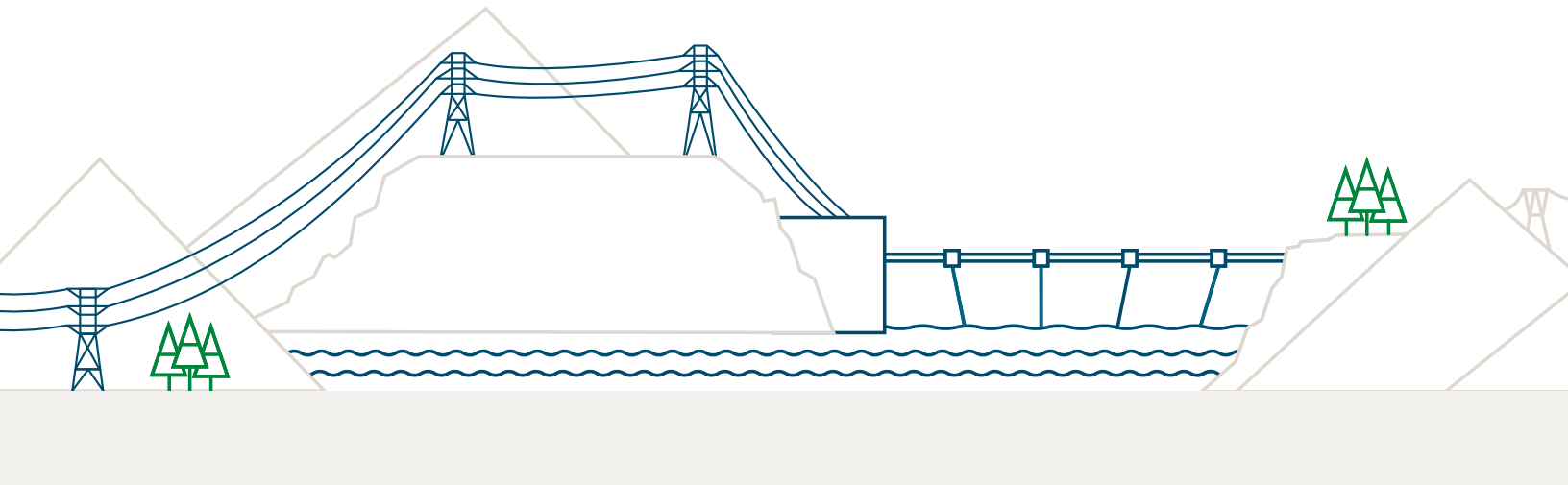


# BC Hydro Code of Conduct



# BC Hydro Code of Conduct

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# 1 BC Hydro's values

## **Mission:**

To safely provide, reliable, affordable, clean electricity throughout B.C.

## **Vision:**

To be the most trusted, innovative utility company in North America by being smart about power in all we do.

## **Values:**

We are safe.

We are here for our customers.

We are one team.

We act with integrity.

We respect our province.

We are forward thinking.

## 2 How to use this document

The BC Hydro Code of Conduct, which we call the Code, isn't just a document we glance at and then forget. It outlines, with helpful examples, what's expected of us and why. The Code helps all of us associated with BC Hydro conduct ourselves in a way that reflects BC Hydro's values.

We need to review and agree to the terms of the Code when we first join BC Hydro, and refresh our knowledge of it at least once a year.

## 3 Who must follow our Code?

The Code applies to BC Hydro and its subsidiaries, including all directors, and full-time, part-time, casual, and executive team employees. The Code may also apply to others if BC Hydro and the other parties specifically agree. When this Code refers to "you", "we", or "us", it means any BC Hydro directors and employees as well as those who have agreed to follow the Code.

Any reference in this Code to BC Hydro includes its subsidiaries, unless the Code specifically indicates otherwise.

We're all accountable for our conduct and compliance with not just the Code, but with BC Hydro's policies, procedures, and standards that complement and support it.

### WHAT ABOUT CONTRACTORS AND OTHERS WHO WORK WITH US?

Contractors, consultants, suppliers, and business associates are subject to the *Contractor Standards for Ethical Conduct*, if we incorporate it into their contracts directly or by reference. Any reference in this Code to a contractor includes a contractor, consultant, supplier and business associate.

## 4 Conflicts of interest

We're responsible for making business decisions fairly, honestly and in the best interests of BC Hydro. Actual or apparent conflicts of interest raise doubts about the integrity of BC Hydro and the impartiality of our decisions and actions. We must all avoid any situation that may give rise to an actual or apparent conflict of interest.

An **actual conflict of interest** arises when our objectivity and ability to act in BC Hydro's best interests are or could be influenced by our personal interests or by our duties and obligations to others, including outside organizations.

An **apparent conflict of interest** occurs when others may reasonably perceive that our objectivity and ability to act in BC Hydro's best interests could be influenced by our personal interests or by our duties and obligations to others, including outside organizations, even when no actual conflict of interest exists.

### What are BC Hydro vs. personal interests?

**BC Hydro interests** include BC Hydro's financial interests, reputation, non-economic interests, operational interests, relationships, values and so on. They can also include public positions that the company strongly and publicly promotes.

**Personal interests** include our personal financial interests, interests of outside organizations we're involved in, outside employment, interests of our friends and relatives, personal relationships, our political or public interest advocacy activities, our personal reputation, and so on.

Some conflicts are quite clear, but others are less obvious. BC Hydro recognizes that directors and employees have legitimate outside interests. However, there may be situations which could be perceived as a conflict of interest no matter how innocent the intentions of the director or employee.

