his/her obligation of confidence to or with any other party, such as requiring the Employee to have in his/her possession confidential information belonging to others or to use or disclose confidential information belonging to others to the Foundation.
- (d) The Employee is required to comply with any procedures that the Foundation may adopt from time to time to preserve the confidentiality of any confidential information.
- (e) The absence of any notice indicating confidentiality on any material will not imply that it is not confidential information.

## SECTION IV WORKPLACE VIOLENCE AND HARASSMENT

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### 4.01 Workplace Harassment and Violence and Policy Statement

The Foundation is committed to promoting a safe, healthy, violence free, harassment free and sexual harassment free working environment for all of its Employees. In pursuit of this goal, the Foundation does not condone and will not tolerate acts of Workplace Harassment (defined for the purposes of this Policy as Workplace Harassment and Workplace Sexual Harassment) or Workplace Violence against or by any person in the workplace (including beneficiaries, other employers, managers, employees, and members of the public, as applicable) under the scope of this Policy. The Foundation has consulted the Joint Health, Safety and Wellness Committee and the following legislation governing workplace, violence and harassment in Ontario:

*The Occupational Health and Safety Act ("OHSA")*

*The Criminal Code of Canada*

*The Ontario Human Rights Code*

This Policy prohibits Workplace Harassment or Workplace Violence of any kind. It also establishes procedures to both address and reduce the risk of Workplace Harassment and Workplace Violence in accordance with the provisions of the OHSA.

### 4.02 What Constitutes Workplace Harassment

*Workplace Harassment* means engaging in the course of vexatious comment or conduct against an employee in a workplace that is known or ought reasonably to be known to be unwelcome, or *Workplace Sexual Harassment* (based on s. 1 (1) of the OHSA).

- (a) Examples of conduct that may constitute Workplace Harassment include (but are not limited to):
- Verbal abuse or ridicule, such as shouting at or making fun of an individual;
  - the display or communication of visual or written material in any format which is offensive, or which one ought to know is offensive to the recipient;
  - Bullying;
  - Offensive remarks, gestures, or innuendos;
  - Unwelcome comments or conduct regarding an Employee's race, ancestry, place of origin, colour, ethnic origin, citizenship, creed, age, record of offenses, marital status, family status, disability, sexual orientation, gender identity, or gender expression contrary to the *Ontario Human Rights Code*;
  - Psychological abuse.
- (b) "*Workplace Sexual Harassment*" means engaging in a course of vexatious comment or conduct against an Employee in a workplace because of sex, sexual orientation, gender identity or gender expression, where the course of comment or conduct is known or ought reasonably to be known to be unwelcome, or making a sexual solicitation or advance where the person making the solicitation or advance is in a position to confer, grant or deny a benefit or advancement to the Employee and the person knows or ought reasonably to know that the solicitation or advance is unwelcome. Examples of "*Workplace Sexual Harassment*" include (but are not limited to):
- Sharing sexually inappropriate images or videos with coworkers
  - Making inappropriate sexual gestures
  - Making sexual comments about appearance, clothing, or body parts

- Inappropriate touching, including pinching, patting, rubbing, or purposefully brushing up against another person
- (c) The “Workplace” is more than just an office. For the purposes of this Policy the “workplace” includes any location (physical or online) where the employee is engaged in work related activities or events on behalf of the Foundation.
- (d) In accordance with the OHSA, a reasonable action taken by an employer or manager relating to the management and direction of an employee is not workplace harassment.

#### 4.03 What Constitutes Workplace Violence

“Workplace Violence” means

- (a) the exercise of physical force by a person against an Employee, in the workplace, that causes or could cause physical injury to the Employee,
- (b) an attempt to exercise physical force against an Employee, in the workplace, that could cause physical injury to the Employee,
- (c) a statement or behaviour that it is reasonable for an Employee to interpret as a threat to exercise physical force against the Employee, in the workplace, that could cause physical injury to the Employee.

