VECTOR INSTITUTE | INSTITUT VECTEUR

Code of Conduct

1. Application

This Policy applies to all individuals employed and/or engaged by Vector Institute ("Corporation"), including but not limited to permanent and temporary employees, faculty members, service providers, contractors, and volunteers ("Individuals").

2. Purpose

The successful operation of the Corporation will be built upon the principles of fair dealing and ethical conduct of all Individuals. The Corporation is committed to maintaining the highest ethical standards in both its research and business operations. Its reputation for integrity and excellence requires observance of the spirit and letter of applicable laws and regulations, as well as regard for the highest standards of conduct and personal integrity. The Corporation is committed to:

- Providing an environment in which all persons are treated with respect and dignity;
- Fair employment practices, recognizing the value of training and development for employees; and
- Taking every reasonable precaution to provide a safe and healthy work environment.

Research developed in the normal course of activities at the Corporation is not addressed by this Code; however, all of the Vector Institute's research, intellectual property, and products, including research, reference implementations, collaborations and projects, and other commercialization activities, must be in compliance with applicable legislation and regulations or, in the absence of applicable legislation, industry best practices such as *Vector's AI Trust and Safety Principles.*

3. Principles of Ethics

Each Individual shall conduct themselves with integrity, in an ethical and professional manner, and in accordance with this Code, at all times. Without limiting the generality of this obligation, each Individual shall:

- Act honestly and uphold the highest ethical standards to ensure the integrity, objectivity, and impartiality of the Corporation;

- Perform their duties and conduct themselves in a prudent, open, and transparent manner, and in a manner that is respectful and courteous to other persons, and free from discrimination and harassment;
- Ensure their actions on behalf of the Corporation are impartial and objective and that choices are made on the basis of merit;
- Respect the rights, property and privileges of the Corporation, other Individuals, clients, and visitors;
- Use the Corporation's assets in a responsible and lawful manner when properly authorized to do so, including protecting assets and information from theft, fraud, destruction, vandalism, and neglect; and
- Comply with all other policies of the Corporation that apply to the Individual and/or circumstance, including the policies described below.

4. General Provisions/Policies/Guidelines

4.1 Conflict of Interest

Individuals must exercise care to avoid potential, apparent, and actual conflicts of interest. Individuals must abide by the *Board Conflict of Interest Policy.*

4.2. Confidentiality of Information

Individuals are responsible for ensuring the confidentiality of information that is obtained in the course of their work or association with the Corporation and must adhere to the *Board Confidentiality Policy.*

4.3. Communications

External communications with the public or media relating to Vector's official corporate positions on contentious issues in the public domain and government positions are the responsibility of the Corporation, and only those authorized to speak on behalf of the Corporation may address these issues. The Board Chair or designate, the CEO, COO/CFO, Director, Communications & Engagement and other senior leaders of the Corporation are authorized spokespersons for the Corporation in this regard. The Corporation must comply with the communications protocol as set out in the *Transfer Payment Agreement* with the Ontario Ministry of Economic Development, Job Creation and Trade, and any other applicable agreements or law.

4.4. Intellectual Property

Adoption and commercialization of AI technologies is a key part of the Corporation's mandate. Individuals must abide by the Corporation's *Intellectual Property Policy*.

4.5. Personal Benefit and Assisting Third Parties

Individuals should not make personal use of, or benefit from the Corporation's assets, including electronic communications systems (including the internet, intranet, extranet, email, telephones, and mobile devices). They should not assist third parties in their dealing with the Corporation where this would result in preferential treatment to or create an advantage for any person or organization.

4.6. Workplace Harassment and Diversity

In accordance with the Corporation's *Workplace Harassment Policy, Workplace Violence Policy* and additional related policies and programs, workplace violence, discrimination, and harassment of any kind are strictly prohibited. The Corporation complies with all applicable laws, including the Ontario *Human Rights Code* and *Occupational Health and Safety Act*. The Corporation is committed to providing a workplace free from discrimination, harassment, and violence in which all individuals are treated with dignity and respect.

4.7. Outside Activities

While Individuals are entitled to choose how to spend their hours not dedicated to their employment and contractual duties, Individuals should avoid any outside activity, including activities and views described on social media that would adversely affect the Corporation's interests, image or reputation, or their ability to perform their duties on behalf of the Corporation. Examples of outside activities that Individuals should avoid include activities that are illegal or pose a reputational risk to the Corporation (to be determined in the Corporation's sole discretion).

Individuals should refrain from making comments, whether expressing a personal opinion or otherwise, that could tarnish the Corporation's reputation with an Individual's colleagues, the Corporation's clients, or the general public. Individuals should avoid participating in personal or other activities that could directly or indirectly compromise the Corporation's interests, image, or reputation.

4.8. Adherence to Red Lines

Individuals in Vector and using Vector resources should ensure their work is aligned with *Vector's AI Trust and Safety Principles* and, if they recognize that their work falls under one or more of the following Red Lines or could reasonably become associated with one or more red lines, they must bring it to the attention of the Red Lines Advisory Panel tasked with reviewing such work:

- Mass Domestic Surveillance;
- Fully Autonomous Weapons;
- High-Stakes Automated Decisions;
- CBRN Weapon Potential;
- Facilitating Human Rights Abuses;
- Loss of Control Risks;
- Offensive Cyber Capabilities; and
- Weapon Development Uplift.

Failure to disclose a situation that falls under one of the above categories will be treated as a violation of *Vector's Code of Conduct*.

5. Compliance

Individuals must report to the CEO, COO/CFO, and/or Manager, Human Resources, any violations of this Code that they witness or become aware of and cooperate with any investigations. There will be no reprisal against any Individual making such a report or raising questions or concerns about any matter related to the Code as long as that Individual is acting in good faith. Any alleged breach of the Code will be fairly and thoroughly investigated in a manner that is appropriate in the circumstances. Depending on the severity of the case, any established violation can and may result in immediate disciplinary action up to and including termination of employment.

Individuals must adhere to this Code upon ceasing their relationship with the Corporation insofar as the principles and rules of conduct remain applicable.

6. Implementation of Code

- Responsibility for implementation of this Code rests with the CEO of the Corporation (or their delegate).

- Individuals are responsible for knowing, understanding, and complying with this Code, and related programs. If an Individual is in doubt as to the acceptability of any actions, this must be discussed with the Corporation.
- Contractor agreements will include a provision requiring them to comply with this Code.
- This Code will be published electronically and available to all individuals employed and/or engaged by the Corporation.

7. Amendment

This Policy will be reviewed as often as necessary, or as otherwise may be required by law, and may be amended by the Board.