### Ask yourself these questions:

- Could my actions or conduct undermine the public's confidence in my ability to do my work or compromise the trust that the public places in BC Hydro?
- Could someone perceive that I'm using my work relationship with BC Hydro to gain a personal benefit from a third party?
- Do I, or my friends or relatives, stand to gain anything through my relationship with a third party doing business with BC Hydro?
- Could my personal interests affect a decision I might have to make at BC Hydro?
- Do I feel under any obligation to a third party that does business with BC Hydro due to my relationship with that third party?

If the answer to any of the above questions is "yes" or "perhaps" or could be perceived by third parties to be "yes" or "perhaps," you may be in a conflict of interest and should seek advice from your manager, or the Ethics Officer or Code Advisor (as applicable).

## WHAT DO WE DO WHEN AN ACTUAL OR APPARENT CONFLICT ARISES?

Disclose the actual or apparent conflict and avoid influencing or participating in any BC Hydro decisions or actions that could be affected by the conflict. You may also need to refrain from participating in decisions or actions outside BC Hydro which could be affected by the conflict.

Full disclosure through proper channels helps us resolve unclear situations and allows us to work to address any conflicting interests.

## Involvement in outside organizations

Many of us become involved in outside organizations in our personal time. Our involvement in businesses, charities, foundations, professional associations, non-profit societies, and other organizations can result in an actual or apparent conflict between our duty to act in the best interests of BC Hydro and the interests of the outside organization we're involved in. Usually, this would only happen when the organization has some intersection or relationship with BC Hydro.

Take care to ensure your involvement in outside organizations isn't, and won't result in, an actual or apparent conflict of interest. For example, you shouldn't participate in an outside organization if you have the ability to benefit the outside organization by influencing the decisions or actions of BC Hydro.

## Trivial financial interests exception

You may find yourself in an actual or apparent conflict of interest because of a trivial financial interest. Generally, BC Hydro isn't concerned about such interests and would not consider there to be a conflict. A trivial financial interest includes:

- an interest of such minimal value (either in absolute value or in the context of your net worth) that it couldn't reasonably be expected to influence your objectivity or ability to act in BC Hydro's best interests, or
- an interest with a value that can't reasonably be expected to be influenced by your decisions or actions.

Trivial financial interests typically don't require disclosure, but when in doubt, full disclosure of the circumstances is the most effective way to prevent an inadvertent breach of the Code.

### Some examples of trivial financial interests

**Publicly traded corporation**—Ownership of shares in a large publicly traded corporation that’s doing business or proposes to do business, directly or through an affiliate, with BC Hydro where:

- (a) the director or employee holds, directly or indirectly, an interest of such minimal value that it couldn’t reasonably be expected to influence your objectivity or ability to act in BC Hydro’s best interests;
- (b) the corporation is so large that the value of the corporation’s shares are unlikely to be affected by any decisions of BC Hydro, and
- (c) no close friend or relative of the director or employee is a director, officer or an employee of the corporation with the ability to influence the corporation’s dealings with BC Hydro.

**RRSP**—Ownership of shares of a corporation by means of a Registered Retirement Savings Plan, Registered Education Savings Plan (or similar financial product) that isn’t self-administered.

**Mutual funds and similar investments**—Ownership of units in a mutual fund (or similar investment) managed by an independent manager and that holds an interest in one or more companies that may have a business relationship with BC Hydro, provided the mutual fund’s interest in those companies is less than 5% of the mutual fund’s assets.

**Blind trust**—Ownership of securities in a blind trust or similar arrangement in which the director or employee doesn’t make investment decisions, and doesn’t know what securities are held, except on an sector or aggregated basis.

## Outside employment

Employees can hold outside jobs or engage in modest self-employment activities on their own time and using their own tools and resources. But that outside work can’t negatively affect or appear to affect their performance or objectivity for BC Hydro or the reputation of BC Hydro.

However, employees can’t work for any entity that’s adverse in interest to BC Hydro (e.g. a competitor, or BC Hydro supplier or contractor) where that work could lead to an actual or apparent conflict of interest.

Employees must disclose outside jobs or self-employment activities to their manager or to the Ethics Officer or Code Advisor (if applicable) if there is any chance that work could conflict or interfere with the employee’s work for BC Hydro. If you’re in doubt about whether you need to disclose the work, err on the side of disclosure and discuss the situation with your manager or the Ethics Officer or Code Advisor (if applicable).

### Employees: ask yourself these questions:

- Would other BC Hydro employees or members of the public think that the outside employment could affect how you do your job?
- Could your outside employment interfere with your performance of your duties for BC Hydro?
- Are the duties you perform for BC Hydro the same as or similar to the services you intend to provide in your outside employment?
- Could confidential or proprietary information you obtained from BC Hydro benefit you, your employer or clients in your outside employment?
- In your outside employment will you be working for a third party that:
  - Is doing business with or wishes to do business with BC Hydro?
  - Has taken or may take public positions that are contrary to positions taken by BC Hydro?
  - Has been involved in or may be involved in a business activity that might be a BC Hydro core business or related business activity
  - Would create questions or concerns for anyone who becomes aware of the situation?

If the answer to any of the above questions is “yes” or “perhaps”, the employee may be in a conflict of interest and should seek advice from his or her manager or the Ethics Officer or Code Advisor (if applicable) before engaging in outside employment.

Employees also need to immediately disclose to the Ethics Officer or Code Advisor (if applicable) any negotiations around prospective employment or a contract for services with an employer other than BC Hydro if the negotiations or the prospective employment or contract could place you in an actual or apparent conflict of interest.

