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This Manual does not constitute a contract of employment nor guarantee any fixed terms and conditions of employment, either express or implied. The Company reserves the right to alter, eliminate, or otherwise change any policy, without notice, at any time.
Welcome to the Blackboard team!

We hope that you are excited to be part of the Blackboard team. We know that starting a new job brings many questions. We have created this manual to assist you in understanding the employment landscape here at Blackboard.

The welfare and satisfaction of our employees is extremely important to the success of our company. With this in mind, we have adopted the following policies and procedures to help create a productive and engaging working environment. While we address many situations and scenarios, no single manual could cover all foreseeable circumstances. If you have questions about the policies described in this Employee Manual (the “Manual”), or if you have questions or concerns anytime during your employment, please consult with Human Resources.

At the end of the Manual there is an acknowledgment form that you must fill out and submit to Human Resources within five days of your start date or of your receipt of this Manual. This ensures that you are familiar with our employment framework.

We recognize that our success is dependent on providing you a professional and rewarding work environment. We know that your loyalty and commitment will ensure our continued performance and success. So welcome and best of luck as you begin your new career with us!

Sincerely,

Michael L. Chasen
Chief Executive Officer

Denise Haselhorst
VP, Human Resources

Matthew H. Small
Chief Business Officer
INTRODUCTION

This Manual describes in general terms the policies and procedures that govern employment in Canada with any Blackboard Inc. (“Blackboard”) wholly-owned subsidiary or affiliate formed under the laws of a Canadian jurisdiction. Throughout this Manual, the “Company” is used to refer to Blackboard Educational (Canada) Corporation or any other wholly-owned subsidiary or affiliate of Blackboard formed under the laws of a Canadian jurisdiction. This Manual is not a contract nor does it guarantee any fixed terms and conditions of employment. The Company reserves the right to make changes to these policies and procedures, including adding or deleting policies or procedures, at any time, without notice. When we do make changes, we will strive to provide you with updates in a timely manner.

It is our expectation that all employees will adhere to these policies. Enforcement of these policies will come in a variety of forms, and employees are asked to assist in helping in that regard by reaching out to Human Resources if they witness or become aware of violations.

Employees are advised that, although not specified in each policy statement, violation of these policies can lead to disciplinary action based on severity, up to and including termination of employment.

This edition of the Manual supersedes all previous oral or written descriptions of Blackboard and the Company’s personnel policies, procedures and employee benefits that are covered expressly herein. Other issues may be addressed by stand-alone policies such as the Code of Ethics and Business Conduct, the Information Technology Policy and the Insider Trading Policy.

The Company strives to adhere to all provincial and local regulations and laws. In the event of a conflict between a Company policy and applicable provincial or local law, the applicable law shall govern.

Any descriptions of benefits set out in this Manual should not be taken as comprehensive, definitive, or as a statement that the described benefits are or will be provided. If there is a conflict between summaries provided in the Manual and benefit plan documents, the benefit plan documents will govern.

Questions regarding the policies in this Manual, as well as province specific policies, should be directed to Human Resources.

Employment with the Company

While the Company hopes all employment relationships will be mutually beneficial and rewarding, both employees and the Company retain the right to terminate the employment relationship in accordance with applicable provincial employment standards requirements. In addition, the Company has the right to terminate the employment relationship at any time, if just cause exists, without notice or pay in lieu of notice.

EQUAL EMPLOYMENT OPPORTUNITY

Policy

The Company is committed to the principles of equal employment opportunity. It is the Company’s policy to make employment decisions without regard to race, religion/religious creed, color, national origin, ancestry, physical or mental disability, marital status, military/veteran status, age, sex, sexual orientation, or other characteristics protected by applicable laws. This policy governs all aspects of employment at the Company, including hiring, assignments, training, promotions, compensation, benefits, discipline and discharge, and all other terms and conditions of employment.

Accommodations

The Company is committed to providing reasonable accommodations to employees under the provisions of applicable human rights legislation. Employees who wish to request an accommodation should contact Human Resources to discuss the nature of the accommodation and work collaboratively on an appropriate plan.
Policy Prohibiting Harassment and Discrimination

General Harassment and Discrimination
The Company strives to provide a work environment where all employees can work together comfortably and productively, free from harassment and discrimination. The Company prohibits the harassment of or discrimination against any of its employees based on an individual’s race, religion/religious creed, color, national origin, ancestry, physical or mental disability, marital status, military/veteran status, age, sex, sexual orientation, or other characteristics protected by applicable human rights laws.

Harassment includes verbal or physical conduct that belittles or shows hostility or aversion toward an individual due to any of the classifications set forth above. Prohibited conduct may include, but is not limited to, epithets, slurs, derogatory comments or jokes, intimidation, negative stereotyping, threats, assault or any physical interference with the employee’s normal work or movement. Harassment may also include written or graphic material placed on walls, bulletin boards or elsewhere on the Company premises or circulated in the workplace via electronic or other means that denigrates, shows hostility or aversion towards an individual or group because of the characteristics identified above. Employees are prohibited from using the Internet or e-mail to transmit or download ethnic slurs, racial epithets, or anything that could be construed as harassment, or disparagement.

Even if it is not based on a protected category, workplace “bullying” (for example, persistent verbal and nonverbal aggression, which includes personal attacks, social ostracism, and a multitude of other painful messages and hostile interactions) is inappropriate and against Company policy as well.

Sexual Harassment and Unwelcome Sexual Conduct
Although harassment based on any of the above classifications will not be tolerated, the Company recognizes that sexual harassment is a unique form of harassment. Sexual harassment is defined as unwelcome sexual advances, requests for sexual favors, or other verbal or physical conduct of a sexual nature when:

- submission to such conduct is made either explicitly or implicitly a term or condition of an individual’s employment;
- submission to or rejection of such conduct by an individual is used as the basis for an employment decision affecting such individual; or
- such conduct has the purpose or effect of unreasonably interfering with an individual’s work performance or creating an intimidating, hostile, or offensive working environment.

Sexual harassment does not refer to behavior or occasional compliments of a socially acceptable nature. It refers to unwelcome conduct of a sexual nature. Sexual harassment or other inappropriate sexual conduct may take the form of a demand for sexual favors, but there are other forms as well, including:

- **Verbal.** Sexual innuendos, suggestive comments, sexual propositions, jokes of a sexual nature, derogatory or sexually suggestive epithets, slurs, or imitations.
- **Non-verbal.** Pornographic materials. Other sexually suggestive objects or pictures (including posters, photography, or drawings) or obscene gestures. This includes the use of the Internet or e-mail to display, transmit and/or download any sexually explicit images and/or messages.
- **Physical.** Unwanted physical conduct such as unwanted touching, blocking of normal movement or stalking.

While such behavior, depending on the circumstances, may not be severe or pervasive enough to create a sexually hostile work environment, it can nonetheless be unprofessional and/or make co-workers uncomfortable. Accordingly, such behavior is inappropriate and may result in disciplinary action, up to and including termination of employment, regardless of whether it is unlawful.

Such behavior is unacceptable in the workplace itself and in all other work-related settings, such as business trips and social events with other Company personnel or business contacts.
Sexual harassment or other unwelcome sexual conduct can occur in a variety of circumstances, including but not limited to the following:

- The victim as well as the harasser may be a woman or a man. The victim does not have to be of the opposite sex.
- The victim does not have to be the person harassed but could be another employee affected by the offensive conduct.

Conduct of this nature by managers, employees or third parties is a violation of this policy and will not be tolerated.

Complaint Procedure

Notification: If an employee feels that s/he has been subjected to or has witnessed any behavior that s/he believes violates this policy by any Company employee, contractor, visitor, vendor, customer or other business contact, the employee should immediately notify Human Resources or a member of the Blackboard executive team (VP or above). In addition, managers who witness or become aware of such conduct must report incidents to Human Resources.

It is important that this notification be made at the onset of the inappropriate conduct so that immediate action can be taken if necessary. The Company will not tolerate conduct by any individual that prevents or discourages an employee from reporting any concerns regarding violations of this policy.

Investigation of the Incident(s): The Company will investigate complaints to the extent appropriate under the circumstances. An investigation may include interviews with the employee raising the issue, the person(s) about whom the complaint is being made, witnesses, and others who may have knowledge of the incident. Complaints will be handled in a timely manner and will be kept business confidential to the extent possible. The Company cannot promise secrecy – in order to conduct an investigation, it may be necessary to reveal names and allegations.

Disciplinary Action: If the investigation reveals that the complaint is valid, the Company will take appropriate disciplinary action, up to and including suspension or immediate termination of employment, as determined by the nature and severity of the circumstances. The Company may find that it is not appropriate to share the nature of the discipline with the complaining party.

Non-Retaliation
The Company prohibits retaliation against an individual who has in good faith reported a known or suspected incident of discrimination or harassment, or who has participated in any manner in an investigation by the Company of such a claim. If, however, after investigating a complaint of harassment or discrimination, the Company determines that the complaint was made in bad faith, or that an employee has knowingly provided false information regarding the complaint, disciplinary action, up to and including termination, may be taken against the individual who filed the complaint in bad faith or gave false information.

NEW HIRES, RECRUITING AND EMPLOYMENT CATEGORIES

Employment Categories
Employees are classified as being full-time, part-time, temporary or intern. All employees, regardless of category, must be hired through the Recruiting Department in Human Resources.

Full-Time Employees
Full-time employees are those who are not in a temporary, part-time, or intern status and who are regularly scheduled to work a minimum of 40 hours per week on an ongoing basis.

Part-Time Employees
The Company recognizes that in certain circumstances, part-time positions may be both appropriate and feasible. Part-time employees are those who are scheduled to work and regularly work less than 40 hours per week. Part-time employees who are regularly scheduled to work at least 25 hours per week will be eligible for full benefits, with certain benefits pro-rated as appropriate (e.g. PTO). As set forth below, certain exceptions apply to short-term employment, either express or implied. The Company reserves the right to alter, eliminate, or otherwise change any policy, without notice, at any time.
temporary employees and interns. Part-time employees who are scheduled to work less than 25 hours per week are eligible for pro-rated, partial benefits as outlined in the chart below. Occasional hours worked beyond the regularly scheduled hours does not imply a change to eligibility for full benefits or to full-time employee status.

