

CODE OF ETHICS / STANDARDS OF CONDUCT

Purpose The following Code of Ethics/Standards of Conduct policies provide basic guidelines concerning the business conduct expected of every employee. For purposes of this policy, the term "employee" also refers to volunteers, co-op students, interns and on-site contractors. Knowledge Network, including its subsidiary Knowledge West Communications Corporation, is committed to the highest standards of ethics, honesty, transparency and accountability as outlined in our Corporate Values. Together we strive to maintain and build trust with our viewers, our stakeholders and our Knowledge Partners. The spirit and intent of this code will be adhered to by those who enforce it and those who are guided by it. It is every employee's obligation to learn and understand this code; any questions or concerns can be discussed with the Human Resources Department.

Procedures

1. Should an employee become aware of a contravention of any of the Code of Ethics/Standards of Conduct policies, the employee is expected to notify the department Director, who in turn will notify Human Resources.
2. The requirement to comply with these standards of conduct is a condition of employment. Contravention of these policies may result in disciplinary action up to and including dismissal.
3. Each situation will be investigated and dealt with on its own merit. Human Resources will be available for advice and guidance.
4. The Human Resources Department and each member of the Knowledge Management Team are jointly responsible for ensuring the Code of Ethics/Standards of Conduct policies are being upheld.

a) Appropriate Use of Computing Resources

Policy **Employees are expected to use Knowledge Network Corporation's computing resources in a legal, ethical, and responsible manner. Such resources are not to be used for non-work activities.**

Procedures

1. Employees must not attempt or obtain unauthorized access to other computer systems using Knowledge computing resources.
2. Employees must not annoy, offend or harass others, such as distributing obscene, abusive, racist or threatening messages or material using Knowledge computing resources. Information Technology management and conference moderators are responsible for questioning and removing any unacceptable files or messages.
3. Employees are responsible for all use pertaining to their own computer and all central server and network accounts. Employees are expected to lock

their desktop computer screen, keep passwords confidential and take all reasonable steps to avoid unauthorized access to their accounts and desktop computer.

3. All employee computer accounts, files and information on Knowledge computing systems are the property of Knowledge Network Corporation. Unauthorized use, duplication, or sharing of such accounts, files and information is strictly prohibited.

b) Restriction on Use of Cell Phone/Hand-Held Devices While Driving

Policy

Employees are restricted from using company-supplied cell phones/hand-held devices while driving, and from using personal cell phones/hand-held devices for the purpose of conducting company business while driving.

Procedures

1. An employee who uses a company-supplied vehicle, a company-supplied hand-held cell phone or similar device for personal or business purposes or who is conducting company business on any personal device is prohibited from using such device while driving.

c) Conflict of Interest

Policy

Employees are expected to conduct themselves so that there is no actual, perceived or potential conflict of interest between their personal interests and those of Knowledge Network Corporation. All business decisions must be made with honesty and integrity, based on merit and made strictly in the best interests of Knowledge Network. Employees must ensure that any outside business or personal activities do not interfere with their ability to perform their work, create a real or potential conflict of interest, or compete with the business of Knowledge Network.

Procedures

1. When an actual or potential conflict of interest situation arises, the employee must inform the department Director in writing with a copy to the Human Resources Department. A detailed description of the employee's involvement must be included in the notification.
2. The department Director will review the potential conflict of interest situation with the Human Resources Department to determine if a conflict of interest exists.

Definitions

A conflict of interest arises when:

- An employee takes undue advantage of their position with KNC by making business decisions to derive benefit for themselves, their family

members or friends, or for corporate entities with which they or their family members or friends are associated either directly or indirectly.

- An employee's job performance is compromised by undertaking additional activities or employment.
- An employee's actions, either in the workplace or outside it, have the potential to negatively impact the reputation of Knowledge Network.

d) Anti-Fraud, Corruption & Compliance with the Law

Policy

Knowledge Network Corporation does not tolerate any form of fraud or corruption from any employee, or from those acting on our behalf. Employees are expected to report any situation relevant to Knowledge Network that contravenes the law.

Procedures

1. All employees must ensure that any third parties they deal with are aware of KNC's zero tolerance to fraud and corruption before entering into a contract with them.
2. Employees will not knowingly conduct business with any third party who could bring KNC into disrepute. Employees will never turn a blind eye to fraud or corruption or perceived fraud or corruption.
3. Employees have a duty to report any situation relevant to KNC that they believe contravenes the law, misuses public funds or assets, or represents a danger to public health and safety.
4. All employees are expected to uphold these key principles. Employees having suspicions or concerns must raise them immediately to their department Director or Human Resources.