#### 4.04 Workplace Harassment and Workplace Violence Responsibilities of Employees and Foundation

- (a) Employees are responsible for reporting to the Foundation any incidents of Workplace Harassment or Workplace Violence, including incidents that they may experience or witness. Employees will be required to submit a Workplace Violence or Harassment complaint statement. Employees may report any Workplace Violence or Workplace Harassment complaint to their manager, director, People and Culture Department, or member of senior management.
- (b) Employees are required to cooperate with investigators who are conducting any investigation related to Workplace Harassment or Workplace Violence.
- (c) The People and Culture Department will be notified of any reports of incidents of Workplace Harassment or Workplace Violence. Where applicable, the Director of People and Culture will then report any such incident to relevant members of the senior management of the Foundation. The confidentiality of any reports will be maintained in accordance with this Policy.
- (d) Once an incident of Workplace Harassment or Workplace Violence has been reported, the Foundation will take steps to commence an investigation which is appropriate in the circumstances in accordance with this Policy.
- (e) In the event the Foundation obtains information that an incident of Workplace Harassment or Workplace Violence has occurred, the Foundation may conduct an investigation into the suspected incident, even if no Employee has reported an incident or complaint pursuant to this Policy.
- (f) The Foundation will be responsible for assessing the risk of Workplace Violence in accordance with the OHSA. The Foundation will inform the Joint Health, Safety and Wellness Committee of the results of the Workplace Violence Risk Assessment and shall reassess the risks of Workplace Violence as often as necessary.
- (g) The Foundation shall take reasonable and appropriate measures to control the risks of Workplace Violence that are identified in the Workplace Violence Risk Assessment.
- (h) The Foundation shall inform any potentially affected Employee of the risk of Workplace Violence from a person with a history of violence if that Employee can be expected to encounter that person in the course of his or her work, and the risk of Workplace Violence may expose that Employee to physical injury. The Foundation may disclose such personal information with respect to that person as is reasonable in the circumstances to protect the Employee from potential physical injury.

- (i) If the Foundation becomes aware that domestic violence may expose an Employee to physical injury in the workplace, the Foundation will take reasonable precautions to protect the Employee, including but not limited to banning the potential perpetrator from Foundation premises.
- (j) Should an Employee have a restraining order, or no contact order against another individual, the Employee should notify his or her manager, or a member of the People and Culture Department and provide a copy of that order to the Foundation. This will be required where the Employee suspects that the person may attempt to contact the Employee at work, in violation of the court order. Such information will be kept confidential to the extent that the safety of Employees is not compromised.
- (k) If any visitor to the Foundation offices makes a verbal threat to or assaults an Employee or another person, Employee witnesses are required to immediately contact the police and their immediate supervisor.
- (l) The Foundation will post this Policy in the Workplace so it is accessible to all Employees, and will ensure that a copy of this Policy is provided to and reviewed with each new Employee during that Employee's orientation process.
- (m) The Foundation will review this Policy annually in accordance with the OHSA.

#### 4.05 Alerting the Foundation

All reports of incidents or potential incidents of Workplace Violence and Workplace Harassment will be taken seriously and dealt with in an appropriate, respectful and timely fashion in accordance with this Policy.

#### 4.06 Workplace Violence: Summoning Immediate Assistance

- (a) Employees who are being physically threatened or feel there is a potential for violence or are witnessing an incident, are to **CALL 911** immediately. Critical information will be required by the 911 Attendant (i.e. Offender still present; whether weapons are involved; etc.). If possible, the Employee in question should contact his/her manager and/or the People and Culture Department. After the emergency has been handled, a Workplace Violence and Harassment complaint statement must be completed.