You should also be aware that specific conflict of interest disclosure requirements apply to our competitive procurement processes. Bidders must disclose anyone on their bid or project team who currently works for, or has worked for, BC Hydro in the previous two years, as well as other potential conflict relationships. This allows us to identify and take steps to prevent any unfair competitive advantage or actual or apparent conflict of interest.



## Political participation

As private citizens, we can participate in the democratic process at any level, including campaigning in elections and running for or holding public office. However, this should be done on our own time, and with care to ensure separation between our personal activities and our association with BC Hydro.

### Q&A's: political participation

#### Q1. Does this mean I can't run for elected office?

A1. No. You can run for public office, as long as you're still able to perform your duties for BC Hydro and the campaign and duties of the public office don't give rise to an actual or apparent conflict of interest.

#### Q2. What about running for office with my Union?

A2. If an employee wishes to run for elected union office with either the IBEW or MoveUP, they are supported through a variety of leaves that are outlined in our Collective Agreements. For Powertech employees, they may run for elected office with MAPES.

## Gifts, entertainment and benefits

You must not, directly or indirectly, receive, solicit, or offer gifts, entertainment or benefits that grant or appear to grant preferential treatment to others in their dealings with BC Hydro. This obligation doesn't change during traditional gift giving seasons. However, this isn't absolute. Some gifts, entertainment or benefits may be acceptable if they are normal and customary in the business circumstances, including:

- Items of nominal value (e.g. a value estimated at \$50 or less, unless otherwise approved by your manager)—Promotional items or items to express gratitude with limited value such as inexpensive pens, mugs, calendars, shirts or modest gift baskets on special occasions may be accepted.
- Relationship-building events—Attending an event with a supplier (but not being given event tickets to use independently) is often valuable in building or maintaining a business relationship. Such entertainment is acceptable if it's offered or accepted in the ordinary course of business and it's reasonable in terms of value and frequency.
- Offensive to reject—If the return of a gift or refusal of a gift, entertainment or benefit would be offensive to the donor, then the gift, entertainment or benefit may be accepted. But full details must be immediately disclosed and, if possible, BC Hydro must assume ownership of any gift or benefit received.
- Gifts to BC Hydro—Gifts such as artwork, ceremonial items, or event tickets donated to BC Hydro can be used to support BC Hydro's charitable endeavours, employee engagement or to benefit the organization. Gifts can be accepted if it's in BC Hydro's best interest and the gift doesn't affect or be perceived to affect our objectivity and ability to make decisions in BC Hydro's best interest.

The key is to act with integrity and use good judgement before accepting or offering any gifts, entertainment or benefits given the possible perception that this offer is being made as a bribe. Return inappropriate gifts to the donor with thanks and information about or a copy of this Code. Perishable gifts can be donated to a charity and the donor notified. If you don't know if it's appropriate to accept or offer any gift, entertainment or benefit, ask your manager or the Ethics Officer or Code Advisor (if applicable).

### Ask yourself these questions:

Gifts, entertainment or benefits include such things as cash, items, gratuities, entertainment, services, preferred loans or securities.

- Is the value of the item more than nominal, e.g. more than \$50?
- Is there no or limited business benefit to BC Hydro?
- Is the donor involved in or likely to be involved in a BC Hydro competitive procurement process?
- Could the gift, entertainment, or benefit compromise or appear to compromise your objectivity and ability to make a decision in BC Hydro's best interest?
- Would you be embarrassed discussing the gift, entertainment or benefit with your manager, coworkers, family or the public?
- If the gift, entertainment or benefit were subject to public scrutiny, would it reflect unfavourably on BC Hydro?
- Is it unusual or outside of accepted business practice in the industry?
- Would it be difficult to justify on a BC Hydro expense statement if you offer it rather than receive it?

If the answer to any of the above questions is "yes" or "perhaps" then the gift, entertainment or benefit may not be appropriate and it would be helpful to seek advice from your manager, the Ethics Officer, or Code Advisor (if applicable).

## Q&A's: acceptance of gifts, entertainment and benefits

### **Q1 A customer wants to give me a gift certificate to thank me for helping them. Is this okay?**

A1 In the same way that it's okay to accept modest items such as pens and mugs, there's nothing wrong with accepting a small expression of gratitude from a customer, such as a card, flowers, golf shirt or other item. If the gift certificate were a \$10 coffee shop card, this wouldn't be considered unique or unusual as a thank you. Each case must be considered in light of all of the considerations outlined above.

### **Q2. I have an invitation to attend a seminar sponsored by a company who may become involved in an RFP process to provide services to BC Hydro. There will be many companies attending. Can I go?**

A2. If your attendance at the event could create an actual or apparent conflict of interest or could offer or appear to offer the company an unfair competitive advantage in a BC Hydro procurement process, you may need to refuse the invitation. Please contact—or ask your manager to contact—the Ethics Officer or Code Advisor (if applicable) in the event that you have concerns about a specific situation involving bidders in competitive processes.

### **Q3. BC Hydro supported my attendance at a conference where everyone who attended was entered in a raffle for a trip to Florida. If I win, can I accept the prize?**

A3. Not on your own behalf. BC Hydro technically won the prize, and you should pass the tickets to your manager. BC Hydro will use items such as these to support our charitable endeavours (e.g., as prizes in a United Way silent auction).

### **Q4. An established supplier offered to take me on a guided fishing trip for a few days. Can I go?**

A4. No. While the trip may be valuable for maintaining the business relationship, an overnight fishing trip would be too expensive to be considered entertainment in the ordinary course of business.