Benefits eligibility chart (as of the date of issuance of this Manual):

<table>
<thead>
<tr>
<th>Benefit</th>
<th>Full Benefits (for FT employees and PT employees working 25+ hours/week)</th>
<th>Partial Benefits (for PT employees working less than 25 hours/week)</th>
<th>Partial Benefits (for hourly Interns and other hourly Temporary employees working 90 days or less)*</th>
</tr>
</thead>
<tbody>
<tr>
<td>Paid MSP (BC residents only)</td>
<td>x</td>
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<tr>
<td>Extended Health and Dental Insurance</td>
<td>x</td>
<td></td>
<td></td>
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<tr>
<td>Life Insurance/AD&amp;D</td>
<td>x</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Workers Compensation</td>
<td>x</td>
<td>x</td>
<td>x</td>
</tr>
<tr>
<td>Vacation</td>
<td>x</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Personal Days</td>
<td>x</td>
<td></td>
<td></td>
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<tr>
<td>Paid Holiday Leave</td>
<td>x</td>
<td></td>
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<tr>
<td>Short-Term Disability</td>
<td>x</td>
<td></td>
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<tr>
<td>Long-Term Disability</td>
<td>x</td>
<td></td>
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<tr>
<td>Maternity and Parental Leave</td>
<td>x</td>
<td>x</td>
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<tr>
<td>New Parent Leave</td>
<td>x</td>
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<tr>
<td>Paid Jury &amp; Witness Duty Leave</td>
<td>x</td>
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<tr>
<td>Paid Bereavement Leave</td>
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<tr>
<td>Group RRSP</td>
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<td>Emergency Assistance While Traveling</td>
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<tr>
<td>Employee Referral Program</td>
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*For information regarding benefits for salaried part-time interns and temporary employees, please speak with Human Resources.

To receive any of the benefits above, an employee must meet all of the eligibility criteria for the particular benefit sought. Benefits may be modified, added or removed at any time, with our without notice.

Temporary Employees
Temporary employees are those who are hired as interim replacements, to temporarily supplement the work force, or to assist in the completion of a specific project. Work assignments in this category are of a limited duration, generally not to exceed 90 days. Temporary employees are eligible for partial benefits as identified in the chart above. Managers must notify Human Resources of any temporary employees whose employment needs to be extended beyond the initially agreed upon period. In such a case, the individual will generally be converted to a regular, full-time or part-time employee with a set term of employment.

Intern Employees
Interns are temporary employees (generally 90 days or less) who are hired to satisfy educational requirements or gain experience in a specific field through an educational program or through a summer opportunity or school break. Interns are eligible for partial benefits as identified in the chart above. Managers must notify Human Resources of any interns whose employment needs to be extended beyond the initially agreed upon period. In such a case, the individual will generally be converted to a regular, full-time or part-time employee with a set term of employment.
Independent Contractors
Independent contractors operate their own businesses and/or are employees of another company, and the Company engages them on a contract basis. Contracted workers are not employees of the Company. All independent contractor arrangements must be handled through the Legal department.

Background Checks
The Company reserves the right to conduct background checks under any circumstances it deems appropriate. A background check may include, but is not limited to, a check of criminal record, credit history, driving record, verification of Social Insurance Number, verification of education, and employment history.

The Company reserves the right to conduct background checks on current employees, and these may be done for employees who transfer into roles that require such a check (e.g., fiduciary roles). A current employee for whom the Company intends to conduct a background check will be notified in advance. Background checking will be consistent with applicable legal requirements. In the event that an employee does not pass a background check, other appropriate action may be taken up to and including termination of employment.

Referral Program
The Company recognizes that our employees are often a good source for qualified candidates. The Company will make a cash award for hired employee referrals. Employees are encouraged to think about their personal and professional network for possible referrals as these efforts will help us bring in the best and brightest talent available. As with all policies, the Company reserves the right to discontinue this program at any time.

In order for an employee to receive the referral bonus, both the referring employee and the referred employee must be employed by the Company 90 days after the referral’s start date. Except in rare circumstances, an employee is not eligible for an award if s/he refers a former Company employee.

While we encourage all employees to assist us by referring qualified candidates, to keep the process fair and balanced, the following employees are not eligible to receive referral bonuses:
- Sr. Directors and above
- Temporary employees, contractors, and interns
- Human Resources employees directly involved with recruiting
- The hiring manager for the position or any other managers in the hiring approval chain for that position

With any program of this type, there will be situations where more than one employee will submit a particular candidate, a candidate will come in from multiple sources, etc. Human Resources will examine each situation and make the appropriate determination regarding the referral. In these circumstances, the total amount paid to all employees involved will be no more than the amount that an individual employee would receive if s/he was the sole person making the referral. Human Resources reserves the right to deny a cash award if appropriate. Refer to the intranet for instructions on how to submit an employee referral through the Company’s automated applicant tracking system.

A referral bonus will only be paid if the referral’s résumé is submitted into the applicant tracking system in accordance with the instructions and before the candidate is active in the Company’s recruiting process. Recruiting will notify employees if a referral has already been received via another source. Recruiting will work with Payroll to ensure that referral bonuses are paid within two pay periods following the first 90 days of employment of the new hire.

Hiring of Relatives
The Company does not prohibit the hiring of relatives or others with whom a current employee resides or has a romantic relationship. However, because employment of related persons in the same department or area of an organization can cause a serious conflict of interest with regard to performance review, promotions, transfers, disciplinary actions and termination, related persons are not permitted to report to one another. This includes both a direct reporting relationship involving a manager and a subordinate and an indirect reporting relationship in which an employee ultimately reports to a related person.

For purposes of this policy, “related persons” means spouse, domestic partner, significant other, parents, grandparents, children, brothers, sisters, brothers-in-law, sisters-in-law, fathers-in-law, mothers-in-law, stepparents,
stepbrothers, stepsisters, stepchildren and others with whom a current employee resides or has a romantic relationship.

Similar precautions are necessary in situations where presently unrelated employees become involved in a romantic relationship, which the Company discourages, or reside in the same household or otherwise becomes related, particularly when one of the employees supervises the other. If such a relationship is established, or if any other change in an employment situation or family relationship creates a conflict of interest or the appearance of a conflict of interest or favoritism, the parties involved should report the circumstances to Human Resources. If the Company determines that such a conflict of interest or appearance of a conflict of interest exists, every effort will be made to reassign or transfer one of the employees to eliminate the conflict or appearance of a conflict of interest. If the Company is unable to reassign or transfer one of the employees, then one of the employee’s employment will be terminated.

**Internal Movement**

The Company’s internal movement process provides employees with an opportunity to apply for open, non-officer positions within the Company.

In order to be considered for another Company position, an employee must:

- meet the waiting period requirements outlined below;
- be meeting expectations or above in his/her current position; and
- meet the minimum requirements for the position for which s/he applies.

Employees who are not meeting expectations in their current roles may meet with Human Resources to discuss the feasibility of pursuing a different position within the Company.

An employee may not apply for another Company position for nine months after his or her initial hire date. A nine-month waiting period from the date of transfer would also apply thereafter, unless:

- the employee’s transfer was the result of departmental reorganization, restructuring, or reclassification and was not initiated by the employee; or
- the employee’s manager, in consultation with Human Resources, waives the restriction, based on business conditions.

Position openings are generally posted internally on the intranet and externally to the Company website and other job sites as appropriate. Some positions are only posted internally as they require either knowledge of the Company’s products and services or they are internal promotional/career development opportunities.

The Company reserves the right to make additional opportunities available to internal candidates or to move people within the organization without posting based on business necessity and succession planning. In such cases, Recruiting will manage the internal candidate selection process.

Employees who want to be considered for a posted position must apply by following the instructions on the intranet. Recruiting will review the résumés of employees who apply to ensure eligibility requirements have been met and that the employee’s qualifications meet the job requirements. In collaboration with the recruiter, the hiring manager will decide which internal and/or external candidates to interview for the position. Only the most qualified candidates, as determined by Recruiting and the hiring manager, will be interviewed. An interview is not guaranteed for all internal candidates. However, an employee may request an informational meeting with the hiring manager to learn more about the position. Employees who are not selected for an interview may request feedback from Recruiting regarding the reason for this decision.

An employee is required to notify his/her manager prior to submitting an application for another position within the Company. We do encourage employees to maintain an open dialogue with their managers regarding their career objectives. An internal candidate selected for the position will be required to provide at least two weeks’ notice before changing positions. However, the transition plan and details should be determined by the employee’s current and future management. A longer transition time may be needed depending on the demands of the business.
EMPLOYEE CONDUCT

Standards of Conduct
Employees are expected to conduct themselves in a mature, professional and responsible manner. In this regard, there are certain rules of conduct that all employees must know and follow. These rules are designed for the protection of our employees and for the good of the Company as a whole. It is not possible to list all the forms of behavior that are considered unacceptable in the workplace, but the following are examples of conduct that may result in disciplinary action, including suspension or termination of employment:

- Theft or unauthorized removal or possession of property belonging to another or to the Company;
- Falsification of timekeeping, expense reporting or other records;
- Working under the influence of alcohol or illegal drugs (or abusing prescription medication);
- Fighting or threatening violence in the workplace;
- Boisterous or disruptive activity in the workplace;
- Negligence or improper conduct leading to damage of Company property or property belonging to another;
- Insubordination or other disrespectful conduct;
- Violation of safety or health rules;
- Violation of travel and expense rules;
- Smoking in prohibited areas;
- Sexual or other unlawful or inappropriate harassment or discrimination;
- Possession of dangerous or unauthorized materials, such as explosives or firearms, in the workplace;
- Excessive absenteeism or any absence without notice;
- Unauthorized or unnecessary absence from the workplace during the workday;
- Unauthorized use of telephones, e-mail system or other Company equipment;
- Unauthorized disclosure of confidential or Company-sensitive information via any means including but not limited to orally, via e-mail, in a written document, in an electronic communication of any kind, via the internet, etc.;
- Violation of personnel policies;
- Unsatisfactory performance or conduct;
- Providing false or misleading information; and
- Failure to cooperate in or interfering with a Company investigation.

Where, in the judgment of the Company, an employee’s performance or conduct does not meet our standards, the Company will take the action that it determines to be appropriate. Employees may be subject to disciplinary action, up to and including termination of employment without advance notice, for inappropriate behavior, unsatisfactory performance or inability to perform effectively in the organization. The Company may suspend an employee, with or without pay, for the purpose of investigating an alleged infraction of a Company policy, rule or regulation.