#### 4.07 Reporting Workplace Harassment or Workplace Violence

- (a) Employees should report the complaint of Workplace Harassment or Workplace Violence immediately or as soon as practicable after an alleged incident.
- (b) A Workplace Violence and Harassment complaint statement must be completed in every instance and submitted to the Employee's manager, director, People and Culture Department, or member of senior management.
- (c) All reported incidents will be investigated by the Foundation in accordance with this Policy.
- (d) In appropriate circumstances the parties to the complaint will be afforded the opportunity to resolve the matter with the assistance of the People and Culture Department. However, if the complaint is not resolved in this way, the Employee's manager - and/or the People and Culture Department may refer the complaint to senior management of the Foundation.
- (e) The Foundation may appoint at any time, in its discretion, internal or third-party investigators to investigate the complaint. The parties will be advised of the identity of the investigator.
- (f) All information obtained by the Foundation regarding a complaint or incident of workplace harassment or workplace violence will remain confidential and will not be disclosed unless disclosure is necessary for the purposes of the investigation or taking corrective action with respect to an incident or complaint or if disclosure is required by law.
- (g) While the investigation is ongoing, the Employee who has allegedly experienced Workplace Violence or Workplace Harassment, the alleged harasser(s) or perpetrator(s) and any witnesses must not discuss the incident or complaint

or the investigation with each other, third parties or witnesses. However, the Employee or the Foundation may report incidents to the police if deemed necessary. Subject to any police investigation, the investigator may discuss the investigation and disclose the incident or complaint related information only as necessary to conduct the investigation. However, confidentiality may need to be compromised in cases where an imminent danger of Workplace Violence is perceived to exist.

#### 4.08 Investigation Process

- (a) The People and Culture Department, another internal investigator, and/or an external investigator appointed to investigate the complaint will carry out an investigation that is appropriate in the circumstances.

Investigations will usually involve speaking privately and individually with the following people:

- any Employee who is alleged to have engaged in Workplace Harassment or Workplace Violence;
  - any Employee who was targeted or harmed by alleged Workplace Harassment or Workplace Violence;
  - any Employee or other person who witnessed alleged Workplace Harassment or Workplace Violence.
- (b) The investigation may include other steps, such as reviewing company records (including emails and internet traffic logs).
- (c) The investigation must be completed in a timely manner and generally within 90 days or less of the incident being reported, unless there are extenuating circumstances, (such as illness or a complex investigation) warranting a longer investigation period. In the event of a police investigation with respect to the alleged incident, the complaint and investigation process in this Policy may be delayed so as not to hinder the progress of any police investigation or criminal proceedings.

#### 4.09 Reporting Results of Investigation

- (a) The investigator must prepare a written report summarizing the steps taken during the investigation, the complaint, the allegations of the Employee who allegedly experienced the Workplace Harassment or Workplace Violence, and the response from the alleged harasser(s) or perpetrator(s), the evidence of any witnesses, and other evidence obtained. The investigator's report must set out findings of fact and conclude whether Workplace Harassment or Workplace Violence was found or not, based on the available evidence.
- (b) The investigator's report will be provided to the People and Culture Department and to senior management of the Foundation on a need to know basis.
- (c) The results of the investigation and of any corrective action taken or which will be taken by the Foundation as result of the investigation will be provided in writing to the complainant Employee, and the alleged harasser(s) or perpetrator(s).

#### 4.10 Corrective Action and Discipline

- (a) During the Workplace Violence or Workplace Harassment complaint and investigation process the Foundation reserves the right to take any interim measures it deems necessary for the protection of the Foundation and its Employees, including suspension of an Employee with or without pay, or banning the Employee from the Foundation's premises, functions or facilities for a limited or indefinite period.
- (b) In the event that it is determined after an investigation that Workplace Harassment or Workplace Violence has occurred, the Foundation may impose such sanctions as it deems appropriate in the circumstances, including suspension of the Employee found to have committed Workplace Harassment or Workplace Violence, either with or without pay, temporary or indefinite demotion, or termination of employment for cause, or such other remedy or sanction as the Foundations considers appropriate in the circumstances.