### **Q5. A contractor has offered BC Hydro two Canucks tickets to distribute as it sees fit. Can I accept the tickets on BC Hydro's behalf?**

A5. If the gift doesn't offer the contractor an unfair competitive advantage in any procurement process or affect or appear to influence any director or employee's objectivity, then acceptance of the gift is acceptable. But you must not use the gift for your own benefit—you can use the tickets to support BC Hydro's charitable efforts or to reward a deserving employee for exceptional effort or results.

## REWARD POINTS

We can collect merchant loyalty reward points or benefits when purchasing business travel or other goods and services on behalf of BC Hydro or while conducting BC Hydro's business, in order to receive cost savings or a business benefit for BC Hydro.

## Business relations with contractors

Deal fairly with all BC Hydro contractors.

You can't benefit directly or indirectly from BC Hydro's business relationships with contractors. The exception is when it's clear that the benefit is one BC Hydro is aware of and intends you to enjoy, such as a reduced rate for a service that's offered to all BC Hydro employees.

BC Hydro also expects fair and honest behaviour from its contractors, expectations that are covered in the [Contractor Standards for Ethical Conduct](#). The Standards apply to a contractor if BC Hydro and the contractor agree to apply them. The Standards must be included in every tender call, request for proposals and contract with BC Hydro unless it's inappropriate to do so. A contractor's failure to comply with the Standards, if applicable, may be a breach of contract and could result in the termination of the contract.

In some cases, the nature of the contractor's work for BC Hydro could lead to an actual or apparent conflict of interest or give the contractor an unfair advantage in BC Hydro's competitive procurement processes. We should avoid these situations. They can negatively impact BC Hydro's reputation and pose a legal risk. If it isn't possible to avoid, the employees responsible for the contract must work with BC Hydro's procurement professionals and the Ethics Officer or Code Advisor (if applicable) to address any actual or apparent conflict or unfair advantage.

### Examples of actual or apparent conflicts of interest or unfair advantage that may arise because of the nature of the contract:

- A contract for administration or management of other BC Hydro contracts—If the contractor administers or manages the contract of another BC Hydro contractor that's a competitor, there's a conflict of interest if it has access to the competitor's proprietary information or methods for carrying out the contract or if there's an opportunity for the contractor to treat the competitor unfairly. It's also a conflict of interest if the contractor administers or manages the contract of a related company on behalf of BC Hydro when it has the opportunity to benefit the related contractor. These situations can't always be avoided but, with help from BC Hydro's procurement professionals and the Ethics Officer or Code Advisor (if applicable), measures can be taken to mitigate the conflicts or unfair advantage.
- A contract to carry out purchasing functions including preparing all or part of the tenders or RFPs, conducting the tendering or RFP process, recommending award of contracts, sitting on an evaluation committee—If the contractor has been engaged to prepare the scope of work or services for a contract upon which it, or any related business, is considering submitting a bid or proposal, the contractor has a conflict of interest. This conflict is typically addressed by excluding the contractor from submitting a bid or proposal for the tendering or RFP process.
- Contract to assess BC Hydro's needs—If the contractor has been engaged to evaluate BC Hydro's needs in respect of something such as the adequacy of equipment or the organization and management of a particular business function, and the contractor is in the business of supplying or refurbishing equipment or providing business management services, the contractor has a conflict of interest. This is typically addressed by excluding the contractor from being eligible to supply the equipment or services that determine BC Hydro needs.

These examples don't apply where a BC Hydro subsidiary is the service provider performing work for BC Hydro.

## Personal relationships at work

We can't have influence over the hiring, supervision, evaluation or promotion of anyone we have a close personal relationship with. This includes influence over the hiring, evaluation or retention of contractors.

Sometimes, a close personal relationship develops between two employees in a reporting line, or in other circumstances that may result in an actual or apparent conflict of interest. When that happens, both employees must report the existence of the relationship immediately to their manager or senior manager. Failure to report the relationship promptly may result in corrective action that could include termination of employment. So if you're in doubt as to whether a close personal relationship could give rise to a conflict of interest, err on the side of disclosure and seek advice.

When advised of a close personal relationship that could give rise to an actual or apparent conflict of interest, BC Hydro will work with the individuals to address the conflict.

### Q&A's: personal relationships in the workplace

#### **Q1: What does a close personal relationship include?**

A1: Close personal relationships include close friends and relatives (meaning individuals related by birth or marriage, or otherwise considered part of your family) and other intimate relationships.

#### **Q2. Will BC Hydro ever permit an employee to be employed in a position where they report to someone they have a close personal relationship with (including an intimate relationship)?**

A2. Generally, this isn't permissible where a direct reporting relationship exists. If the reporting relationship is indirect, it may be possible to eliminate the appearance of a conflict by taking measures to ensure the manager had no influence or participation in decisions affecting the hiring, evaluation or any terms and conditions of employment for the employee he or she is involved with. Be open and honest when these relationships develop. Only then can BC Hydro attempt to find a way to reduce the potential for conflict.

#### **Q3. Does this prohibit relationships between me and someone I work with, but don't report to?**

A3. Generally, no. However, employees who are in close personal relationships are expected to behave professionally and not allow personal conflicts or difficulties to impact working relationships or their work environment.

#### **Q4. Is an employee required to disclose a sensitive close personal relationship with another employee in the reporting line where the employees wish the relationship to remain private?**

A4. Yes. The employees must disclose the relationship but may do so discretely. BC Hydro will do what it can to protect the privacy of the employees involved.

