

SCHEDULE C

Canadian Manufacturers & Exporters Technology Assessment Program Facilitator Confidentiality Agreement and Code of Conduct

I. INTRODUCTION

This Code of Conduct (the “Code”) confirms the commitment of Canadian Manufacturers & Exporters (“CME”) to conduct its affairs in accordance with the highest standards of integrity and applicable laws. CME expects that all Facilitators of the Technology Assessment Program will adhere to this Code, comply with all applicable laws, and conduct themselves in accordance with high ethical business standards. The Code and its contents may be modified and changed, from time to time, by CME.

II. WHO TO CONTACT

If you have any questions about this Code or any concerns as to whether certain conduct by you or any other member of the review panels may be illegal, unethical or otherwise contrary to this Code, you are encouraged to immediately request assistance by contacting one of the persons named below by phone or e-mail:

CME Program Office

Colleen Bourassa, Project Admin. Coordinator, Supply Chain Resiliency Grant Program/BC
Colleen.Bourassa@cme-mec.ca

If you believe that, based on the nature of the suspected improprieties and the persons you believe to be involved, reporting violations to the persons listed above would be ineffective, you may report such violations to:

Andrew Wynn-Williams
Divisional Vice President, BC
Canadian Manufacturers & Exporters
andrew.wynnwilliams@cme-mec.ca
(778) 828-8207

III. HONESTY AND INTEGRITY

Facilitators must, at all times, act honestly and fairly and exhibit high ethical standards in their dealings as members of the review panel.

IV. NO IMPROPER PAYMENTS

Under no circumstances is it acceptable to offer, give, solicit, receive or authorize any form of bribe, kickback, or improper inducement, payment or gift in connection with the business of the Technology Assessment Program.

V. PROTECTING CONFIDENTIAL INFORMATION

In the course of carrying out and fulfilling their duties, Facilitators may have access to or be entrusted with confidential or proprietary information of third parties given to CME in connection with their application to the Technology Assessment Program. The disclosure of such information to anyone other than CME staff who administer the Technology Assessment Program may be detrimental to the interests of those disclosing the information.

Facilitators shall not, during the course of their duties or at any time thereafter:

- reveal, disclose, or make known any such confidential or proprietary information to any person or company other than CME staff who administer the Technology Assessment Program; or
- use such information for any improper purposes, including, for the purpose of soliciting work from that third party on the Facilitator's own behalf or on behalf of the Facilitator's employer (or any of its affiliates) or for the purpose of the Facilitator or his/ her employer (or any of its affiliates) competing with that third party.

For greater certainty, the fact that a person or company has applied to the Technology Assessment Program is also confidential and proprietary information.

VI. CONFLICTS OF INTEREST

“Applicant Group” in this section, means with respect to any applicant to the Technology Assessment Program, the applicant as well as an officer, director, shareholder, subsidiary or related party of that applicant, a major vendor to the applicant's proposed project and the reference organization for the applicant's application. The persons or entities belonging to each applicant's Applicant Group will be listed in the application under the Technology Assessment Program and the list of those persons or entities will be distributed to the Facilitators prior to the distribution of applications to assist the Facilitators in meeting their obligations under the Code.

Conflicts of Interest: A conflict of interest occurs when a Facilitator's private interests (or the interest of the Facilitator's employer or its affiliates) conflicts in any way – or appears to conflict – with the interests of CME or applicants to the Technology Assessment Program. A conflict situation can arise when:

- (1) the Facilitator, or a member of his/ her immediate family, is an employee of any person or entity belonging to an Applicant Group;
- (2) the Facilitator or his/her employer (or its affiliate) is a competitor of any person or entity belonging to an Applicant Group;
- (3) the Facilitator personally knows any person or entity belonging to an Applicant Group or has worked for any such person or entity; or
- (4) the Facilitator is personally aware (without having conducted any inquiry) of any work that he/ she or his/ her employer (or its affiliates) are currently performing for, or are currently soliciting or will be soliciting from, any person or entity belonging to an Applicant Group.

Immediately after reviewing the Applicant Group information distributed by CME for each batch of applications and in any event prior to receiving those applications, Facilitators should notify CME staff if a conflict of interest, or a potential conflict of interest, exists with respect to a particular applicant. In addition, if Facilitators later determine, in the course of carrying out their duties, that a conflict of interest or a potential conflict of interest exists, they shall notify the persons listed on the first page of this Code.

Solicitation: Facilitators shall not use this program as an opportunity to solicit further work from the applicant. Should the applicant wish to retain the Facilitator for further work related to this project, then the Facilitator should notify the individuals named on the first page of this document.

Business Courtesies: A business courtesy is a gift, good, service or favor that is not paid for by the recipient, such as merchandise, services, meals, drinks, entertainment (such as tickets), cash or cash equivalents, recreation, trips, door prizes, honoraria, transportation, discounts, promotional items or use of materials, facilities or equipment. Facilitators and their immediate family members may not, directly or indirectly, solicit, encourage, accept or retain a business courtesy from any person or entity belonging to an Applicant Group if the Facilitators are on the review panel evaluating the particular applicant's application.

Loans: Facilitators should not accept loans or loan guarantees from any person or entity belonging to an Applicant Group. Facilitators should also not accept loans or guarantees made by third parties

(including employees, officers or directors of applicants) on behalf or for the benefit of any person or entity belonging to an Applicant Group.

ACKNOWLEDGEMENT

I have received, read, and agree with the Canadian Manufacturers & Exporters – Technology Assessment Program Confidentiality Agreement and Code of Conduct. I understand that the Code represents the policies of CME as they relate to the Technology Assessment Program.

Signature: _____

Printed Name: _____

Position/Title: _____

Date: _____