



GREATER TORONTO AIRPORTS AUTHORITY CODE OF BUSINESS CONDUCT AND ETHICS



Toronto Pearson



**A Message from Howard Eng,
Greater Toronto Airports Authority President & CEO
on the
2016 Update to the Code of Business Conduct and Ethics**

I'm pleased to introduce a revised version of the GTAA's Code of Business Conduct and Ethics. The Code is intended to act as an ethical guide as we work to deliver on our Vision to be *"the best airport in the world: making a difference, connecting the world."*

While it would be impossible to cover every potential situation that an employee faces while working at the GTAA, this Code provides a guideline to help each of us exhibit the highest standards of integrity and ethics in our behaviour. I expect all employees to comply with both the letter *and* spirit of the Code, using good judgment to help assess the right path forward in everything we do.

The Code will continue to unite our team around a common understanding of who we are and what we believe. Please take the time to read and understand it, and refer to it often for guidance.

The success of our business starts and ends with the individuals who work tirelessly every day to serve our passengers. If we continue to strive for excellence in everything we do, I know that, together, we will deliver on making Toronto Pearson the world's best airport.

A handwritten signature in black ink, appearing to read "Howard Eng".

Howard Eng
President and Chief Executive Officer
Greater Toronto Airports Authority

GTAA Behaviours and Values



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1. A Culture of Respect and Integrity

The Code applies to all employees, contractors and members of the Board of Directors (“Directors” or “Board”) of the GTAA (“you” “we, “us”).

We are all expected to act with respect, integrity and exhibit ethical business conduct in our relationships with one another, our stakeholders and anyone with whom we do business in the operation of Toronto Pearson International Airport (“Toronto Pearson” or “Airport”).

The Code is not intended to and cannot describe every possible situation, but provides a framework to help us make the right day-to-day decisions. Examples provided in the Code are for guidance only and should not be interpreted to be all-inclusive.

You can find additional information in the GTAA’s policies and procedures or through your manager, the Human Resources Department, or the Governance and Legal Department.

2. Our Shared Responsibilities

2.1 Following the Code

We are all expected to:

- comply with the Code and the documents referred to in it and act with respect and integrity at all times;
- complete, each year, the Annual Certification and Conflicts of Interest Form through the Learning Management System;
- be aware of, understand and comply with all laws, regulations, policies and procedures applicable to our roles;
- seek help or guidance from our manager, the Human Resources Department or the Governance and Legal Department if in doubt;
- report breaches of the Code; and
- fully cooperate with internal or external investigations of possible breaches.

2.2 Reporting Breaches and Misconduct

We are all expected to report any illegal, unethical behaviour or breach of the Code through:



- our manager;
- the Vice President, Human Resources and Corporate Services;
- any member(s) of the Executive Team;
- the Whistleblower Committee;
- the Director, Internal Audit;
- the C.A.R.E. Hotline at 1-855-484-CARE (2273); or
- through a secure web transaction at www.GrantThorntonCARE.ca.

2.3 The GTAA's Commitment to Non-Retaliation

The GTAA will not tolerate retaliation against anyone who makes a good faith report of misconduct, or who participates in an investigation. If you encounter, witness, or become aware of any form of retaliation, it must be immediately reported as set out in 2.2.

2.4 Conduct During and Outside of Work Hours

As ambassadors of the GTAA, we must act in a manner, both during and outside of work hours, which does not negatively impact or compromise the reputation of the GTAA or otherwise impair your co-workers' ability to effectively work with you.

2.5 Consequences of Breach of the Code

Any breach of the Code, its related policies and procedures, or applicable law, may result in legal and/or disciplinary action, up to and including suspension pending investigation and/or termination of employment, removal of a Director from the Board and civil and/or criminal action, as applicable.



3. A Respectful Workplace

3.1 Our Commitment to Each Other

We are all entitled to work in a respectful and professional environment. At the GTAA, we treat each other fairly and provide equal opportunities to all. The GTAA is committed to maintaining and continuing to develop its diverse and inclusive workplace.

3.2 Anti-Discrimination, Harassment and Violence

The GTAA complies with all laws regarding discrimination and human rights and does not treat any individual or group of individuals negatively or differently because of their race, nationality, colour, religion, age, gender, marital status, sexual orientation, disability or for any other reason.

Any form of discrimination, harassment, violence or any other disrespectful or inappropriate behaviour is not tolerated at the GTAA, and you are encouraged to immediately report such incidents, as set out in 2.2.

For more information, see the [Employment Equity Policy](#), the [Anti-Discrimination and Harassment Policy](#) and the [Accessibility and Accommodation Policy](#).