Definitions

Actual or potential fraud or corruption arises when:

- Employees accept a bribe, regardless of what may be an accepted local practice when doing business in a different jurisdiction, or make facilitation payments to public officials to gain benefit or to expedite the provision of services when acting on behalf of KNC.

e) Contract Work

Policy

Where it becomes necessary for Knowledge Network Corporation to retain the services of external contractors, current employees will only be eligible to bid for the contract under exceptional circumstances.

Procedures

1. To determine a contractual relationship, an employer-employee relationship must not exist, based on the following four factors:
 - **Control:** Knowledge will not usually exercise control over the worker's activities, including where, when and how the work will be performed
 - **Ownership of Tools:** A contractor will generally supply their own equipment, tools and/or materials and cover costs related to their use, however, Knowledge may supply specialized equipment or equipment used for proprietary information
 - **Chance of Profile/Risk of Loss:** A contractor covers his/her own operating costs and may make a profit or incur a loss due to damage to equipment/materials, or unforeseen delivery delays
 - **Integration:** A contractor has limited integration with the organization and is acting on his/her own behalf

Human Resources may be consulted to examine and analyze the terms and conditions of the worker's employment as they relate to these factors.

2. Independent contractors are expected to provide their own liability and workers' compensation insurance.
3. If, under exceptional circumstances, KNC enters into a contractual relationship with an employee:
 - An independent contract must be completed and authorized by the appropriate signing authorities.
 - The supervisor must provide written justification to Human Resources that no other suitable person or persons are available.

Definitions

Exceptional circumstances are those instances where it has been demonstrated that all reasonable efforts to locate an external contractor have been unsuccessful.

f) Protection of Assets/Corporate Information

Policy

Employees are expected to protect Knowledge Network Corporation property and funds from misuse and to protect and respect the confidentiality and accuracy of any Knowledge Network Corporation records, reports, programs, methods, data, or related items.

Procedures

1. All work records, reports, programs, methods, data, or related items are the property of Knowledge Network Corporation and employees are expected to maintain confidentiality. Unauthorized access, possession or

use of the Company's property, funds or records will be considered a contravention of this policy.

2. Employees who are required to share sensitive corporation information with anyone outside of KNC during the course of business must ensure that the proper documentation is in place to protect the information (such as a non-disclosure agreement).

g) Acceptance of Gifts and Benefits

Policy

It is expected that employees or members of their immediate families will not offer, give, solicit or receive gifts, benefits or other personal favours from suppliers or others, where these would or might appear to influence employees in the performance of their duties or ability to make business decisions for Knowledge Network Corporation.

Procedures

1. Employees must never take undue advantage of their position with Knowledge to derive benefit for themselves, their family members or friends, or for corporate entities with which they are associated, either directly or indirectly.

Definitions

Personal favours are described as:

- Any item that is unreasonably significant in value and/or unrelated to the maintenance of reasonable business relationships
- Allowable gifts may include:
 - Invitations to golf tournaments
 - Tickets to sporting events or shows where the vendor is also in attendance
 - Samples and promotional items from vendors
 - Meals with a vendor
 - Christmas presents
- Non-allowable gifts include:
 - Gift certificates of significant value (i.e. over \$100)
 - Free flights, travel points, golf clubs, cash
 - Any item from a vendor while an EOI or RFP is open

h) Personal Conduct

Policy

It is expected that employees will conduct themselves, both inside and outside the workplace, in a manner that does not discredit Knowledge Network Corporation in any way.

Procedures

1. Employees are expected to exhibit honesty and acceptable social standards at all times and to respect the workplace and private property of their colleagues.
2. Bullying, violence, or any other inappropriate conduct compromising the integrity of Knowledge Network will not be tolerated. Employees are expected to report any incident of violence, safety hazards, threats or any other unsafe working condition immediately to the department Director or Human Resources.
3. Insubordination or an employee's willful disregard of the instructions or directions of his/her immediate supervisor and/or an employee's willful neglect of job responsibilities will not be tolerated.

i) Harassment

Policy

Knowledge Network Corporation is committed to maintaining a pleasant work environment, free from any kind of harassment, where all employees are treated with dignity and respect. Any kind of harassment by any employee toward another employee at any level of employment is expressly prohibited.

Procedures

1. Should an employee become aware of a contravention of this policy, the employee is expected to notify the department Director or Human Resources immediately.
2. The department Director will resolve the issue in consultation with the Human Resources Department. Human Resources may recommend:
 - education and training for individuals or groups affected;
 - review and modification of guidelines, procedures and practice;
 - continuous monitoring;
 - other strategies designed to eliminate and/or prevent harassment;
 - disciplinary action up to and including dismissal.
3. Each situation will be investigated and dealt with on its own merit. It is the responsibility of all parties to protect the confidentiality of the individuals involved and to resolve the matter expeditiously.
4. Where, as a result of an investigation, it is determined that an employee has made a complaint in bad faith or with the intent to harm another, then formal disciplinary action may be taken against the employee involved up to and including dismissal. Conduct based on mistakes, misunderstanding or misinterpretations is not the same as malicious conduct.