Employees who are concerned about their work performance and wish to seek advice are encouraged to contact Human Resources.

Drug and Alcohol Abuse
The Company is committed to its employees’ safety and to maintaining a workplace free of illegal drugs and alcohol abuse, as well as abuse of prescription medication. Dangers of substance abuse include death and injury to an employee, co-workers or the public resulting from accidents, dereliction of duty, poor judgment and carelessness. Substance abuse also results in lost productivity, reduced efficiency and increased absenteeism by the substance abuser and interferes with the job performance of employees who do not use illegal or unauthorized substances.
Therefore, the following conduct is prohibited and may result in discipline up to and including termination, even for a first offense:

- Possession, manufacture, transfer, sale, distribution, use or solicitation of illegal drugs on Company property (including the parking lot and adjacent areas), during working hours, while on client site, while conducting or on travel for Company business, while at Company functions, or while operating a vehicle or equipment owned, leased or rented by the Company.
- Use of alcohol on Company property (including adjacent areas) or during working hours, unless specifically authorized by a VP or above.
- Possession in open containers or use beyond legal limits of alcohol while operating a vehicle or equipment owned, leased or rented by the Company.
- Reporting to work or being present at work while intoxicated or impaired by alcohol or drugs.
- Reporting to work, being present at work, or operating a vehicle or equipment owned, leased or rented by the Company with a detectable amount of any illegal drug or its metabolites in the employee’s body.
- Abuse of prescribed drugs. Prescribed drugs are allowed when taken in accordance with a physician’s prescription and where such use will not adversely affect the employee’s ability to properly and safely perform his or her duties. Any employee who is taking prescription drugs that may affect his/her ability to perform the job properly and safely should inform Human Resources before reporting to work when possible or immediately after returning to work if prior notice is not possible. Abuse of prescribed drugs will not be tolerated and will be treated in the same fashion as use of illegal drugs.

Violations of the drug and alcohol abuse policy may lead to disciplinary action up to immediate termination of employment or required participation in substance rehabilitation or treatment program.

The Company makes available to employees approved counseling and/or rehabilitation programs for assistance with such problems as drugs and/or alcohol abuse or addiction. It is the employee’s responsibility to seek such assistance prior to reaching a point where his/her judgment, performance or behaviour has led to imminent disciplinary action. Participation in such programs after the disciplinary process has begun may not preclude disciplinary action up to and including termination of employment.

Any employee who receives a criminal drug conviction must notify Human Resources no later than five days after the conviction.

Subject to applicable law, the Company reserves the right to require employees to submit to alcohol and drug testing as a condition of an employee returning to work after treatment for alcohol or drug abuse, when the Company has sufficient reason to believe an employee may be in violation of this policy, or immediately following a work-related accident.

**Alcohol at Company Events**

Alcohol may be served at officially sponsored Company and departmental events, with approval from a VP or above. Employees are expected to conduct themselves with professionalism and not to overindulge. Employee safety is our primary concern and employees who are impaired should get a ride with a designated driver or take a taxi, the cost of which will be reimbursed by the Company. Employees seeking reimbursement for cab fare home from Company sponsored events should contact Human Resources.

**Violence in the Workplace**

Employees are prohibited from engaging in acts or threats of violence on Company premises, directed at colleagues, or directed at anyone else while carrying out duties for or representing the Company.

Examples of conduct prohibited by this policy include, but are not limited to:

- Deliberately inflicting physical harm to, or physically making unwelcome aggressive contact with, an individual;
- Deliberately intimidating or harassing any individual;
- Taking any threatening action or making any threatening communication;
- Intentionally damaging or destroying property of another individual or of the Company;
• Sending or conveying anonymous, harassing, or obscene communications, either by bodily gestures or verbal communications, or by telephone, postal service or other carriers, interoffice mail, e-mail, or any other means of delivery;
• Being in possession, on Company property, including but not limited to parking lots, of any kind of firearm, weapon, or explosive device or substance, or any item that is dangerous or is carried or handled in a dangerous manner.

The Company prohibits the activities listed above by or against all persons involved in the Company’s business operations or on Company property, including: Company employees, family members of Company employees, contractors, consultants, vendors, clients, subcontractors, visitors.

The Company may refuse entry to its premises, buildings, grounds, or garages, require the immediate departure from its premises, or notify appropriate Company or law enforcement personnel, of anyone whom the Company, at its sole discretion, believes has violated or may violate this policy.

**Notification Procedure**

Any person who believes that s/he has been the victim of any behavior that violates this policy, or who has observed suspicious workplace activity, situations, behaviors or incidents that give rise to a concern regarding violence or the possibility of violence, should promptly notify either Human Resources or Facilities. Company managers or supervisors who witness any type of violent or threatening behavior must report their observations to Human Resources or Facilities.

The Company will take prompt and appropriate action to assess the situation. This assessment may include a thorough investigation into the facts surrounding the complaint. The Company prohibits retaliation against any individual who in good faith reports such an incident or assists in an investigation and in the course of its investigation will make every effort to keep complaints as confidential as possible.

If the investigation results in a conclusion that an individual has engaged in behavior prohibited by this policy, the Company will take the appropriate internal action and may report its findings to the authorities for prosecution under applicable criminal and civil laws. Any person who knowingly makes a false report will also be subject to appropriate disciplinary action.

**Weapons and Dangerous Substances**

The Company prohibits all persons who enter Company property from carrying a handgun, firearm, knife, or other prohibited weapon of any kind regardless of whether the person is licensed to carry the weapon or not.

The only exception to this policy will be law enforcement officers, security guards or other persons who have received written consent from the most senior member of Human Resources to carry a weapon on the property.

The Company also prohibits anyone from bringing explosives or other dangerous substances onto Company property without written consent from the most senior member of Human Resources.

**Dress Code**

The Company has a business casual dress code, and we ask that all employees be neat and clean in their appearance. Torn clothing, clothing with holes, clothing that is excessively casual or revealing, and clothing that creates a safety hazard are not appropriate in the workplace. Employees are also expected to dress according to the requirements of their position. Human Resources is available to assist with questions or concerns regarding appropriate attire.

**Lateness and Absenteeism**

It is important to the proper operation of our business that all personnel report to work on time and perform their duties every day that they are scheduled to work.

Employees must notify their manager when they are unable to report for work, or are going to be late for work as far in advance as possible, but not later than the beginning of the work day, except in cases of extreme emergency or physical impossibility. Unscheduled absences can be disruptive to the workplace and must be kept to a minimum. On rare occasions, it may be appropriate for employees to work from home when not feeling well or to attend to
personal business, but employees must notify their manager as described above. In these situations, the employee’s role must allow for productive work to be completed remotely and approval is at management’s discretion.

If an employee is unable to speak directly to his/her manager, the employee should speak directly with a member of Human Resources. Although an employee’s manager and/or Human Resources may ask an employee for a doctor’s note explaining an absence for medical reasons, a doctor’s note does not excuse unscheduled absences. Generally, doctor’s notes will be requested whenever an employee is out of the office for more than three days for medical reasons and in other circumstances where absences have become frequent and problematic. The manager and Human Resources also have discretion to request verification of and/or the reason for unscheduled absences for non-health reasons.

Lateness is defined as beginning work later than the start of the employee’s normal business hours. Lateness and absenteeism can lead to disciplinary action up to and including termination of employment.

**COMPENSATION RELATED MATTERS**

**Pay Schedule/Questions**

Employees are paid on the 15th and the last day of the month. If a payday falls on a holiday or the weekend, employees will be paid the previous business day. Questions concerning paychecks or compensation calculations should be directed to Payroll.

Hourly employees are paid approximately one week in arrears, meaning they must work and report their hours prior to being paid for them. The Company’s general practice is to pay hourly employees on the 15th for hours worked the 24th of the preceding month through the 8th of the current month and on the last day of the month for hours worked the 9th through the 23rd of the current month.

**Bonus Payments**

To be eligible to receive a bonus (if applicable), an employee must be employed at the time the bonus is paid.

**Standard Work Week and Hours**

The Company’s workweek runs from Sunday at 12:01 a.m. through midnight Saturday. Generally, the standard work schedule for full-time employees is a minimum of 40 hours generally worked Monday through Friday. Employees are generally expected to report to work by 9:00 a.m., unless they work different shifts. An employee’s manager will set his or her specific work schedule. Individual departments and certain positions may have regularly scheduled core hours associated with the work to be done and the employee’s role.

**Overtime**

When business needs cannot be met during regular working hours, overtime eligible employees may be given the opportunity to volunteer for overtime work assignments. Overtime eligible employees may at times also be required to work overtime as business needs dictate.

Overtime compensation is paid in arrears and in accordance with applicable employment standards legislation. Overtime is normally paid at the rate of 1.5 times an employee’s regular rate of pay for hours worked over 40 in a workweek.

Overtime pay is based on actual hours worked. Time off for vacation, Personal Days, or any other leaves will not be considered actual hours worked for purposes of overtime calculations. Break periods are considered hours worked, but lunch periods are not. As a benefit to our employees, Company-paid designated holidays will be considered actual hours worked.

All overtime must be approved by an employee’s manager before the overtime is worked. Overtime hours must be reported on employee timesheets and approval must be obtained from the employee’s manager.

**Pay Advances**

The Company does not provide any form of pay advance to its employees.
Garnishments
The Company expects each employee to pay legally contracted debts. Any debt complaints brought to the attention of the Company will be referred to the employee for settlement.

If a court orders a garnishment against an employee’s wages, the Company will deduct appropriate payments from wages earned as designated by the garnishment notice or applicable judicial order or writ, and in accordance with provincial law wage garnishment restrictions.

MANDATED BENEFITS

Workers’ Compensation Insurance
Any employee who sustains a work-related injury or illness should immediately inform his/her manager and Human Resources. No matter how minor an on-the-job injury may appear, it must be reported immediately.

COMPANY BENEFITS

Extended Health and Dental Insurance
The Company offers extended health and dental insurance. Employees who are eligible for full benefits and who wish to enroll in the extended health and dental plan must do so within 30 days of beginning employment. Eligible dependents may also be covered under this plan if they are enrolled in provincial medical insurance. Detailed information about the plan can be found in the insurance company’s plan booklet, and questions should be directed to Human Resources. Upon termination, employees may convert their employer group coverage to an individual policy.