# 5 Conduct

## Safety and environment

Directors and employees have legal and moral responsibilities for safety and the protection of the environment.

We believe that all injuries are preventable and our goal is zero injuries. We want a safe, healthy and harassment-free workplace that ensures safe work practices and conditions. To help us achieve this, we must comply with the Life Saving Rules and applicable safety policies and practices. Take prudent precautions in every activity, not just to ensure personal safety, but also to avoid creating a danger to others.

Minding our environmental footprint is a key part of BC Hydro's vision and values. We're each responsible for helping ensure work aligns with our environment and social responsibility policies.

We raise concerns or stop work any time we feel our safety or the safety of others is at risk. If we don't comply with safety expectations, our conduct will be managed in a manner consistent with [BC Hydro's Just Culture Principles](#).

## Compliance with the law

We're expected to know and comply with laws and regulations applicable to our work. Avoid situations that could be perceived as unlawful or indicate a casual attitude towards the law. Don't commit or condone an unlawful act in connection with your work, and don't direct or encourage others to do so. Failure to comply with applicable laws and regulations in connection with our work may result in discipline that could include termination of employment.

Similarly, we must not destroy a record contrary to BC Hydro's policies and procedures, or create or condone the deliberate creation of a false record. Please see BC Hydro's Records and Information Management Policy for more details.

We're all under public scrutiny. If you engage in unlawful activities in your personal life outside of the workplace that could have a negative impact on BC Hydro's business, reputation or work environment, you'll be accountable for those actions and subject to discipline that could include termination of your employment.

When in doubt about the laws and regulations that apply to our work, or if any of us have questions about these laws, contact BC Hydro Legal Services.

**What's an unlawful act?** Unlawful acts aren't limited to illegal acts under the *Criminal Code*, but include acts or omissions contrary to any applicable statute or regulation.

# Community

## RELATIONSHIPS

BC Hydro's operations may affect the lives and interests of our customers, First Nations communities, the communities where we work and the broader public. When you represent BC Hydro, you're expected to uphold our values and this Code, respect social and cultural perspectives, and treat everyone with dignity and respect.

## RESPECTFUL WORKPLACE

BC Hydro is committed to providing all employees with a workplace where everyone is treated with dignity and respect. Our workplaces should be free from harassment, discrimination and offensive conduct and remarks.

BC Hydro's [Respectful Workplace Policy](#) promotes respectful behaviours in the workplace. We must uphold the Respectful Workplace Policy and BC Hydro's obligations under [human rights](#) and [occupational health and safety legislation](#). Disrespectful behaviour contributes to a negative workplace and it won't be tolerated.

## Outside activities and conduct

We respect your personal privacy and activities outside of work. Remember, however, that your actions at work and in your personal life have the potential to negatively affect BC Hydro's business, reputation and work environment and you're accountable for those actions.

### Q&A's: outside activities

#### Q1. I grow marijuana. Do I need to disclose it?

A1. Yes. BC Hydro has had long standing operational, financial, health and safety, and reputational issues with illegal, and sometimes legal, marijuana cultivation. Additionally, some of us have job duties that would be in conflict with our personal interest in marijuana cultivation. When you disclose the cultivation, you can work with BC Hydro to address any potential conflict or health and safety risks associated with your activities.

#### Q2. Can I get in trouble at work for comments I make on Social Media (e.g. Facebook, LinkedIn or Twitter)?

A2. What you write on social media is your private business most of the time. But, if you bring BC Hydro into your social media activities by posting things that may negatively affect BC Hydro's reputation, imply that your personal position is BC Hydro's position, offend or harass your co-workers, make it difficult for you to do your job effectively, or reveal non-public or third party personal information you obtained through your work at BC Hydro, you may be subject to discipline for your activities, up to and including termination. Please see the Acceptable Use policy for more information.

#### Q3. Does the Code prohibit me from participating in a public protest rally after work?

A3. No. However, you must take care to ensure separation between your personal activities and your association with BC Hydro. This means you need to avoid giving the impression that you are representing BC Hydro at the rally and avoid doing anything that could negatively affect BC Hydro's reputation. For example, if you wear your BC Hydro branded clothing or equipment or publicly identify yourself as a BC Hydro employee while at the rally, your conduct at the rally may negatively affect BC Hydro's reputation.

## Alcohol and drugs

Your judgment and ability to perform your job must not be influenced by alcohol or drugs. If you're aware that a worker is under the influence of alcohol or drugs, you must take action to prevent that worker from working. Discuss with your manager the use of any over-the-counter or prescription drugs you are taking or plan to take that have the potential to impair your ability to perform work safely. Managers are responsible to ensure your work assignments are adjusted as necessary.

You must never possess or consume illegal drugs while engaged on BC Hydro business.

The [Alcohol & Drug Policy](#) applies to all employees of BC Hydro while they are engaged on BC Hydro business, whether working on BC Hydro premises and worksites or those of others, while they represent BC Hydro, and when operating vehicles and equipment on behalf of BC Hydro.

If you're struggling with addiction, BC Hydro has a variety of programs available to assist you in overcoming addictions.

### Q&A's: Alcohol & Drugs

#### **Q1. I use marijuana to treat a medical condition. Can I use it during work hours? Do I need to disclose it?**

A1. Marijuana may affect your ability to work safely and productively. If you have been prescribed marijuana by a medical doctor, you must advise your manager of the specific impairment, effects or limitations that result from the medication and any effects it may have on your ability to carry out your job duties safely and efficiently. We can work with you and your medical doctor on any work modification or alternate duties that may be required to accommodate your medical requirements, while making sure safety and productivity are not compromised.