Definitions Harassment is defined as any unwelcome comment or conduct that may lead to adverse job-related consequences for the victim of the harassment.

j) Cultural Diversity

Policy **Knowledge Network Corporation values multiculturalism and diversity in the workplace, and acknowledges that cultural diversity encompasses many elements including: race, ethnicity, language, religion, age, value and belief systems, disability, class, sexuality, and gender. Knowledge does not tolerate discrimination on the basis of such attributes and is committed to enforcing the principles of Human Rights legislation and providing an environment where all employees respect the dignity, rights and beliefs of their co-workers.**

Procedures

1. Knowledge Network Corporation will ensure that there are no barriers to equitable employment in its workforce.
2. Directors will be responsible and accountable for ensuring that the principles of employment equity and non-discriminatory hiring practices are observed.
3. Job postings and outside advertisements for employment opportunities will include a statement supporting our commitment to employment equity.
4. Knowledge will, where possible, accommodate employee requests regarding religious and ethnic observances.

k) Working Relationships

Policy **Conflicts of interest arising out of personal relationships in the workplace must be avoided. Employees involved in a personal relationship outside work which compromises objectivity, or the perception of objectivity, should avoid being placed in a direct or indirect reporting relationship to one another. This includes employees who are immediate family members or who permanently reside together.**

Procedures

1. Decisions such as hiring, evaluation or promotion are not acceptable by a decision-maker who has a personal relationship with an employee who could benefit from the decision.

2. Hiring managers are expected to disclose any potential contravention of this policy to the Human Resources Department prior to conducting a hiring interview.

Definitions

A reporting relationship exists where one employee has influence, input, or decision-making power over the other employee's performance evaluation, salary, conditions of work, and similar matters, or where the working relationship affords an opportunity for collusion between the two employees.

I) Post-Employment Restrictions

Policy

Employees may not derive benefit in future employment from unauthorized disclosure or inappropriate use of information acquired through your employment with Knowledge Network.

Procedures

1. Confidential corporate information obtained during employment must not be used or disclosed for benefit in future employment.
2. The following additional restrictions apply to the CEO:

If you had a substantial involvement in dealings with an outside entity at any time during the year immediately preceding the end of your employment then, for a year after your employment ends, you must not

- i) Accept an offer of employment, an appointment to the board of directors or a contract to provide services to that outside entity;
- ii) Lobby or otherwise make representations for that outside entity to the government, or
- iii) Give counsel to that outside entity, for its commercial purposes, concerning the programs or policies of Knowledge Network Corporation

Until one year after your employment ends, you must not

- i) Lobby or otherwise make representations for any outside entity to any ministry or organization of the government in which you were employed at any time during the year immediately preceding the termination of your employment, or
- ii) Act for an outside entity in connection with any ongoing proceedings, transaction, negotiation or case in which the outside entity and the government are involved where you or an associate could personally benefit from your involvement or influence in Knowledge Network decisions.

m) Protection of Privacy

Policy

Knowledge Network Corporation is dedicated to protecting the personal information of our Knowledge Partners, viewers, contractors and suppliers. Employees may access personal information only when and to the extent it is required by their job, and are expected to take every reasonable step to protect the privacy of anyone whose personal information is held by Knowledge Network.

Procedures

1. Improper access to, sharing or release of personal information is a serious employment offence which may result in discipline, up to and including termination of employment.
2. Employees having suspicions or concerns regarding unauthorized access to or use of personal information must raise them immediately to the department Director or Human Resources.

n) Reporting a Concern or Violation/Whistleblower Policy

Policy

Knowledge Network Corporation is dedicated to maintaining an ethical, respectful and safe workplace and all employees are encouraged to report business or ethical concerns without concern of reprisal or consequences.

Procedures

1. Employees having bona fide concerns about any unethical or unlawful activities, or concerns with respect to issues of honesty and integrity, particularly with respect to financial or operational matters, are encouraged to raise them immediately without fear of reprisal or consequences. Such issues may include, but are not limited to:
 - Breach of legal obligations, rules, regulations or policy
 - Endangerment of health and safety
 - Abuse of authority
 - Mismanagement in the use of funds including recording or reporting of funds.
2. Employees are expected to raise the concern, verbally or in writing, as soon as they become aware of the situation. Concerns may be communicated to any member of the Knowledge Management Team, Human Resources or the CEO.
3. Any reporting of concerns will be acknowledged and dealt with and every reasonable effort will be made to keep the employee's identity confidential. The employee will not be discharged, demoted, suspended, threatened, harassed or discriminated against as a result of communicating a genuine concern.