Income Protection
The Company offers several Company-paid benefits that are to assist employees during difficult times. These include Life, Accidental Death and Dismemberment, Short-Term Disability and Long-Term Disability insurances.

Life Insurance
The Company provides employees who are eligible for full benefits with Company-paid life insurance. At the time of the issuance of this Manual, the plan provides for basic life insurance and accidental death & dismemberment coverage that is equal to two times an employee’s base salary, up to a maximum of CA$300,000.

Detailed information may be found in the insurance company’s plan booklets and documentation, which are available from Human Resources who are also available to answer questions.

Short-Term Disability
The Company provides a Company-paid short-term disability program to assist with income replacement in the event of a qualifying disability. To qualify for short-term disability benefits, an employee must be eligible for full benefits at the time of his/her disability. Under the program as of the issuance of this Manual, after satisfying the waiting period (1 day for an accident/7 days for sickness), eligible employees who apply for benefits and are certified as being disabled by the insurance carrier will receive payment of 66 2/3% of their base salary, up to a maximum of CA$900 per week for a maximum of 17 weeks. Employees may use accrued vacation or personal days during the waiting period and to supplement short-term disability payments. Benefit payments received by an employee are considered taxable income as the Company pays the premiums. Human Resources should be notified as soon as the potential need for short-term disability benefits arises.

Long-Term Disability
The Company provides employees who are eligible for full benefits with a long-term disability program at no cost to the employee, as long as the employee meets all eligibility requirements under the terms of the long-term disability policy. The Company pays the LTD premium and employees pay the tax on the premium. If accidental bodily injury or sickness disables an employee as described in the policy guidelines, as of the issuance of this Manual, after the applicable waiting period (90 days), this insurance will provide a monthly benefit of 60% of the first CA$4,000 in earnings and 40% of the balance, up to a maximum of CA$8,000 per month. Long-Term Disability will continue while the employee remains disabled (as described in the policy guidelines) and is under the regular care and
treatment of a physician, but will not exceed the maximum benefit amount or payment period as specified in the Long-Term Disability Insurance Certificate.

Human Resources should be contacted as soon as the potential need for long-term disability benefits arises. The Long-Term Disability Insurance Certificate, also available from Human Resources, provides detailed information.

Group RRSP
The Company provides a group RRSP to assist employees with planning for retirement. Employees may elect to defer a portion of their pre-tax compensation to the group RRSP immediately upon employment. The amount that may be deferred is subject to maximum deferrals.

The highlights of the plan (as if the issuance of this Manual) are:

- Employees may defer a percentage of compensation or a flat dollar amount each pay period, up to the allowable maximum annual contribution.
- Contributions are made through payroll deductions.
- Employees may change their contribution percentage or flat dollar amount at any time.
- Contribution amounts are tax-deferred, resulting in current tax savings.
- Earnings on investments are also tax-deferred.
- Employees have a choice of investment portfolios differentiated by risk tolerance.

Additional information on the group RRSP is available by contacting Human Resources.

Emergency Travel Assistance
Whether on business or personal travel, employees and their families may use this free service that provides assistance with arranging emergency medical transportation and referrals, multi-lingual 24-hour information services, lost document service, and legal assistance. More information about this program can be found on the intranet under the travel portal.

LEAVE

Note: In addition to the types of leave set forth below, the Company will also provide you with other leaves required by applicable legislation.

Vacation
The Company provides vacation so that our employees may have time away from the office to rest, relax, get away, and take care of personal and family illnesses and issues that arise throughout the year. The Company encourages employees to use their vacation. Business demands make it difficult at times, but it is good for employees and, therefore, for the Company, to take time off.

Full-time employees accrue vacation hours on a daily basis (at the rate of 1/365th per day), beginning on the first day of employment. Part-time employees who are eligible for full benefits will accrue vacation on a pro-rated basis. The chart below outlines accrual rates.

<table>
<thead>
<tr>
<th>Years of Service</th>
<th>Full-Time Vacation Days/Year</th>
<th>Part-time (25+ hours per week) Vacation Days/Year</th>
</tr>
</thead>
<tbody>
<tr>
<td>0-3</td>
<td>15</td>
<td>11</td>
</tr>
<tr>
<td>3-8</td>
<td>20</td>
<td>15</td>
</tr>
<tr>
<td>8+</td>
<td>25</td>
<td>19</td>
</tr>
</tbody>
</table>
Vacation should be scheduled and approved at least two weeks in advance by the employee’s manager when possible. The Company reserves the right to grant or deny requests for vacation, but will try to accommodate based on business needs. Employees must use the online request tool to record all vacation taken, in advance whenever possible.

Vacation is administered on a calendar year basis; therefore, employees should manage their vacation hours proactively such that they use their leave but do not either go negative or use more leave than they will accrue in the calendar year without advance approval as discussed below. In general, employees should have a zero or positive balance at the end of the year.

Managers may approve a request for up to five days of vacation in advance of accrual, but additional advanced leave must be approved by Human Resources.

While it is the employee’s and his/her manager’s responsibility to ensure that vacation is being recorded and managed appropriately, Human Resources does monitor employee leave balances. When approval has not been granted, employees may be required to convert this time off to leave without pay or an employee’s leave may be denied.

Upon termination of employment, employees are required to reimburse the Company for any vacation that was advanced but not earned as of the date of termination. The Company reserves the right to deduct any amounts for advanced but unearned vacation from the employee’s last paycheck, subject to provincial and federal laws and regulations.

Employees may carry over up to 40 hours of accrued, unused vacation from one calendar year to the next, unless provincial law specifies otherwise. Absent provincial and federal law to the contrary, any hours above 40 will be forfeited as the purpose of vacation is for employee to use it; the Company does not pay out forfeited hours other than hours related to the unused minimum vacation required by applicable employment standards legislation.

Vacation that has been carried over but has not been used in the calendar year following the year in which it was accrued will be forfeited at the end of the year other than the minimum vacation required by applicable employment standards legislation.

Upon termination of employment, the Company will pay employees for vacation that has been accrued but unused in the year of termination – in other words, subject to applicable law, employees will not be paid out for unused vacation carried over from the prior year. Employees do not accrue vacation during unpaid leaves of absence unless otherwise required by applicable law.

Rehires – Credit For Service (for vacation purposes) – If an employee returns to the Company within one year of his/her final day of employment following a voluntary resignation or a position elimination, the employee will be eligible for credit for service for his/her original period of employment. This means that, upon rehire, the employee’s previous service will be credited toward the vacation accrual period.

**Personal Days**

To provide employees with additional flexibility and time off, the Company provides full-time employees with four personal days per year. Part-time employees who are eligible for full benefits receive three days per year. These days are granted at the beginning of each calendar year. They may be used at any time during the calendar year and must be approved by the employee’s manager, in advance whenever possible. The Company reserves the right to grant or deny requests for personal days but will try to accommodate based on business needs. Employees must use the online request tool to record all personal days taken, in advance whenever possible.

Personal days are pro-rated for new hires based on the calendar quarter in which they start employment at the following rates:
The Company does not pay for unused personal days when an employee leaves the Company, except where required by law. Personal days do not carry over from one calendar year to the next, so employees are encouraged to use all their personal days available.

**Administrative Leave**
Under certain limited circumstances, the Company may grant employees administrative leave. This is typically paid leave and is granted solely at the Company’s discretion. Specific circumstances when administrative leave could be authorized include: office closings due to inclement weather or other emergencies; special employee relations circumstances such as during Company investigations. Any use of administrative leave must be approved by Human Resources.

**Bereavement Leave**
In the event of a death in the family that requires an employee to be absent from work, employees eligible for full benefits may take up to five days (40 hours) paid leave. For purposes of bereavement leave, “family” is defined as the employee’s spouse, domestic partner, or significant other, as well as the children, parents, grandparents, grandchildren, sisters and brothers of the employee or the employee’s spouse (including step relatives), domestic partner, or significant other. Under extraordinary circumstances, Human Resources reserves the right to grant bereavement leave for other significant losses. Employees must notify their manager and Human Resources immediately if they will be out on bereavement leave and must submit bereavement leave in the leave system. The Company has the discretion to limit or reduce the amount of bereavement leave being requested.

Human Resources will generally offer employees the choice of having flowers sent to the funeral or a US$100 donation made in their loved ones’ names to the charity of the employee’s choosing for relatives covered by this policy.

**Holidays**
Employees with full benefits are eligible for paid statutory holidays in accordance with applicable provincial employment standards legislation. As of the issuance of this Manual, the following holidays will be observed in the province of British Columbia:
- New Year’s Day
- Good Friday
- Easter Monday
- Victoria Day
- Canada Day
- Civic Holiday
- Labour Day
- Thanksgiving Day
- Remembrance Day
- Christmas Day
- Boxing Day

For a list of holidays in other provinces, please contact Human Resources.

Holidays that fall on a Saturday will be observed on the preceding Friday; if the holiday falls on a Sunday, it will be observed on the following Monday.
The Company recognizes that client/customer requirements or workload may require an employee to work on a scheduled holiday. Entitlements to holidays and holiday pay will be determined in accordance with applicable employment standards legislation. With his/her manager’s advance approval, an employee may work on the holiday and retain the day as a personal day to be used at some other time within the next 30 days.

Maternity and Parental Leave
The Company complies with the federal and provincial regulations relating to maternity and parental leave. Full- and part-time employees (excluding temporary employees and interns) are eligible for maternity and/or parental leave of absence upon commencing employment.

Definitions
Maternity – biological mothers
Parental – biological and adoptive parents

Requesting Leave
To request a maternity and/or parental leave of absence, an employee should submit a written note to his/her supervisor indicating the start and finish of the leave. The note should be dated and signed by the employee. The employee should also fill out a Maternity & Parental Leave of Absence Form.

Prior to an employee’s requested leave date, the employee should provide to HR:

a) A written doctor’s certificate confirming the due date
b) A fully completed and approved Maternity & Parental Leave of Absence Form
c) A personal cheque to the Company to pay for the employee’s dependent(s)’ benefits coverage

Benefits Coverage
The Company will continue to pay benefits and health insurance to employees on maternity or parental leave. Employees wishing to continue extended medical benefits may provide the Company with post-dated cheques.