4. Safety and Security in the Workplace

4.1 Safety and Security: Top Priorities

Safety and security are top priorities at the Airport. Supported by the vision of zero injuries, we are all responsible for the safety of each person who works at, uses, or visits the Airport and have a duty to ensure that the Airport is free of hazards and operated in a safe manner. In addition, we are all responsible for being familiar with and following all safety requirements, policies and procedures including job-specific safety procedures.



4.2 See it, report it. Prevent it.

We are all responsible for reporting safety and security issues, concerns and incidents and taking immediate steps to stop an unsafe act and/or make an area safe.

- Report emergencies immediately to: 416-776-3033;
- Non-emergencies can be reported to: 416-776-3055;
- Proactive concerns can be reported to: reportit@gtaa.com; and
- All concerns can be reported through the Toronto Pearson Safety Program portal.

4.3 Substance Abuse

We are all expected to report to work and to perform our duties without being under the influence of drugs and/or alcohol. Anyone who is impaired by drugs and/or alcohol negatively affects the safety and security at the Airport and will be subject to disciplinary action.

Individuals with substance abuse issues are encouraged to seek assistance.



4.4 Personal Protective Equipment

You are responsible for and must use the appropriate personal protective equipment required in your role.

4.5 Equipment

You are responsible for using all equipment, machinery and tools required for your role in accordance with applicable operating instructions or manuals.

For more information, see the [Toronto Pearson Safety Policy](#) and [TPSP portal](#), the [Occupational Health and Safety Management System Program Manual](#) and the [Alcohol and Drug Policy](#).

5. Fair Business Dealing and Conflicts of Interest

5.1 Fair Business Dealing

We are all expected to act in a fair, ethical, respectful and reputable manner with each other and in any business dealing we have.

5.2 Conflicts of Interest

A conflict of interest occurs when our personal interests or obligations influence decision making in our role at the GTAA. A conflict of interest may be an actual conflict, a potential conflict or a perceived conflict. Conflicts of interest can arise in various situations, and the following are merely examples of when a conflict of interest could arise:

- an actual conflict of interest arises if a close friend or relative also works at the GTAA and is reporting to you;
- a potential conflict of interest arises if a close friend or relative is employed by Air Canada and you are in a position to influence a decision which would benefit the close friend or relative; and/or
- a perceived conflict of interest may arise if you are involved in selecting contractors and you are a close friend or relative of an employee of the prospective contractor.

The GTAA expects us to manage our personal affairs and investments to ensure that there are no conflicts between our personal interests and the interests of the GTAA.

5.3 Disclosure and Management of Conflicts of Interest

While all conflicts must be avoided, some conflicts may be managed through full disclosure and separation of duties.

You are required to immediately disclose in the Annual Certification and [Conflicts of Interest Form](#) all business, commercial or other activities that could potentially create a conflict of interest.

The obligation to immediately disclose any potential conflicts of interest is a continuing obligation.

5.4 Outside Employment, Business, Directorship and Other Activities

Any actual or contemplated outside business, directorship or other activity must be disclosed by employees. Before committing to such activities, employees must disclose the nature of such activities to their manager and the Human Resources Department and obtain their approval.

Any actual or contemplated outside employment must be disclosed by employees. You cannot work for another business during the hours you are expected to be working at the GTAA.



5.5 Gifts and Entertainment

Giving and/or receiving gifts, meals and/or entertainment in connection with your role at the GTAA, in excess of \$250 must be reported to and be pre-approved by your Manager.

The custom of giving and receiving gifts, meals or entertainment is common in building business relationships. You must exercise good judgment in deciding whether giving and/or receiving gifts, meals and/or entertainment may compromise, or appear to compromise the ability to make objective, unbiased and fair business decisions.

During or in connection with contract negotiations, giving and/or receiving gifts, meals and/or entertainment to/from any party involved in the negotiations is strictly prohibited.

Solicitation of gifts and/or entertainment for personal benefit or third party

Soliciting gifts and/or entertainment, including services or benefits for yourself or for a third party (including for example, a community or charitable cause), from any person or entity including from investors, customers, vendors, suppliers, tenants, airlines, contractors or government officials in excess of \$250 must be reported to and be pre-approved by your Director or Vice President; for Vice Presidents, by the CEO; and for the CEO and members of the Board, by the Board Chair.

For employees, the inappropriate solicitation of gifts and/or entertainment may result in discipline up to and including termination.

You must also make sure that the solicitation, giving and/or receiving gifts, meals and/or entertainment does not amount to or cannot be interpreted as a conflict of interest or corruption or bribery as set out in 5.6.