- (c) The complainant Employee, the alleged harasser(s) or perpetrator(s) do not have the right to appeal the findings, sanctions or remedies that may be found or imposed by the Foundation.
- (d) There will be no reprisal against an Employee who reports an incident of Workplace Harassment or Workplace Violence. However, if the Foundation determines that a complaint was frivolous or vexatious, or was made in bad faith by the complainant Employee, the Foundation may take such disciplinary action against the complainant Employee as it deems appropriate.

## SECTION V CHILD PROTECTION

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### 5.01 Statement of Principles

- (a) One of the charitable purposes for which the Foundation is established is to assist children and youth to access education, understand and utilize technology and develop the skills necessary to succeed in a diverse and global work force. As such, children will be involved in the charitable programs conducted by the Foundation itself or through third party organizations.
- (b) The Foundation is committed to protecting the welfare of children and providing a safe environment for children who are involved with any programs and activities organized, supported or funded by the Foundation. The Foundation will not tolerate any form of child abuse or sexual exploitation of children. The Foundation endorses the principles and articles of the United Nations Convention on the Rights of the Child.
- (c) Employees are required to avoid any behaviour or conduct that is not consistent with the protection of children who are in attendance at the Foundation's premises or involved in the charitable programs conducted by the Foundation itself or through third party organizations. This section of the Code of Conduct explains the obligation on Employees to prevent child abuse and sexual exploitation of children.

### 5.02 What Constitutes Child Abuse and Sexual Exploitation

"Child" means, for the purpose of this section of the Code of Conduct, a person, of either sex, who is under the age of 18 years, unless specifically stated otherwise in the relevant applicable legislation for the jurisdiction in which the person resides.

Child abuse includes physical abuse, sexual abuse, neglect/failure to provide, emotional maltreatment, commercial or other exploitation resulting in actual or potential harm to the child's health, survival, development or dignity in the context of a relationship of responsibility, trust or power.

- (a) Physical abuse is the deliberate application of force to any part of a child's body, which results or may result in a non-accidental injury. Physical abuse may include shaking, choking, biting, kicking, burning, poisoning, holding a child under water, or any other harmful or dangerous use of force or restraint.
- (b) Sexual abuse occurs when an adult or youth uses a child for sexual purposes. Sexual abuse includes fondling, intercourse, incest, sodomy, exhibitionism, and commercial exploitation through prostitution or the production of pornographic materials.
- (c) Neglect/failure to provide occurs when a child's parents or caregivers do not provide the requisite attention to the child's emotional, psychological, or physical development.
- (d) Emotional maltreatment involves acts or omissions by parents or caregivers of, or providers of services to, a child that cause or could cause serious behavioural, cognitive, emotional, or mental disorders. Emotional maltreatment can include verbal threats, socially isolating a child, intimidation, exploitation, terrorizing, or routinely making unreasonable demands on a child.

Sexual exploitation means sexual contact or invitation to sexual contact by an Individual to a child, or by anyone in a position of authority, trust or power over that child, whether or not the child has consented. Sexual exploitation may include permitting, encouraging or requiring a child to engage in any of the following activities if they occur between an Individual and a child:

- (a) using or engaging in sexually provocative language, acts or conduct towards a child;
- (b) writing sexually lurid, provocative or suggestive correspondence to a child;

- (c) rough-housing or engaging in conduct which involves physical contact with a child and which is sexually suggestive in nature;
- (d) kissing, fondling, caressing, patting or pinching a child;
- (e) engaging in sexual intercourse or other sexual conduct designed to sexually stimulate either the Individual or the child or both;
- (f) using sexual remarks, jokes, innuendo or taunting about a child's body or sexual orientation;
- (g) uttering, either verbally or in writing, invitations, requests or sexually suggestive remarks;
- (h) leering or engaging in other sexually suggestive activities;
- (i) displaying pornographic or sexually suggestive material to a child;
- (j) developing or attempting to develop a sexual relationship between an Individual and a child;
- (k) conduct of a sexual nature for the stimulation, gratification, profit and self interest of an Individual who is in a position of trust or authority or with whom the child is in a relationship of dependency;
- (l) prostitution; or
- (m) production of material of a pornographic nature.