While on statutory maternity or parental leave, paid vacation, length of service and entitlements to wage increases and benefits will continue to accrue. If statutory maternity or parental leave is extended with unpaid leave, paid vacation and annual increases to wages do not accrue for the duration of the unpaid leave.

Employment Insurance
For information on how to apply for employment insurance, please visit Human Resources Development Canada’s (HRDC) website.

Ending Maternity and Parental Leave Early
If a biological mother wishes to end her maternity leave earlier than 6 weeks after the actual birth or planned return-to-work date, she should inform her supervisor and Human Resources of her proposed return-to-work date. To do this, she should attach a doctor’s certificate to her written notice confirming she is able to resume work. Employees should provide the written notice and the doctor’s certificate to Human Resources as earliest as possible before the proposed return-to-work date.

If an employee wishes to end his/her parental leave earlier than the planned return-to-work date, the employee should provide his/her written request to his/her supervisor and Human Resources as earliest as possible before the proposed return-to-work date.

Return from Maternity or Parental Leave
When completing a maternity or parental leave an employee should contact Human Resources and his/her supervisor one week prior to the agreed return date to confirm his/her return to work.

The Company will place an employee returning from a statutory maternity or parental of absence into the same position or, if the same job no longer exists, a position comparable to the position occupied prior to the leave.
New Parent Benefit
In order to assist new parents in adjusting to the birth or adoption of a child, or the placement of a foster child, the Company provides employees who are eligible for full benefits with 10 days of pay during leave. For employees who are taking maternity or parental leave in accordance with applicable employment standards legislation, this policy is a pay policy only – it does not extend the amount of leave an employee is entitled to under the applicable employment standards legislation. For employees who are taking leave that is not covered by applicable employment standards legislation, this policy provides for 10 days of paid leave.

Although employees are encouraged to take all 10 days consecutively, the Company recognizes that individual circumstances may make splitting the leave into two 5-day periods much more beneficial. Therefore, an employee must use this leave/pay in a minimum of one-week (5 consecutive work days) increments within 60 days following the birth, adoption or placement. An employee cannot receive pay under this policy and short-term disability simultaneously. A manager should not dictate in what manner the leave is used.

Bonus and Commission While on Leave
Employees who are out on any non-vacation leave in excess of two weeks will generally have bonus payments, if any, pro-rated based on the amount of time actually worked. Generally, no commissions will be paid to an employee who is on non-vacation/Personal Day leave unless an agreement has been reached regarding particular commissions prior to the leave. Where an employee is unable to meet with his/her manager prior to going on leave, the employee and manager must discuss commissions as soon as possible after the employee goes out on leave.

Leave Without Pay (LWOP)
The Company recognizes that there may be instances where an employee does not have accrued paid leave available but time off would be significantly beneficial for the employee. Leave Without Pay may be an option to help in situations where the employee would not be able to accrue enough vacation within a short time period to cover the time off. LWOP must be approved by Human Resources. As with all other types of leave, whenever possible, the employee must request the time off in advance. This leave is to be used when no paid leave is available and will be approved on a discretionary basis depending on circumstances involved. As hourly employees are paid only for hours worked, this leave is available to salaried employees only.

Jury/Witness Duty
The Company seeks to support employees in performing their civic duty. An employee who is summoned by a court to serve on jury duty or subpoenaed to serve as a witness must immediately present the summons/subpoena to his/her manager. The Company will pay employees with full benefits their regular wages for up to 10 days during jury or witness duty leave. Any remaining leave will be unpaid. Employees who do not work full-time will be able to take unpaid leave for jury/witness obligations.

OTHER WORKPLACE MATTERS

Patent Incentive Program
As part of the Company’s global strategy to protect its intellectual property, the Company encourages employees to develop patentable ideas promptly through the Patent Incentive Program, which makes awards to employees who successfully create and patent inventions while at the Company. Details of the program may be found on the intranet.

Flexible Work Arrangements
Requests for alternative work schedules (beyond the occasional instance) require documentation of the specific arrangements and work expectations as well as approval from the employee’s manager and Human Resources. Documented arrangements and documentation of denied requests will become part of the employee’s personnel file. All decisions regarding flexible work arrangements will be made in a non-discriminatory manner and will comply with the Company’s Equal Employment Opportunity policy.

Employees are advised that, depending on their role, client needs, and general demands of the business, the Company may or may not be able to work out flexible arrangements. The Company recognizes and will consider the following types of requests:
telecommuting (part week),
- adjusting work hours earlier or later, part-time (the Company has a separate part-time policy that should be read in conjunction with this policy),
- other flexible solutions appropriate to the employee’s need and our business.

In order to be considered for a flexible work arrangement, the employee must be in good standing and be meeting or exceeding expectations; preference will be given in cases where a flexible work arrangement serves as an accommodation under the law and may be given to employees whose performance is stronger. It is also important to recognize that flexible work arrangements are not appropriate for all people or all positions as certain jobs require the employee to be physically present during a particular set of hours. Further, those employees whose role requires significant face-to-face interaction (e.g., managers of large departments) and those whose primary role is to support others (e.g., administrative staff) may not be eligible for telecommuting or other arrangements that significantly inhibit their ability to provide necessary guidance and support.

The Company also recognizes that an individual’s assimilation into the organization is of vital importance. In general, therefore, employees must have been on board a minimum of three months before flexible work arrangements will be considered.

Any flexible work arrangements must be reviewed on at least a semi-annual basis (or more frequently if business needs necessitate) to ensure that they remain viable for all parties. Approval of a flexible work arrangement does not guarantee that the Company will be able to extend that arrangement on an ongoing basis. Moreover, such arrangements (particularly part-time or more than occasional telecommuting) may, by their nature, preclude the employee from filling certain roles, although the Company does not consider flexible work arrangements to necessarily deter career advancement. Specific concerns of this nature should be discussed before an employee begins a flexible work arrangement and periodically throughout the period.

Employee participation in a flexible work arrangement is voluntary and will be permitted at Management’s sole discretion. The Company reserves the right to modify, suspend or terminate an employee’s participation in a flexible work arrangement without cause and/or notice, at any time, subject to applicable law.

Employees are reminded that business needs may require their presence in the office for meetings and events that may interfere with their normally scheduled flexible work arrangement. Employees should not host work-related visitors in their home offices.

Many types of flexible work arrangements will require employees to establish home offices with high speed Internet access, a phone line, etc. As these types of arrangements are for the benefit of our employees, the Company, in general, will not reimburse for the costs of high-speed Internet access, home office telephone lines, cell phone costs, fax machines, printers, etc. Please see the Travel & Expense Policy for additional information. Any expenses must be approved by the employee’s manager and submitted via the normal expense reporting system.

Company-issued equipment or supplies should only be used by the employee and only for Company business. Other household members or visitors should not use Company equipment and/or software. All equipment and software must be appropriately licensed.

Except in the case of part-time or reduced schedule, an employee’s salary, job responsibilities, and benefits will generally not change because of participation in a flexible work arrangement. Overtime eligible employees will still be required to get overtime approval from their manager. Any employee who incurs a work-related injury while telecommuting must notify Human Resources immediately and complete all requested documents regarding the injury.

Employees who take advantage of flexible work arrangements agree to participate in all studies, reports, and analyses relating to use of such arrangements as requested by the Company.

Human Resources is available to help managers and employees determine if a flexible work arrangement is viable and provide assistance with documenting agreements of this nature and tools to help employees be successful.
Employees who are interested in a full-time remote work arrangement must work with their department and Human Resources to get the necessary approval, if feasible and appropriate. In general, the Company will not consider full-time remote arrangements when an employee is within commuting distance of a Company office.

Training & Development
The Company believes that developing our employees is a key component of success for our organization as well as their professional development. The Company provides a number of activities and experiences to achieve this goal. The Company offers the Blackboard 101 on-boarding class for new employees in certain locations. Each department sets aside a budgeted amount each year for its employees’ development. Employees are encouraged to participate in professional training courses, seminars, etc., offered in their fields. The Learning and Professional Development group within Human Resources is available to help assess training needs. Employees must receive approval from their managers prior to attending training courses, seminars, etc. Approval is contingent upon funding and assessment of benefit.

Issue Resolution
The Company is committed to being an employer of choice in our industry. As such, we strive to create a work environment where employees feel valued, are given opportunities in line with their skills and drive to succeed, and are free from harassment, discrimination, and other nonproductive workplace issues. We recognize, however, that there are times when employees want assistance, guidance, and support in handling issues that arise in the workplace.

Employees who have difficulties or concerns regarding job assignments, working relationships with other employees, a personal situation that may be affecting work, or any other job-related concern, have a number of resources available. Employees shouldn’t wait until the situation is beyond hope of correction before letting someone know a problem exists. An employee’s manager or senior manager is a first line of contact for issues of this nature. If the discussion with a manager does not seem to help, and/or an employee is unsure how to proceed, the employee should contact someone in Human Resources. Similarly, if an employee is experiencing a situation that involves his/her manager or senior manager, or the employee wishes to speak with someone outside his/her unit, the employee should contact Human Resources.

Notwithstanding the above, any employees who feel that they have experienced treatment that could violate the Equal Employment Opportunity Policy or the Policy Prohibiting Harassment and Discrimination should follow the complaint procedures set forth in that policy.

Performance Management
Employees will typically be formally reviewed on an annual basis. The review typically includes a manager evaluation and a self evaluation. Managers may provide, or employees may request, an informal review at any time during the performance period.

Charitable Fundraising, Solicitation and Distribution
In line with its philosophy of encouraging employees to participate in the community, the Company allows charitable and fundraising activities that are conducted in an appropriate manner and for legitimate charitable concerns. The guidelines below will help employees conduct these efforts in a professional and courteous manner. Employees who wish to raise funds from colleagues with whom they interact on a regular basis must adhere to the following:

- Fundraising efforts should be for legitimate non-profit organizations or school-sponsored programs and activities;
- The employee or a direct family member must be personally involved in the activity or organization;
- Mass distribution e-mails using the Company’s e-mail system are prohibited;
- Aggressive fundraising tactics and tone are prohibited; no employee should feel pressured to contribute; managers and above should be particularly conscious of their behavior so as to not coerce more junior employees into participating;
- Employees may discreetly post workplace appropriate information in their workspaces or on their office doors;
- With permission from and review by Human Resources, employees may post appropriate information on Company bulletin boards in the kitchen/break areas;
• All fundraising efforts must be made during non-work time (for both the fundraiser and the person the fundraiser is soliciting).

