



## CHARTER for the Organizational Ombuds Office

### **Preamble**

TSSA has established an Organizational Ombuds Office (Ombuds Office). TSSA extends the following Charter to support communications among an engaged workforce and regulated parties. The Ombuds Office aligns with TSSA's Corporate Values, Code of Conduct Policy and Strategic and Business initiatives to continually foster employee engagement and enhanced value by those that TSSA regulates.

The Ombuds Office offers an independent, neutral, informal, and confidential means to address workplace and regulated parties' concerns and issues. It is a safe place to seek guidance on all types of issues, including reporting misconduct including "whistle blowing", with protection from retaliation. The Ombuds Office will further the Company's continuous efforts to achieve the highest standards of corporate governance and ethical behavior by having a confidential and anonymous means for employees and regulated parties to be able to raise or discuss concerns and issues without fear of retaliation.

The Ombuds Office will observe the International Ombudsman Association's (IOA's) *Standards of Practice and Code of Ethics* (SOPCOE).

### **I. Ratifying Framework**

Through this Charter, TSSA establishes its Organizational Ombudsman Program officially named the Ombuds Office.

The Ombuds Office is available to all regulated or impacted parties as well as full-time and part-time permanent and contract employees including management staff.

This Charter sets forth the Ombuds Office's overall structure, practices, responsibilities and limitations, as well as expectations and limitations for all employees and regulated parties regarding their relationship to and use of the Ombuds Office.

Each element of the Ombuds Office's purpose, structure and operation, shall follow the IOA's defining characteristics— **independence**, **neutrality**, **informality**, and **confidentiality** and will adhere to the IOA's SOPCOE.

TSSA has designed the Ombuds Office to conform to the SOPCOE.

### **II. Standards of Practice & Code of Ethics**

The IOA has defined the tenets of organizational Ombuds programs in the SOPCOE. The Ombuds Office shall have the responsibility to fully understand, function by, and uphold the SOPCOE.

### **III. The Ombuds Office Goal**

The primary goal is to provide a safe means to raise concerns and suggestions and help address issues.

The primary indicator of goal achievement will be the frequency of appropriate Ombuds Office usage. Many outcomes are anticipated to result from the Ombuds Office. Among these may include:

- Workforce and regulated party engagement;
- Employee retention;
- Leadership and management awareness of issues, trends and realities;
- Civil dialogue;

- Employee responsibility— supporting self-identification and personal action on issues;
- Relationship and reputation preservation;
- Compliance enhancement; and
- Adherence to the laws, regulations, Code of Conduct Policy and Corporate Values under which the TSSA conducts its business.

**IV. Mandate, Purpose & Structure**

As an additional means of communication and organizational self-correction, the Ombuds Office supplements existing related channels (e.g. Health, Safety, Human Resources, Program Compliance Staff, Statutory Directors and Legal). The Ombuds will serve as an independent, neutral, informal and confidential resource. An Ombuds may provide guidance to those seeking to report misconduct including “whistle blowing” through other channels. However, because of its confidentiality, an Ombuds cannot bring forward any identifying information, without the explicit permission from that person, except in a situation when the Ombuds determines that there is an imminent risk of serious harm to people or property.

Employees and regulated parties are encouraged to access the Ombuds Office to raise and discuss questions, concerns, suggestions or issues. Accessing the Ombuds Office, prior to usage of formal processes, will allow persons to safely consider the broadest range of information, options, and possibilities available. Those working with an Ombud may request ongoing guidance, which could include coaching, looking into situations or facilitation.

To fulfill these purposes, the Ombud’s role may include:

- |                               |                                    |                           |
|-------------------------------|------------------------------------|---------------------------|
| • Listener                    | • Resource Scout                   | • Referrer                |
| • Mediator                    | • Confidant                        | • Coach                   |
| • Informal Information-finder | • Go-between                       | • Upward-feedback Conduit |
| • Facilitator                 | • Change Agent                     | • Confidence in processes |
| • Sounding Board              | • Generator of Options and Choices |                           |

As a means of continuous improvement, the Ombuds Office shall recommend potential changes to practices, systems and policies in order to minimize or prevent issues from expanding, becoming significant, or recurring. While protecting the confidentiality of communications, the Ombuds Office will inform TSSA managers and leadership of any trends or insights identified, enabling the Company to act in a timely or potentially in a proactive manner.

The Ombuds Office will assist employees and regulated parties with communication, negotiation and conflict management. These actions support employees, regulated parties and the Company in maintaining an ethical, compliant, safe, productive and engaged workplace.

Through the Ombuds Office, employees, regulated parties and TSSA will have guidance and support to:

- Address issues promptly, fairly and at the appropriate level;
- Improve communication and conflict management skills;
- Maintain a transparent and communicative corporate culture;
- Preserve relationships and reputations; and
- Promote an engaged and positive organization.

**V. Fundamental Tenets of the Ombuds Office**

The Ombuds Office is unlike any other function in the Company. This Charter establishes the unique requirements for it to perform effectively.