### 5.03 How to Prevent Child Abuse and Sexual Exploitation of Children

- (a) Employees are required to respect the relationship of trust that exists between themselves and the children under their care. Any child abuse or sexual exploitation of a child by an Individual will be considered a breach of that relationship, regardless of whether the child allegedly consents to the conduct of the Individual.
- (b) Employees must take full responsibility over their relationships with children. Employees must carry out their obligations towards children in an appropriate manner that does not include sexual innuendo, activities or sexual relationships of any sort whatsoever.
- (c) Employees who engage in child abuse or sexual exploitation of a child will be subject to discipline by the Foundation, which may include immediate termination for cause of their employment with the Foundation, or any other form of sanction deemed appropriate by the Foundation, in accordance with such procedures as may be adopted by the Foundation.
- (d) The Foundation reserves the right to take all steps deemed necessary to ensure the continuing physical and emotional integrity and well being of children who are in attendance at the Foundation's premises or involved in the charitable programs conducted by the Foundation itself or through third party organizations, which steps may include contacting the appropriate authorities which may include the police.



## SECTION VI OTHER ISSUES

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### 6.01 Labour

- (a) The Foundation opposes the illegal use of child labour, the exploitation of children, and all other forms of unacceptable treatment of young workers. Moreover, the Foundation does not - work with any supplier or third party organization known to operate with unacceptable worker treatment such as the exploitation of children, physical punishment, female abuse, involuntary servitude, or other forms of abuse. No abuse of child or other labour is acceptable to the Foundation, and if any violation of our principles by an Employee becomes known to the Foundation, it is grounds for immediately terminating the Employee's employment with the Foundation, for just cause.
- (b) Child labour - The Foundation will not engage in or support the use of child labour. No person shall be employed at an age younger than 15 (or 14 where, consistent with International Labour Organization practices for developing countries, the law of the country respecting manufacture of products or provision of services allows such exception). Where the age for completing compulsory education is higher than the standard for the minimum age of employment stated above, the higher age for completing compulsory education shall apply.
- (c) Forced labour - The Foundation will not use any form of forced labour, whether in the form of prison labour, indentured labour, bonded labour or otherwise.

### 6.02 Communications

- (a) Each Employee is responsible for maintaining professionalism when communicating with each other and the public. The Employee can affect the Foundation's image with every written, verbal or electronic communication. Individuals must not engage in communications that are distasteful, obscene or defamatory.
- (b) The Foundation must speak with "one voice" to the community outside of the Foundation. Consequently, an Employee must strictly adhere to the Foundation's communications policies when he/she receives inquiries or otherwise communicates about the Foundation to individuals outside the Foundation. Employees must not engage in any external communications that may bring the reputation of the Foundation or Mastercard or Mastercard's affiliates into disrepute.
- (c) It is important that external communications be made only by a duly authorized representative of the Foundation. Accordingly, an Individual may not respond to such inquiries unless expressly authorized to do so. This section of the Code of Conduct does not apply to requests for publicly available information.

### 6.03 Protection of Intellectual Property and Other Property

- (a) The Foundation's intellectual property is one of its most valuable assets. The Foundation is licensed to use the name, good will, and trade-marks of Mastercard. Individuals must safeguard the Foundation's intellectual property, as well as Mastercard's intellectual property licensed to the Foundation. Individuals must also respect the valid intellectual property rights of others.
- (b) Employees must also respect and protect the ownership of property by the Foundation, including information, products, software, services, and tangible property (such as office furnishings, equipment and supplies), which is integral to the protection of the Foundation's assets and the smooth conduct of its operations.
- (c) Misuse or misappropriation of such property is prohibited, including personal use or use for personal business unrelated to the Foundation to a degree that would be considered more than customary or routine.