If you haven't been prescribed marijuana by a medical doctor, you're prohibited from using or possessing marijuana while on BC Hydro business, premises and worksites or to report to work under the influence of marijuana.

#### **Q2. I suffer from seasonal allergies and take over the counter anti-histamines. Do I need to disclose it?**

A2. Maybe. Many anti-histamine medication contains warnings like "May cause drowsiness" or "Do not drive or use heavy machinery". These are clear warnings that your ability to work safely and productively may be compromised when you take the medication. As with the example above, you must advise your manager of the potential for impairment. Disclosure allows your manager to understand any possible functional impacts to your duties from the medication so BC Hydro can accommodate your medical requirements, while making sure safety and productivity are not compromised.

## Professional qualifications

You must hold any qualifications and licences required by your position (as confirmed by your manager) and your profession. This includes keeping required qualifications and licences current and valid. If you're a member of a recognized profession and that membership is required for your position and supported by BC Hydro, you're expected to:

- keep abreast of professional developments in your field;
- perform your duties in accordance with the recognized standards of that profession, and
- abide by any code or standards of conduct adopted by your professional association.

If an employee's professional obligations or standards are in conflict with this Code or with BC Hydro's directions to the employee, the employee should promptly notify their manager or the Ethics Officer.



## 6 Information and property

### Confidential information

#### PROTECTION OF NON-PUBLIC INFORMATION

All non-public BC Hydro data and information is confidential and the property of BC Hydro. This includes information relating to BC Hydro's business, employees, customers, facilities, operations, contractual relationships, shareholder relationships, technology, day to day events, and so on. You must not deliberately or inadvertently disclose confidential information to anyone except as permitted by BC Hydro's applicable policies or procedures or as required by law.

If you are aware of any inappropriate disclosure of confidential, sensitive or non-public BC Hydro information, you need to notify your manager, BC Hydro's Freedom of information Coordinating Office (FOICO), or the Ethics Officer.

You can't use confidential, sensitive or non-public information obtained because of your relationship with BC Hydro for personal benefit, including the benefit of friends and relatives, or in any way that could be detrimental to BC Hydro. Make sure confidential information is stored safely and securely to prevent unauthorized access.

When our business requires us to share confidential, sensitive or non-public information with someone outside of BC Hydro, we must ensure that the proper agreements (such as nondisclosure or confidentiality agreements) or other arrangements are in place to protect and safeguard this information.

You may also have access to third party confidential, sensitive or non-public information in the course of your work for BC Hydro. Don't disclose that information to anyone except as permitted in any applicable agreements or arrangements with the third party or as required by law.

#### What information is confidential?

If the answer is "yes" or "possibly" for any of the following questions, the information should be treated as confidential, until it has been checked with the author of the information, the responsible manager, or FOICO.

- Could sharing the information provide knowledge to someone who would not otherwise have access, or be entitled, to that information?
- If I pass this information on, would I violate the expectations of an employee, customer, or third party that the information would go no further than me? Some considerations include:
  - Was the information provided under the terms of a non-disclosure or confidentiality agreement or a contract that has confidentiality obligations?
  - Is the information business information about a customer or personal information about a customer or employee?
  - Is it reasonable to expect that the information is confidential?
- If I use or distribute this information, could I harm the financial, economic, reputational or other interests of BC Hydro, or a third party? Some considerations include:
  - Is the information of such a nature or kind that we should assume it was provided in confidence (e.g. is it proprietary)?
- Is the information not otherwise public outside of BC Hydro?
- Is the information non-public transmission function information that may be restricted under BC Hydro's *Standards of Conduct (SOC) Policy*?

## PROTECTION OF PERSONAL INFORMATION

Take all reasonable steps to protect the privacy of other employees, customers, contractors, and members of the public by safeguarding their personal information. Personal information includes recorded information about an identifiable individual, including that individual's history, background, personal characteristics, preferences, opinions, family status, relationships, and so on. It doesn't include business contact information (i.e. information typically found on a business card).

You're responsible for protecting personal information by keeping it secure and limiting access only to those who 'need to know' it in order to do their job. We're also responsible for understanding and complying with BC Hydro's applicable privacy policies, procedures, practices and systems. Compliance helps BC Hydro and its employees meet their legal obligations under the *Freedom of Information and Protection of Privacy Act* or other applicable legislation.

Familiarity with our policies and procedures that concern privacy, freedom of information, and confidential information will help ensure you don't collect, use, disclose, handle, or dispose of personal information in an unauthorized or unlawful fashion. In addition, employees must complete BC Hydro's privacy training annually.

## USE OF INFORMATION FOR INVESTMENTS

In your work for BC Hydro, you may become aware of non-public information that could affect the value of investments and financial interests. None of us may disclose that information to any third party or use that information for our personal advantage or the personal advantage of friends, relatives or others. Any such disclosure or use is a breach of this Code and may result in discipline that could include termination of employment. It may also be unlawful and may subject you to severe legal penalties.

### Investment information: an example

If you're aware that BC Hydro is about to award a supply contract to Company X and you buy shares in Company X before the knowledge of the contract award is known to the public, you may be 'insider trading', which means buying or selling securities on the basis of 'inside' knowledge not available to the public. There are severe penalties for violations of legislation prohibiting insider trading. Telling a third party about the pending contract award is also a violation of legislation and subject to severe penalties.