***Independence***

The Ombuds Office was intentionally designed to function independently of existing TSSA processes and structures. The Ombuds Office works independently of TSSA management. However, the Ombud does have the support and access to the highest level of the organization and reports to the V.P. and General Counsel.

**Neutrality**

The Ombuds Office operates as an alternate channel to provide the confidential, safe discussion and facilitation of communications and self-correction throughout TSSA. The Ombuds Office does not endeavor to work or advocate on behalf of employees, regulated parties, TSSA leadership or management or any third party.

The Ombuds Office's independence and neutrality are central to its operational success and protection of communications. The Ombuds Office works to be impartial, fair and objective in all dealings with all TSSA employees and regulated parties. Working only for fair and equitable process, the Ombuds Office does not advocate for anyone. All are encouraged to safely use and trust the Ombuds Office knowing that as an impartial process, it has no vested interest in the outcome of any issue or discussion. The Ombuds Office interest is in fairness and transparency and advocates for only those interests.

**Informality**

The Ombuds Office supplements all related, formal channels to raise issues. The Ombuds Office does not formally investigate issues, create policy, compel action, or make management decisions. The Ombuds Office does not adjudicate or arbitrate claims.

Contacting the Ombuds Office is not the same as reporting an issue to the Company and does not give TSSA notice of issues. The acceptance of formal claims/issues against TSSA is a function fulfilled by multiple formal channels. The Ombuds Office can and will refer those wishing to place TSSA on notice to the appropriate place, including the Joint Occupational Health and Safety Committee, Human Resources, Statutory Directors or others.

Just as the Company does not tolerate retaliation against any employee or regulated party for making good faith reports of actual or suspected violations or concerns, TSSA will not tolerate any retaliation by any supervisor or employee against another employee or regulated party for contacting the Ombuds Office nor will it tolerate retaliation against the Ombuds.

Anyone who believes they were retaliated against for accessing or using the Ombuds Office may contact the Ombuds Office or the V.P. and General Counsel.

**Confidentiality**

The effective functioning of the Ombuds Office requires that inquiries, communications and activities be kept confidential. Those who contact the Ombuds Office may do so with the assurance of strict confidentiality.

The Ombuds Office asserts the confidential communications shall be privileged. The Ombuds will not keep permanent records of specific, confidential communications.

Aggregate data are the only permanent records of confidential communications maintained, with the sole purpose for the Ombuds Office to report on usage and trends. The Ombuds Office shall refuse access to any and all information maintained by the Ombuds Office. The Ombuds Office or Ombuds shall not disclose to any person, including supervisors, management, leadership or external parties, the names or identifying information of those who interface with the Ombuds Office. Only with the explicit, advance permission of the respective Caller or Respondent to support their issue management, may an Ombuds disclose identifying information. The only exception to this is if an Ombuds determines an imminent risk of serious harm to people or property.

Contacting or using the Ombuds Office is voluntary and without prejudice; no one may be compelled or required to do so. Those choosing to work with the Ombuds Office agree to abide by the SOPCOE, including not calling an Ombuds to testify in any legal proceedings with respect to confidential communications. Working with the Ombuds Office implies understanding and accepting these conditions.

Those who access the Ombuds Office share in the responsibility to protect confidentiality and anonymity. Accordingly, neither a Caller nor Respondent may request, call upon or compel any Ombuds Office personnel to reveal any confidential communications or participate in any internal or external formal process including civil actions.

TSSA also agrees and commits to not seek, request, or compel Ombuds Office personnel to disclose any information that would breach any confidentiality or to participate in any internal or external formal process.

Employees or regulated parties may contact the Ombuds Office anonymously. Use of anonymity may, however, present certain limitations on the Ombuds Office's ability to be of assistance.

## **VI. Duties and Responsibilities**

It is the Ombuds Office's primary duty to provide a confidential mechanism for employees or regulated parties to safely raise concerns to promptly address issues.

The Ombuds Office personnel will also be responsible for:

### *Promoting Awareness and Accessibility of the Ombuds Office—*

- Informing employees and regulated parties of the Ombuds Office and its role, responsibilities and limitations; and

### *Supporting Positive Organizational Change—*

- Collecting and sharing, as appropriate, insights, trends and suggestions.

### *Preparing to Succeed—*

- Exploring and adopting skills and processes to fulfill Ombuds practice through practical experience and appropriate continuing education; and
- Maintaining fluency with all relevant TSSA policies.

## **VII. Procedures and Operation**

The nature of the Ombuds Office services as independent, neutral, informal and confidential shall be publicized internally within TSSA, including iConnect and team meetings and externally through website posting and regulated party communication channels.

### *Interacting with the Ombuds Office— Initiating contact*

Any employee or regulated party may schedule an in-person or phone meeting with an Ombuds. The mutually acceptable time, can be scheduled during or after work hours.