Any questions or concerns should be brought to your Director, Vice President, the Human Resources Department or the Governance and Legal Department.

5.6 Anti-Corruption and Anti-Bribery

The GTAA complies with all applicable anti-bribery and anti-corruption laws. Bribery and corruption may involve obtaining or attempting to obtain a personal or business benefit through bribes, or anything which can be construed to be a bribe, extortion or kickback¹ with the goal to:



¹ Kickback is a form of negotiated bribery in which money, goods or services are given to the bribe-taker for services rendered.

- influence action or inaction in business decisions; and/or
- to retain customers; and/or
- to gain any improper advantage in business dealing.

Corrupt arrangements or bribes, to or from potential employees, investors, customers, vendors, suppliers, tenants, airlines, contractors, others and government officials, including foreign government officials, is strictly prohibited. Examples of government officials may include individuals who work for the government or a government-controlled entity and/or employees of national, municipal or local governments.

5.7 Political and Charitable Contributions

You may make personal political, charitable or community donations but no contribution may be made on behalf of the GTAA, unless specifically approved by the President and Chief Executive Officer or the Vice President, Stakeholder Relations and Communications.

Any questions or concerns relating to political and charitable contributions should be brought to the Vice President, Stakeholder Relations and Communications.

6. Managing and Protecting GTAA Assets

6.1 Privacy Principles

We must all exercise care and discretion when in possession of or accessing any personal information about any individual. Any personal information disclosed to or collected by the GTAA is only used for the business purposes for which the personal information was obtained.

You should report any possible privacy breaches to the Governance and Legal Department.



6.2 Protection and Proper Use of GTAA Assets

Depending on our roles, we are provided with equipment and communication tools, e-mail system access, wireless devices and internet and social-media access for work-related purposes. We must protect all physical and intellectual property belonging to the GTAA and must not use GTAA assets for unlawful or improper purposes or for personal and/or third party benefit or gain.

You are prohibited from pursuing or taking commercial, operational, or other opportunities of which you may become aware through your role, for personal benefit, or for the benefit of family, friends or others, unless the GTAA has provided prior written consent.

6.3 Confidentiality of Corporate Information

In our roles, we may come into contact with information that is confidential and not known to the general public whether such information is about the GTAA or its tenants, contractors and others including airlines. You must prevent inappropriate or unauthorized access to and use of confidential information.

Only specifically approved employees, authorized spokespersons or authorized designates may communicate with members of the public on behalf of Toronto Pearson and/or the GTAA. If you are contacted from an outside source, please refer all questions to authorized spokespersons as set out in the Disclosure Controls and Corporate Communications Policy.

6.4 Compliance with Securities Laws

The GTAA must comply with all applicable securities laws and regulations and we are expected to uphold all applicable laws and related corporate policies.

Only authorized spokespersons may communicate with the financial community, investors, analysts, regulators, the media and the public at large. Authorized spokespersons are set out in the Disclosure Controls and Corporate Communications Policy.

For more information related to securities laws, contact the Governance and Legal Department.

6.5 Integrity of Records

We must all ensure that records and documents we create relating to the GTAA's business are accurate, complete and objective. We must not fraudulently influence, force, manipulate or mislead any independent public or certified auditors in the performance of an audit.

7. External Communications

7.1 External Communications and Use of the Internet and Social Media



It is important for us to remember that only specifically approved employees, authorized spokespersons or authorized designates may communicate with members of the public on behalf of Toronto Pearson and/or the GTAA.

It is important to be aware that a social media account which may not specifically identify you as an employee, contractor or Director of Toronto Pearson and/or the GTAA, may do so indirectly.

If you are using the internet or social media, whether during or outside of work hours, you are expected to be vigilant and are not permitted to take action which could negatively impact the reputation of Toronto Pearson, the GTAA, its employees, contractors and/or Directors. Inappropriate use of the internet or social media may result in disciplinary action, up to and including termination.

Unless you are a specifically approved employee, an authorized spokesperson or authorized designate, when posting or communicating on the internet or social media, you should not represent or present your comments and/or opinions as those of Toronto Pearson and/or the GTAA.

For more information, see the [Acceptable Use Policy](#), [Information Security Policy](#), [Privacy Policy](#) and the [Disclosure Controls and Corporate Communications Policy](#).



8. Environmental Responsibility

The GTAA is committed to ensuring that activities undertaken at the Airport are carried out in an environmentally responsible and sustainable manner, to minimize impact on the environment and our surrounding communities.

The GTAA complies with applicable environmental laws and regulations with sensitivity to community and public concerns. Where possible, we are all

encouraged to provide leadership and bring awareness in support of minimizing Toronto Pearson's impact on the environment.