The Company does not allow publication or distribution of information about or fundraising for:

• Political organizations or political action committees;
• Any organization whose tenets or beliefs are in conflict with the Company’s various policies on employee respect and ethical treatment (including the Company’s Equal Employment Opportunity Policy, Policy Prohibiting Harassment and Discrimination, etc.);
• Multi-level marketing schemes.

An employee’s fundraising efforts must not interfere with his/her work performance and must not cause disruption in the workplace. Any employee who feels pressured or uncomfortable with another employee’s fundraising efforts should contact Human Resources to discuss his/her concerns.

Employee distribution of literature (including but not limited to handbills, leaflets, pamphlets, and circulars) during working time is prohibited. In addition, the Company prohibits distribution of any material that is deemed offensive or in violation of our policies. Non-employees are prohibited from soliciting any employees or distributing literature at all times on Company property.

The Company also recognizes that some employees may engage in personal money making endeavors on non-working time and which are not competitive with the Company. While the Company does not specifically prohibit this activity, we ask that employees follow similar guidelines as above to ensure that the activity does not interfere with their productivity and that other employees are not made to feel obligated to purchase. Employees may not use Company systems, supplies, postage, shipping, or package delivery services for personal/non-Company use without paying for them. If the Company has reason to believe that an employee’s personal money making endeavors are affecting the employee’s productivity or otherwise interfering with the employee’s performance, the Company may ask the employee to cease such endeavors immediately. Refusal to do so may subject the employee to disciplinary action up to and including termination of employment.

**Information Release**

Information release is governed by the Company’s Disclosure Policy and Disclosure Guidelines. If there is a conflict or inconsistency between the Disclosure Policy and Disclosure Guidelines and this policy, the Disclosure Policy and Disclosure Guidelines govern. These documents are posted on the intranet.

In general, requests for information about the Company and its business must be referred to either the most senior member of Public Relations or Investor Relations. These requests include questionnaires, surveys, newspaper interviews, media inquiries, and the like.

Information generated by the Company and released to the public must be accompanied by the name of a designated staff member acting as the single recognized official source and point-of-contact. All updates and corrections to this information that are released to the public must flow through this official source and be reviewed by the most senior member of Public Relations and/or Investor Relations.

Permission to disclose any internal Company information to the news media or to other third parties must be obtained from the most senior member of Public Relations prior to release.

All employees are forbidden from making any public representations about the Company’s future earnings or the prospects for new products.

Every speech, presentation, technical paper, book, or other communication to be delivered to the public must first be approved for release by the involved employee’s immediate manager. This policy applies if the involved employee will represent the Company, if the employee will discuss Company affairs (even if only generally), or if the communication is based on information obtained in the course of Company duties. Before revealing information regarding new products, research results, corporate strategies, customer information, marketing approaches, or other
This Manual does not constitute a contract of employment nor guarantee any fixed terms and conditions of employment, either express or implied. The Company reserves the right to alter, eliminate, or otherwise change any policy, without notice, at any time.
US$100 for safety (steel toe) shoes, if required. After receiving approval from their manager, employees should submit an expense voucher with receipts via the normal process.

Employees should immediately report to the Company all known defects in any equipment, and all employees are encouraged to present questions regarding safety to their manager and Facilities.

**Facility Access Control and ID Badges**
To help ensure the safety and security of employees, their property, and the Company’s property, employees must wear the Company-issued access cards in plain view at all times, in the offices that have such access cards. The identification card assigned to an employee is for his or her use only and must not be shared. Lost or stolen cards must be reported immediately to Facilities so that they can be deactivated and replaced.

Employees are encouraged to be aware of their surroundings, get to know the people on their floor, and report anyone who does not belong, or looks suspicious to Facilities. Employees who encounter someone not displaying an identification badge should request to see it. If the person is non-cooperative, notify Facilities immediately at x1000 for the Vancouver office. Employees should notify Facilities of any secured doors that are propped open or are not closing properly.

**Temporary Access Cards**
In offices where Company access cards are used, the Company has temporary identification cards available for Company employees to use in the event that an identification card is temporarily misplaced or forgotten. The employee will be required to sign for the card and will be required to leave a driver’s license or other picture identification as security for the card. The temporary card must be returned at the end of each day. Once the card has been returned, the employee’s driver’s license or other picture identification will be returned. Temporary cards are not to be used as an employee’s permanent identification card.

**Visitors**
Employees should notify the receptionist in advance of an expected visitor. All visitors must sign in and out at the main reception desk and display a visitor’s identification badge at all times while in the building. This will allow the Company to know who and where our visitors are at all times. This is especially critical for ensuring we are able to account for and safely escort any visitors from the premises in the event of an emergency.

Visitors should be escorted when they travel through the facilities. Visitor identification cards must be returned to the main reception desk as the visitor leaves and signs out.

Employees should not allow visitors or strangers to follow them into Blackboard spaces without having them obtain a visitor’s badge.

**Security Inspections**
To maintain the safety and security of our employees, facilities, and property, as well as to ensure that Company policies are not being violated, the Company reserves the right to conduct security inspections. The Company requires the cooperation of all employees in administering this policy.

Desks, offices, computers and other equipment, and lockers and other storage devices are provided for use by employees but remain the property of the Company. Accordingly, any authorized Company agent or representative can inspect them, as well as any articles or information found within them, at any time, either with or without prior notice. Such inspections must be approved by the most senior member of Human Resources or that person’s designee.

Refusal to consent to the search of Company or personal property may also be grounds for discipline up to and including immediate termination of employment.

The Company will also cooperate with all investigations conducted by external legal authorities.
Fire Alarms & Emergency Evacuations
The Company considers any fire alarm in any of our facilities to be an actual emergency. It is vital for employee safety and security that everyone exits the building in a calm and expeditious manner. Employees must comply with the instructions of Facilities, Human Resources, Building Management, and Fire/Police officers during an evacuation or emergency situation. Employees who fail to comply with fire alarms will be subject to disciplinary action, up to and including termination of employment, and may be subject to possible fines.

Evacuation Procedures
Employees must follow the established emergency evacuation procedures for each location. In the event of a building evacuation, employees must leave the building using the nearest emergency exit and assemble at the designated location. Notification of an evacuation will be communicated to staff by the sounding of the fire alarm and/or from Facilities, Human Resources, or Senior Management personnel.

To help ensure everyone’s safety, employees should adhere to the following:

- Walk, but do not run to the nearest exit (become familiar with exits in advance);
- Do not stop to pick up equipment or personal items;
- Do not use the elevators;
- Proceed directly to the designated assembly area;
- Do not block access roads or entryways into the building area as these must be kept clear for emergency personnel;
- Do not attempt to get vehicles out of the parking garage during an evacuation.

Employees with disabilities who need assistance in evacuating the building in case of an emergency should work with Facilities to prepare in advance for how this will be handled.

Unscheduled Office Closings
In the event of an unscheduled office closing due to circumstances such as severe weather, the Company may decide that it is in the best interest of our employees’ safety to suspend normal operating procedures for a period of time. The suspension will apply only to the Company office(s) directly affected by the emergency and only to personnel who were scheduled to report to work at that office.

Although normal work routines may be disrupted by an unscheduled office closing, employees are expected to perform their duties to the extent practical and feasible to do so, such as accessing and responding to voice-mail and e-mail periodically throughout the day. In the event that Company offices are subject to an unscheduled closing, employees will be paid their full hours. If the office is not closed, but employees cannot make it to work safely, use of vacation or personal days is appropriate. Company employees in areas affected should notify their manager of anticipated significant delays or absences due to emergency situations.

If the emergency arises during working hours, the Company will make a decision as to the appropriate action. Employees will be expected to remain on the job unless otherwise notified by an authorized Company official.

Vancouver Office
The Company’s offices in Vancouver follow the lead of the federal, provincial or municipal governments in terms of emergency situations such as inclement weather or broader emergencies. The most senior executive in the Vancouver office should consult with Human Resources in the event that s/he believes that the office should be closed for situations directly related to the Company’s facilities or operations (air conditioning problems in the building or similar circumstances).

Employee Emergencies
In the case of an emergency involving an employee, the Company will ask the employee involved who should be notified of the emergency. Where this is not possible, the Company will reach out to the employee’s emergency contact as recorded with Human Resources. Employees are responsible for keeping emergency contact information up-to-date.

This Manual does not constitute a contract of employment nor guarantee any fixed terms and conditions of employment, either express or implied. The Company reserves the right to alter, eliminate, or otherwise change any policy, without notice, at any time.
Medical or Other Emergencies
In the event of a medical, fire, bomb threat or similar emergency, dial 911 and request emergency assistance, then contact Facilities or Human Resources.

Smoke-Free Workplace
For health and safety concerns, smoking is not allowed in any Company facilities. This includes any open flames such as a candle or oil lamp.

Use of Hands-Free Device While Driving
For employees’ own safety and the safety of those around them, employees are asked to use their cell phones infrequently when they are operating vehicles while on working time. Calls should be as brief as possible and employees should not dial the phone while driving. An employee may not use a cell phone or other PDA while operating any vehicle while on working time, unless s/he is using a hands-free device. Cell phones should not be used while driving, even with a hands-free device, in an area with pedestrian traffic, a high hazard area such as a construction zone or during severe weather conditions. Local regulations may prohibit the use of cell phones under any circumstances or further restrict the use of cell phones while driving, in which case employees are to abide by local regulation. Employees are prohibited from texting or e-mailing while driving on Company business.

COMPANY PROPERTY AND EQUIPMENT

Office Space, Supplies, and Maintenance
Office space will be allocated at the discretion of the Company’s management. Office space will be assigned in a non-discriminatory manner, generally based on the needs of the business.

Employees are expected to maintain their work space and common areas such as kitchens, conference rooms, and copy and mail areas in a clean, neat, sanitary and professional condition.

Employees are also asked to be cognizant of their surroundings regarding use of radios, tape recorders, CD players, etc. People enjoy different preferences in music and some find any music distracting when trying to work. In addition, many of our offices are in close proximity to conference rooms, which are frequently in use. Therefore, radios, tapes, CDs, etc., should only be played in Company facilities with the use of earphones or when not disturbing to others. Similarly, personal phone calls and visits can be distracting to others, so employees are asked to use their professional judgment in this regard.