# BC Hydro property

## USE OF BC HYDRO PROPERTY

You're entrusted with the care, management and cost-effective use of BC Hydro's property and resources, including the use of BC Hydro's name. Don't make significant use of these resources for your own personal benefit or purposes. If you aren't sure whether your use of BC Hydro property for personal purposes is permitted, ask your manager or the Ethics Officer or Code Advisor (as applicable).

## COSTS AND EXPENSES

Be cost-conscious and use BC Hydro's resources responsibly. Remember that we are all accountable for keeping our customers' rates low. This means making sure any expenses and expenditures are appropriate to the business purpose, reasonable and necessary, and comply with BC Hydro's applicable policies and procedures.

## COMPUTING SYSTEMS AND DEVICES

When using BC Hydro computing and communications systems or devices (such as any device or technology capable of communications, computing, data storage, or system/internet access), use them in a responsible manner according to internal policies and procedures that guide the use of electronic information and tools.

Any information and data created, stored, sent or received using these systems or devices is BC Hydro property. BC Hydro may access and review any of that information and data. Employees must also comply with BC Hydro's [Acceptable Use Policy](#).

### Q&A's: use of corporate property

**Q1. I'm travelling with a co-worker on BC Hydro business and he wants to go to an expensive steakhouse for lunch because BC Hydro is paying for it. Should we?**

A1. Not if there are more reasonable alternatives available. We must be cost-conscious with BC Hydro resources. Always make sure expenses are reasonable, justified and in line with per diem guidelines and/or collective agreements.

**Q2. I volunteer for a local charity. We need to distribute flyers to advertise a fundraiser. Can I make 300 copies of fundraising flyers on the copier in my office?**

A2. No. We must not use BC Hydro's property for personal use.

**Q3. I noticed there are BC Hydro's pool cars in the parkade; may I borrow one for the weekend?**

A3. No, you may not borrow BC Hydro's property for personal use. The pool cars are reserved for business use only.

**Q4 I have been assigned a laptop computer; can I use the laptop for personal use in the evenings or on the weekends?**

A4: BC Hydro's property is to be used primarily for BC Hydro business purposes only. However, employees may use BC Hydro computing and communications networks and devices (including laptops and smart phones) for occasional personal use provided the user complies with applicable policies including the Acceptable Use Policy at all times, and there are no resulting increased costs to BC Hydro.

**Q5. BC Hydro is disposing of scrap materials that I would like to use in a home improvement project. Am I permitted to take them home?**

A5. No. Scrap materials are BC Hydro property and are disposed of in accordance with BC Hydro policy and procedures.

## PHYSICAL PROPERTY

Maintain any BC Hydro property assigned to you in good condition and take all reasonable measures to safeguard it from theft or damage. Any theft of BC Hydro property must be immediately reported to Corporate Security.

Don't take ownership or dispose of BC Hydro property except with approval and in accordance with any guidelines established by BC Hydro.

## OWNERSHIP OF WORK PRODUCT

We're often engaged in various types of research or problem solving for BC Hydro. The product of our efforts produced within the scope of our employment belongs exclusively to BC Hydro, whether some or all of the research or problem solving was undertaken while actually at work or not.

Work product includes computer programs, technical processes, inventions, research methods, know-how, reports or articles and any other form of innovation or development. Patents, rights or copyright, as appropriate, must be assigned to BC Hydro.

## Post-employment obligations

When you leave BC Hydro for any reason, you have continuing obligations under the Code after your appointment or employment ends, including:

**Confidential Information**—You must maintain the confidentiality of all BC Hydro confidential, sensitive or non-public information, and that of any third party, as well as personal information in BC Hydro's care and control. You may not make use of or reveal that information unless it becomes a matter of general public knowledge through no breach of confidentiality by you, or is required by law. You can't use confidential or proprietary information obtained through your association or employment with BC Hydro to further your personal interests or the interests of your future employers.

**Return of Corporate Property and Confidential Information**—On or before your last day of appointment or employment with BC Hydro, you must return any BC Hydro documents, files, records, corporate property and other materials in your possession. This includes all BC Hydro or third party confidential, sensitive or non-public information.

# 7 Responsibility

Act ethically and be aware of your behaviour, and the perception of your behaviour, in a manner consistent with this Code. This means complying with the letter of the Code and applicable policies and laws but also with their ‘spirit and intent’.

We offer employees a supportive and positive culture and we have resources available to assist employees comply with this Code. However, we’ll take seriously any failure to comply with this Code and will discipline any employee violating it. A serious violation or repeated violations of this Code may result in termination of employment.

Each employee must review the Code from time to time throughout the year and complete online or in-person Code training annually. BC Hydro’s directors and executive team employees must meet with the Code Advisor annually to discuss the Code and to disclose in writing to the Corporate Secretary any personal interests that could result in an actual or apparent conflict of interest.

Integrity, honesty, and trust are key to BC Hydro’s success. Anyone who knows or suspects that this Code has been, or is likely to be, breached is required to report it.

## Seeking advice, making disclosures and reporting concerns

Familiarity with the Code should help you determine an appropriate course of action if a Code or ethical concern arises. However, it’s helpful, and in some cases necessary, to discuss your circumstances with others or to report a concern.

If you need to seek advice, disclose, or report a concern, your resources are described below.

### EMPLOYEES

#### Conflict of Interest or Other Code Concerns

##### ○ Manager

Your manager should be your first point of contact, whether you require advice, wish to make a disclosure or report a breach or potential breach of the Code. If you feel unable to discuss an issue with your immediate manager, you should approach the next level of management, a member of BC Hydro’s senior management or the Ethics Officer.