To contact the Ombuds Office, one may:

- By phone at 416-734-3542. The caller ID function has been removed (employee or regulated party contact)
- Drop box in lunch room on the 16<sup>th</sup> floor where a note can be left for the Ombudsman (employee contact)
- By e-mail at [employee.ombudsman@tssa.org](mailto:employee.ombudsman@tssa.org) (employee contact)
- By e-mail at [ombudsoffice@tssa.org](mailto:ombudsoffice@tssa.org) (regulated party contact)

### *Interacting with the Ombuds Office— Working together*

Those meeting with an Ombuds will have the opportunity to describe and discuss their situation(s).

Contacting an Ombuds earlier in the life cycle of a given situation or concern allows for a greater range of possible options and choices.

An Ombuds will listen. If the visitor/caller wants to continue, the Ombuds will discuss the situation. A discussion driven by the Ombuds' questions will be common in these informal and strictly confidential exchanges.

The options and choices presented will be broadly based. From meeting with an Ombuds, the visitor/caller will decide what happens. The visitor/caller controls the prioritization and selection of options and is responsible for his/her choices. The Ombuds is not responsible for the choice(s) made, but will assist in thoughtful consideration. The Ombuds will present and support all reasonable and fair options, with particular emphasis on helping the visitor/caller help themselves whenever possible.

### *Interacting with the Ombuds Office— Later stages*

Some Callers may choose to directly communicate with an Ombuds once. Others may arrange for additional discussions with an Ombuds. These discussions may involve a review of actions taken, an exchange of additional information, the consideration of adjustments or changes, or an invitation to involve Respondents in the discussion. Just as a Caller is responsible to do all they can to help themselves, the Caller will also determine when they wish to take no further action.

*Other Ombuds Office Offerings—*

The Ombuds Office will serve as a conduit for upward feedback, providing leadership with possible early identification of trending issues or developments.

**VIII. Jurisdiction, Authority & Limits**

The Ombuds may consider and address matters that come to their attention, without a specific complaint from an affected employee or impacted regulated party. As appropriate, an Ombuds may inquire informally about any issue which affects an employee or regulated party.

The Company authorizes Ombuds Office to discuss with a visitor/caller or respondent all possible options available in regards to an issue or concern, including all resources TSSA makes available.

Situations under review by a formal process are likely inappropriate for the Ombuds Office, unless the initiated issue has to do with the performance of the formal process or function itself.

An Ombuds may make any recommendations to manage problems or improve procedures or policies. However, the Ombuds will have no authority to impose remedies or sanctions or to enforce or change any Company decision, procedure or policy. Ombuds will have no authority to compel or require an employee or regulated party to take action.

In the event of such situations where it becomes apparent the: 1) employee or regulated party is not contacting the Ombuds Office in good faith, or 2) employee or regulated party is not abiding by the Ombuds Office tenets, an Ombuds may, at his/her sole discretion, discontinue providing service and disassociate from any situation, at any time.

If an Ombuds determines a situation presents an imminent risk of serious harm to people or property, he/she may take action without visitor/caller or respondent consent.

The Ombuds Office personnel shall not:

- Request a department, employee, or individual to breach a visitor's/caller's or respondent's confidentiality;
- Accept notice against the Company or its personnel;
- Participate in or conduct formal investigations;
- Make or set aside any Company policy;
- Provide legal advice;
- Advocate or adjudicate for any employee, regulated party or the Company;
- Disclose confidential communications without permission or appear in any formal proceeding inside or outside of the Company.

**IX. Conflicts of Interest**

The Ombuds Office must actively avoid even the appearance of a conflict of interest.

A conflict of interest will be considered to arise when personal or outside interests and circumstances limit the ability of the Ombuds Office to perform their work objectively under the SOPCOE.

To avoid even the appearance of conflicts of interest the following shall be upheld:

- TSSA will not request or compel any Ombuds Office personnel to take any action in opposition to the SOPCOE;
- The Ombuds Office shall not be assigned or assume other duties or responsibilities that would contradict the role and responsibilities as defined in the SOPCOE;
- No member of the Ombuds Office shall serve on a management or policy committee as a voting member. They may, however, attend such meetings as an ex-officio or in an independent role in order to provide insight and gain understanding on Company activities, policies and information;
- TSSA commits to providing separate and distinct outside counsel for the Ombuds Office upon request; and
- Ombuds Office personnel shall not take personal advantage of any opportunities they learn of or resources afforded to them through their role.

**X. Functional Relationships**

The Ombuds Office shall report to the V.P. and General Counsel on a regular and ongoing basis.

Every employee and regulated party shall have access to the Ombuds Office.

**XI. Application of the Charter**

Any act by employees or agents in violation of this Charter, including retaliation against those contacting the Ombuds office is beyond the scope of such person's authority and in conflict with TSSA's Code of Conduct and policies. As such, it is not an act by or on behalf of TSSA and therefore may result in disciplinary action up to and including termination.

This Charter remains in effect unless directly and specifically revoked by TSSA.

Original Signed By

\_\_\_\_\_  
Sandra Cooke  
Ombuds Office, TSSA

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Date

Original Signed By

\_\_\_\_\_  
Tom Ayres  
V.P. and General Counsel, TSSA

\_\_\_\_\_  
Date

Original Signed By

\_\_\_\_\_  
Michael Beard  
President & CEO, TSSA

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Date