Requests for office equipment, supplies, and maintenance should be e-mailed to Facilities. Some requests will require departmental approval, and employees will be responsible for getting such approval and communicating it to Facilities. If the equipment requested is for a medical or religious accommodation, the request must be referred to Human Resources.

The Company’s facilities are for conducting Company business and related activities. Use of Company facilities, even after hours, for non-Company activities, must be discussed with and pre-approved by Facilities.

Responsibility for Lost, Stolen or Damaged Property
It is each employee’s responsibility to protect his or her personal and Company assets that have been assigned to him/her. Employees should lock their offices, desks and personal workspaces when they are going to be away from them. Employees should ensure that all personal property, such as purses and wallets, are not left out in full view at any time.

Any lost, damaged, or stolen items – including personal belongings or Company property – must be reported to Facilities as soon as possible after the occurrence. The Company’s insurance requires timely reporting of each reimbursable loss to Company property. The Company assumes no responsibility for loss, theft, or damage of employee’s personal property including, but not limited to, hand tools, clothing, PDAs, cell phones, wallets, vehicles, etc. It is the responsibility of the employee to protect his or her personal effects against loss or damage while on business travel.
Movement of Company Property
Unauthorized removal of Company property from Company premises is prohibited. The Company’s premises include our facilities, our parking lots, and Company vehicles. Company property includes products, inventory and raw materials, as well as machinery, equipment, tools, furniture and supplies, etc. It also includes documentation, listings, printouts, and correspondence and any materials or copies thereof in any form relating to the intellectual property of Company or confidential information of the Company as well as any materials entrusted to our care by our customers or business partners.

Clearly, certain positions require movement of Company property on and off our premises. For example, delivery staff moving parts to an outside vendor for processing, service personnel using equipment in the course of a trip to a customer’s site, or individuals taking documentation or work products home overnight for review. Such movement or disposal of Company property is appropriate if it is within the context of the employee’s job duties, and proper authorization must be granted if it is not.

Company property is owned by the Company even if it is off Company premises unless a properly executed transfer of ownership has occurred. Company property is still owned by the Company even if it has been identified for disposal or has been moved to containers for disposal by the Company’s authorized disposal agents. For example, once materials have been moved to trash receptacles, the unauthorized removal of materials from those waste containers is theft and such action is subject to possible criminal prosecution. Any questions regarding the extent of an employee’s authority to move or dispose of Company property should be directed to the employee’s manager or Facilities.

Written authorization prior to the movement or disposal of Company property that is not within the context of an individual’s job duties must be received from the most senior member of either Facilities or Human Resources. Such written authorization must be filed with Human Resources.

Return of Property
Employees are responsible for all property, materials, or written information issued to them or in their possession or control. Employees must return all property, in working order, upon their departure from the Company or immediately upon request. Where permitted by applicable laws, the Company may withhold from the employee’s check or final paycheck the cost of any items that are not returned when required. The Company may also take all action deemed appropriate to recover or protect its property.

Use of Equipment and Vehicles
When using Company property, employees are expected to exercise care, perform required maintenance, and follow all operating instructions, safety standards, and guidelines. Only trained employees may use equipment and access is subject to manager approval. Vehicles may only be used by authorized employees who have received approval from the Company’s insurance provider through the Finance Department to do so.

Sign-out procedures must be followed for equipment and vehicle usage. Employees must notify their manager and/or Facilities if any equipment, machines, tools, or vehicles appear to be damaged, defective, or in need of repair. Employees must not use or operate Company equipment or vehicles in an improper, careless, negligent, destructive, or unsafe manner.

TRAVEL AND EXPENSE POLICY
This policy is revised regularly. Accordingly, the most up to date version of the Travel and Expense Policy may be found on the Company intranet at the travel portal. If you have any questions about the policy or require a hard copy version, please contract the corporate travel department.

INFORMATION TECHNOLOGY

Blackboard has an Information Technology Policy that applies to Blackboard Inc. and its wholly-owned subsidiaries. That policy will be distributed separately. This policy contains merely a brief overview of our Information Technology requirements. References to the Company in this policy include Blackboard Inc. and its wholly-owned subsidiaries.

This Manual does not constitute a contract of employment nor guarantee any fixed terms and conditions of employment, either express or implied. The Company reserves the right to alter, eliminate, or otherwise change any policy, without notice, at any time.
The Company maintains various computer network and communications systems, including but not limited to computer equipment, software, operating systems, storage media, network, Internet/ intranet/extranet-related systems, network accounts providing e-mail, voice mail, fax, telephone, cell phone, Web browsing, instant messaging, and data transport and conferencing services (collectively, referred to herein as “Computer System”). The Computer System is to be used for business purposes in serving the interests of the Company in the course of normal operations. Employees are responsible for using the Computer System in a professional, lawful and ethical manner. Certain uses of the Computer System, including Company e-mail systems and Internet connectivity, are specifically prohibited; refer to the lists below for examples of prohibited activities. The rules set forth herein apply to all employees, including offsite workers and telecommuters, as well as to interns, temporary employees and contractors. Any suspected information security incident must be reported as quickly as possible as described below.

While the Computer System is provided for business purposes, limited appropriate personal use is permitted as long as such use does not interfere with an employee’s ability to fulfill his or her job responsibilities, have an undue effect on the computer or network’s performance, or violate the Company’s policies or applicable laws or regulations. Employees are responsible for exercising good judgment regarding the reasonableness of personal use of the Company’s Computer Systems. If there is any uncertainty, employees should consult with Human Resources.

All Computer Systems, whether owned or leased by the Company, and the messages, files, data, software or other information created, stored or transmitted on them are, and remain at all times, the property of the Company. All information created, sent or retrieved through the Company’s Computer Systems and all activities conducted using the Company’s Computer Systems should not be considered private.

The Company reserves the right, at all times, and without prior notice, to inspect and search all of the Company’s Computer Systems and any and all information contained therein to determine whether this policy or any other policy has been complied with or violated. Such search or inspection may be necessary for purposes of promoting safety in the workplace and for compliance with federal, provincial, or local laws or regulations. These inspections and searches may be conducted during or outside business hours and in the presence or the absence of the employee. Notwithstanding the foregoing, the Company will comply with the data privacy laws in the countries in which employees are located.

Employees are given an electronic password when access is granted to an e-mail or voice-mail account, the Internet, the intranet or any other of the Company’s Computer Systems. The Company may override any applicable passwords or codes to inspect, investigate, or search an employee’s files and messages. Furthermore, the IT Team or corporate management may need to access any electronic resource for maintenance or upgrade work. The Company reserves the right to review and monitor any data created, sent, received or stored on its Computer Systems.

As new technology emerges and is adopted by the Company, the types of media covered by this policy may change or expand and this policy may be amended from time to time without advance notice. Updates and amendments may be posted on the intranet.

Violations of this Information Technology policy may result in disciplinary action, up to and including termination of employment. If necessary, the Company will advise appropriate authorities of any illegal actions.

All employees should note that their personal information may be processed and stored in the U.S. and under U.S. law, in certain circumstances, U.S. courts, law enforcement agencies or regulatory agencies may be entitled to access employee personal information.

**Employee Communication and Use of Blackboard Facilities**

It is the Company’s policy to respect employee privacy to the extent possible and consistent with the proper and efficient operation of the Company; however, employees should have no expectation of privacy when using the Company’s communications systems (including, but not limited to telephones, voice-mail, e-mail, smartphone [e.g., Blackberry and iPhone] servers and internet access), equipment or facilities.

Authorized individuals within the Company may monitor and log, for any reason and without the permission of any employee, equipment, systems and network traffic or other aspects of the Company’s Computer System in order to...
protect the Company and its electronic communications resources and to assist in enforcing the Company’s policies. Further, the Company expressly reserves the right to access an employee’s office and monitor employee communications without the permission of the employee, in accordance with applicable laws and regulations. In general, the activities would be conducted when the Company has reason to believe that a significant violation of Company policy may have occurred or when necessary to protect the Company’s business interests or resources.

Employees should draft e-mail messages with the awareness that they are a permanent record and the electronic equivalent of a postcard. Deleted messages may exist on a data storage devices or in a backup system, and therefore, may be discoverable in a lawsuit. For this reason, e-mail must be treated as any other final work product that could be read in the future by a third party.

Employees are reminded that Web-browsing may not be a private activity. Through “caching,” copies of Web pages visited on the Internet along with the date, time, and identity of person who accessed the page may be stored. It may be possible for others at the Company to access information retained through the caching process. The Company reserves the right to block access to certain websites.

Employees should be aware that records of communication, such as e-mail files, internal correspondence, and telephone records, are subject to subpoena in connection with legal proceedings initiated by or against the Company or any individual employee.

Unacceptable Use of the Company Computer System
The activities listed below are prohibited. These lists provide a framework for activities that fall into the category of unacceptable use.

Under certain circumstances, employees (such as system administrators acting with prior permission of the Company IT Department) may be exempt from these restrictions during the course of their legitimate job responsibilities.

Specifically Prohibited Uses of Company Computer Systems
- Engaging in any activity that is illegal under local, provincial, federal, or international law.
- Procuring or transmitting material that is in violation of Company policy and/or applicable harassment and discrimination laws.
- Procuring or transmitting offensive or discriminatory material.
- Accessing, viewing, transmitting, or downloading pornographic material.
- Transmitting or downloading copyrighted materials belonging to entities other than the Company.
- Making fraudulent offers of products, items, or services originating from any Company account.
- Making statements about warranty, express or implied, unless it is a part of normal job duties.
- Unauthorized downloading of any software.
- Use of any peer to peer (P2P) software for exchange of data between internal and external networks.
- Downloading “sniffers” or other tools that enable the capture of data on the corporate network.
- Downloading or installing on any Company-owned property any spyware.
- Downloading tools that enable individuals to “spoof” e-mail accounts or conceal network address or computer identity.
- Unauthorized connection of PC Anywhere, “Go to my PC,” or another routing device or remote PC connectivity software that operates outside the corporate network.
- Accessing, copying, transferring, renaming, adding, or deleting information or programs created by other employees, unless authorized to do so in the course of performing their jobs.
- Effecting security breaches, discontinuations or degradations of network communication. Security breaches include, but are not limited to, accessing data of which the employee is not an intended recipient or logging into a server or account that the employee is not expressly authorized to access, unless these duties are within the scope of regular duties. For purposes of this section, “disruption” includes, but is not limited to, ping floods, packet spoofing, denial of service, and forged routing information for malicious purposes.
- Introduction of malicious programs into the network or server (e.g., viruses, worms, Trojan horses, e-mail “bombs”).
- Disabling corporate antivirus or firewall software.
- Port scanning or security scanning is expressly prohibited unless the IT Department has given prior
approval.