#### 6.04 Use of Information Technology Resources

- (a) The Foundation's information technology resources must be used responsibly and, in a manner, consistent with this Code of Conduct and all other related policies of the Foundation.
- (b) The Foundation's information technology resources include all computer equipment of the Foundation (including equipment and software owned, leased or rented by the Foundation), regardless of the physical location the equipment (including personal computers, portable computer devices, network servers, access to the internet, and e-mail access devices), voice mail and other voice systems, fax machines, and information obtained or downloaded from and/or disseminated through the internet; as well as access to the Foundation's network and e-mail from a computer that is not owned, leased or rented by the Foundation (e.g., from home computers or internet cafe).
- (c) All of the Foundation's information technology resources are the property of the Foundation, which includes the information created, stored or transmitted using the Foundation's information technology resources, but does not include information obtained during the limited personal use of the Foundation's information technology resources or information that is not deemed to be Foundation property under applicable Foundation policies, laws or regulations.
- (d) The Foundation's information technology resources should be used for Foundation business purposes only.
- (e) Except as limited by applicable laws, the Foundation reserves the right to monitor equipment, systems, and network activities, including e-mail, voice mail, internet usage, and any stored information. The Foundation reserves the right to terminate any user's access to the Foundation's information technology resources at any time, with or without advance notice.

#### 6.05 Books, Records and Accounting Procedures

- (a) Preparing and maintaining accurate accounting and financial records plays a vital role in assuring high ethical standards. Employees must strictly adhere to the internal accounting controls, policies and record keeping procedures adopted by the Foundation. Each individual must maintain accurate, complete and reliable operation and accounting records in reasonable detail to ensure the accurate, complete, and timely recording of the Foundation transactions and financial reporting. No Employee may fraudulently influence, coerce, manipulate or mislead an auditor for the purpose of rendering misleading financial statements or for any other purpose.
- (b) All expenditures of the Foundation's funds must be in accordance with policies of the Foundation and must be approved by a person authorized to grant such approval. An Individual authorized to incur expenses on behalf of the Foundation must report them fully and accurately, with appropriate documentation, and in a timely manner. An Employee who is uncertain as to whether an expenditure is authorized or if it has been properly documented should ask the Chief Financial Officer of the Foundation.
- (c) Falsification of any records, contracts, or accounts relating to the Foundation's transactions or the disposition of the Foundation's assets is prohibited, including improper or inaccurate accounting entries, untrue statements or omissions of material facts in financial reports, false expense reports, claims for personal expenses misrepresented as business expenditures and false benefit claims.
- (d) An Employee must not execute an agreement that does not fully reflect the true nature and economic substance of a transaction or activity and must not omit material facts from an agreement.

#### 6.06 Compliance with Laws and Foundation Policies

- (a) Respect for the law is a critical component of the Foundation's commitment to high standards of personal conduct and is essential to the maintenance of the Foundation's reputation and operations.

- (b) The activities of the Foundation must always be in compliance with all applicable laws and regulations in the jurisdictions where the Foundation operates. All Employees are required to be familiar with all provisions that relate to the performance of the Employee's duties, and must follow the spirit, as well as the letter of such laws and regulations. No Employee may engage in conduct inconsistent with applicable laws and regulations, or authorize, direct or condone such conduct by any other person.

#### 6.07 Compliance with Code of Conduct and Other Policies

- (a) All Employees are responsible for complying with this Code of Conduct, the Foundation's related policies and applicable laws and regulations. Each Employee in a supervisory role may be held responsible for the behaviour of his/her direct report(s) and all agents, consultants, contractors, temporary employees and other representatives of the Foundation under his/her management.
- (b) The specific disciplinary action for non-compliance will depend on the circumstances, in accordance with such procedures as may be adopted by the Foundation and may include suspension or termination of employment or other association with the Foundation.
- (c) An Employees who knows of or suspects a violation of the Code of Conduct or the Foundation's related policies must immediately report that information to senior management of the Foundation, the board of directors or their delegate, as appropriate under the situation, without fear of reprisal. The Foundation will not retaliate against any individual who reports in good faith information concerning actual, potential or suspected violations, or who participates in any investigation or proceeding by the Foundation or the respective regulatory body.