- Executing any form of network monitoring that will intercept data not intended for the employee’s host, unless this activity is a part of the employee’s normal job/duty within the Company network.
- Circumventing user authentication or security of any host, network, or account.
- Interfering with or denying service to any user other than the employee’s host (for example, denial of service attack).
- Downloading or viewing attachments from personal e-mail addresses is prohibited (checking personal e-mail via a Web client is not prohibited).
- Using any program/script/command, or sending messages of any kind, with the intent to interfere with or disable a user’s session, via any means, locally or via the Internet/intranet/extranet.
- Providing information about, or lists of, Company employees to parties outside the Company.
- Revealing an account password to others or allowing use of a Company account by others; this includes family and other household members.
- Utilizing Company resources to operate any form of business or business activity that is not authorized by the Company.
- Excessive personal use of the Internet, including but not limited to game playing and shopping.
- Any on-line gambling.
- Posting non-business-related messages to large numbers of Usenet newsgroups (newsgroup spam).

Specifically Prohibited Uses of Company E-mail

- Sending offensive, threatening, defamatory, disruptive, anonymous, or other inappropriate messages that violate the Company’s harassment policies or otherwise create a hostile work environment.
- Automatic forwarding of an employee’s Company e-mail contents to his or her personal external mail provider.
- Unauthorized transmission of copyrighted materials, trade secrets, or proprietary financial or other confidential information.
- Sending passwords, research and development information, trade secrets, credit card information, personal information and other sensitive and proprietary data unencrypted.
- Sending unsolicited e-mail messages, including the sending of junk mail or SPAM or other advertising material to individuals who did not specifically request such material.
- Using an unauthorized password, code, or other means to gain access to e-mail belonging to others.
- Sending or forwarding chain letters, personal broadcast messages, personal solicitations or messages promoting religious or political causes (except as prescribed under the policy on charitable fundraising).
- Unauthorized use, or forging, of e-mail header information.
- Soliciting or advertising matters unrelated to Company business.
- Solicitation of e-mail for any other e-mail address, other than that of the poster’s account, with the intent to harass or to collect replies.
- Use of unsolicited e-mail originating from the Company’s networks or other Internet/intranet/extranet service providers on behalf of, or to advertise any service hosted by, the Company or connected via its network.

Recording Devices in the Workplace

The Company prohibits employee use of cameras, tape recorders or other recording devices in the workplace as a preventative step believed necessary to secure trade secrets and other business information and protect employee privacy.

- Employees are prohibited from utilizing cameras or other video or audio recording devices in the workplace unless they have obtained specific advance written authorization from the department head.
- Authorization may be granted when a specific business purpose will be served by the use of such a device and when its use will not violate employee privacy. Proper consent from the parties must be obtained prior to such monitoring/recording.
- Bringing a recording device into the workplace that will not be used for recording, such as a cell phone with a built-in camera, is permissible.
- Employees are also prohibited from arranging for others, including non-employees, to engage in any recording of conversations, phone calls or other activities in the workplace.

This Manual does not constitute a contract of employment nor guarantee any fixed terms and conditions of employment, either express or implied. The Company reserves the right to alter, eliminate, or otherwise change any policy, without notice, at any time.
Employees should regard this policy as an explicit statement that the Company does not consent to tape recording of any meetings or discussions without prior authorization as discussed above.

**Mobile Handheld Devices**

The IT Department recognizes that the needs of our organization are dynamic in nature and, in order to stay competitive, our employees may require connectivity from many different devices in many different locations. In response to this, the IT Department has adopted a policy to guide the use of mobile handheld devices in the organization. This policy covers any device connecting to a Company network or receiving/storing Company data, regardless of whether the device was purchased by an individual or the Company.

Any employee wishing to connect a supported mobile handheld device to a Company network must obtain department approval prior to requesting connectivity from the IT Department.

Because of the vast number of services and plans available to employees, as well as the speed with which these devices change, the IT Department cannot provide technical support to the device itself or its configuration. Where available, the IT Department will enable Exchange Active Synchronization service for the employee’s mailbox and ensure that the service is functioning properly.

Employees are responsible for ensuring that selected devices and service plans will support Exchange Active Synchronization or BlackBerry’s BES server.

Technical support outside of enabling Exchange Active Synchronization or BES server will be the responsibility of the employee’s service carrier. Since corporate data will now reside locally on the device, the IT Department reserves the right to manage these devices to protect this data. This includes but is not limited to the following:

1. The IT Department must approve any mobile device before it is placed on the network;
2. The IT Department may “push” security and management policies and programs to any mobile device. These include security and management policies such as password-related settings and security disclaimers;
3. The IT Department reserves the right to issue a “remote wipe” of data to these devices at any time, without notice in situations where the IT Department deems this necessary to protect corporate data on the device. This process may remove all data on the device (including personal data) and return it to its initial default settings. Additionally, certain changes to the Company’s computer networks, including, but not limited to, e-mail system migrations may cause data on the device to be deleted or overwritten and settings to be returned to defaults.

If an employee loses his/her mobile device, s/he should contact the IT Department immediately to ensure that confidential company data is not compromised.

**EMPLOYEE PRIVACY CODE**

The Company values its relationship with its employees and is committed to the protection of their personal information and to keeping their personal information accurate, confidential, secure and private. The Company’s Employee Privacy Code is an embodiment of this commitment. This Code confirms that the Company adheres to all applicable legal requirements and the Canadian Standards Association Model Code for the Protection of Personal Information. The purpose of this Code is to address privacy legislation and it does not create any additional obligations.

“Personal information” means any information about an identifiable individual, but it does not include the name, title, business address or telephone number of an employee of an organization.

The Company will only collect, use or disclose employee personal information for purposes that a reasonable person would consider appropriate in the circumstances and in accordance with the following privacy principles.
Accountability
The Vice President, Human Resources is responsible for ensuring compliance with privacy requirements, including this Code, and may delegate to other individuals various responsibilities. If appropriate, the Company will establish policies and procedures to implement this Code.

The Company is responsible for all employee personal information under its control, including employee personal information transferred to third parties for processing. The Company will require our service providers to agree to contractual requirements that are consistent with this Code and allow us to audit their compliance. These service providers will be prohibited from using employee personal information except for the specific purpose(s) for which the Company supplies it to them.

Identifying Purposes
The Company collects, uses and discloses employee personal information to establish, manage, terminate and administer the employment relationship, including:

- To recruit, train, motivate, identify and maintain a superior workforce
- To foster harmonious employment relations
- To administer policies, including investigations
- To manage and promote the Company’s businesses
- To administer compensation and benefits

Unless permitted by law, the Company will not use personal information for a new purpose without the knowledge and consent of the employee.

Knowledge and Consent
Unless not required by applicable privacy legislation, the Company will obtain consent before or when we collect, use or disclose personal information about an employee or when we identify a new use for employee personal information that we previously collected. Consent may be given expressly, implicitly or through an authorized representative. An employee shows his/her consent for the Company to collect, use and disclose employee personal information for identified purposes, including those set out in the Identifying Purposes section of this Code, by accepting or continuing in employment or by receiving benefits from the Company. To the extent that applicable privacy legislation does not impose consent obligations, the Company may collect, use or disclose employee personal information without consent.

Limiting Collection
The Company will collect employee personal information by fair and lawful means and limit the amount and type of information collected for the purposes identified.

Limiting Use, Disclosure and Retention
The Company will not use or disclose employee personal information for purposes other than those for which it was collected, except with the consent of the employee or as required by law. Subject to any applicable business, legal or regulatory requirements, the Company will not keep employee personal information longer than necessary to fulfill the identified purposes and will ensure that such information is destroyed in a secure manner.

Accuracy
The Company will endeavour to keep personal information that we use to make a decision about an employee or disclose to third parties as accurate, current and complete as is necessary for the purpose(s) for which it is to be used.

Safeguards
The Company will use physical, technological and organizational measures appropriate to the sensitivity of the information to safeguard employee personal information in any format against loss, theft, unauthorized access, use, copying, modification or disclosure. This includes ensuring that access to Company records containing sensitive employee personal information is limited to authorized persons on a need-to-know basis. Third parties who possess employee personal information will be required to respect the confidentiality of the information, all legal requirements and the Model Code for the Protection of Personal Information.
**Openness**
The Company will make available to employees information about our policies and practices relating to the management of employee personal information upon request.

**Individual Access**
Upon request, the Company will inform an employee of the existence, use and disclosure of his or her personal information, and give him or her reasonable access to that information at minimal or no cost. Employees should direct their access requests to Human Resources.

The Company will respond to an employee’s written access request within a reasonable time. Blackboard will help the employee who tells us they need help in preparing the access request. If appropriate, we may deny the employee access to the information and advise the employee of the reason(s) for denying the access request.

When an employee demonstrates the inaccuracy or incompleteness of personal information the Company uses to make a decision, we will correct or update the information as required.

**Resolving Concerns**
Any employee can address a challenge concerning our compliance with any part of this Code to Human Resources.

The Company will maintain procedures for addressing and responding to inquiries or complaints about our handling of employee personal information in a fair and timely manner. The employee shall be informed of the outcome of the investigation or complaint. If the Company finds a complaint to be justified, we will take appropriate measures to resolve the complaint. If the matter is not satisfactorily resolved, the Company will provide the employee with information on other complaint procedures that may be available to the employee.

**Exceptions, Qualifications and Amendments**
Although not listed in this Code, the Company will rely on any exemptions or qualifications that are either set out in applicable privacy legislation or used by the Company in good faith as permitted by law. The Code may be amended by the Company from time to time.

All employees should note that their personal information may be processed and stored in Canada, the U.S., or another country. Under applicable law(s), in certain circumstances, courts, law enforcement agencies or regulatory agencies of any of the countries may be entitled to access employee personal information.