##### ○ Ethics Officer—(604 528 3400)

We’ve created a senior managerial position, the Ethics Officer, who provides expert advice on Code related matters, including consistent and clear interpretation of BC Hydro’s standards of business conduct and guidelines for conflict of interest. The Ethics Officer oversees the application of the Code and Respectful Workplace Policy, and is responsible for other workplace-related conduct issues. If you’re not comfortable speaking with your manager, or if reporting the concern to your manager hasn’t resolved the issue, you should report the concern in confidence to the Ethics Officer.

##### ○ ClearView Connects—(1 833 569 5601 or [www.clearviewconnects.com](http://www.clearviewconnects.com))

If you’re not comfortable disclosing to your manager or the Ethics Officer and prefer to report Code and Respectful Workplace issues anonymously, BC Hydro has an externally coordinated reporting service known as [ClearView Connects](#). You can use it to either verbally report concerns by phone or to submit a written concern via their website. If you use [ClearView Connects](#), you can’t be identified by BC Hydro unless you choose to make your identity known.

#### Accounting and Auditing Concerns

Employees must report irregularities or concerns related to accounting or audit practices. These may include financial reporting and compliance matters like any suspected violation of financial reporting or disclosure requirements, fraud or deliberate error in BC Hydro’s financial statements or records, asset misappropriation, lack of compliance with BC Hydro’s internal financial controls, false statements of directors or employees about financial records, or a failure to fully and fairly report BC Hydro’s consolidated financial condition. If you encounter a questionable accounting or auditing practice, you’re required to report the issue. Failure to do so is a serious breach of the Code. Report issues first to your manager, and then you and your manager must communicate the concern to the Ethics Officer.

If you're not comfortable speaking with your manager, you can report your concern in confidence to the Ethics Officer directly, or report it through [ClearView Connects](#).

The Ethics Officer will forward the reported information to BC Hydro's Director, Audit Services—without disclosing your name. However, if the Ethics Officer is made aware of a concern involving BC Hydro's Audit Services Group, disclosure will be made directly to the Chair of the Audit and Finance Committee of the Board of Directors. The same is true of reports of this nature submitted through [ClearView Connects](#).

## EXECUTIVE TEAM EMPLOYEES AND DIRECTORS

- Code Advisor—to better ensure the neutrality and independence of the expert advice available to the board of directors and executive team, an external advisor, the Code Advisor, has been retained to advise, receive disclosures and, if appropriate, to issue opinions to directors and executive team employees on conflict of interest and other Code matters that arise from time to time.
- Disclosures—At the time of appointment, and annually thereafter, each executive team employee and director will meet with the Code Advisor to discuss any personal interest that the director or executive team employee has that could give rise to a conflict of interest, in order to:
  - 1) assist the director or executive team employee in determining whether such personal interest could result in an actual or apparent conflict of interest under the Code;
  - 2) discuss any steps that should be taken to avoid or manage such conflicts of interest, and
  - 3) keep the record of his or her conflicts disclosures current.

A director or executive team member will report and submit a revised form to the Corporate Secretary in a timely manner on any material changes in these disclosures. The Corporate Secretary will maintain a record of the disclosures and will update the record with any material changes reported by a director or executive team member.

## After disclosure

### EMPLOYEES

If a disclosure or a concern is reported about an actual or apparent conflict of interest or breach of this Code by an employee, the Ethics Officer, together with the employee's manager or senior management will decide whether the matter requires further investigation or action. If an investigation is conducted, they will also select the best structure and process for the investigation.

Managers should inform the Ethics Office of any Code or conflict of interest related disclosures or reports made by or about employees as well as any outcomes associated with the disclosure or report.

Managers will monitor their employees' duties and responsibilities in consideration of any actual or apparent conflicts of interest of which the manager is aware. If a manager considers that an employee's particular duty or responsibility could result in an actual or apparent conflict of interest, the manager may assign that responsibility to another employee.

An employee with an actual or apparent conflict of interest related to a matter should, in addition to disclosing it, avoid influencing or participating in any BC Hydro decisions or other actions that could be affected by the actual or apparent conflict. In particular, the employee should excuse himself or herself from discussions or communications with anyone on the matter. The employee and the employee's manager will record the recusal, and the employee shouldn't be involved in the matter or receive any documents or information about it.

If the disclosure or report concerns an auditing or accounting concern then, once the Director, Audit Services receives information from the Ethics Officer, he or she will perform a preliminary investigation to establish the validity and materiality of the information. The Director, Audit Services will report all auditing or accounting disclosures made under this Code to the Audit and Finance Committee of the board of directors on a quarterly basis. The Audit and Finance Committee of the board of directors of BC Hydro will review the quarterly report from the Director, Audit Services and direct further investigation where required.

We expect that most decisions about the application of the Code to employees will be resolved at an early stage. Early stage resolution involves an employee's direct manager as well as the Ethics Officer and BC Hydro human resources personnel, if required. If there is no resolution at this stage, the matter will be elevated to a more senior level in the employee's business group and within Human Resources.

## DIRECTORS

The Corporate Secretary will assist directors to fulfill their obligations under the Code (such as conflict of interest issues) by relying on written annual disclosures of personal interests submitted by directors to the Corporate Secretary. This assistance will include alerting a director to business coming before the board of directors (or board committee) that might raise actual or apparent conflicts of interest for that director. If a director considers that an actual or apparent conflict of interest exists, the Corporate Secretary will not circulate related materials to that director. A director in this situation needs to notify the Executive Chair (and Committee Chair, as applicable) of the situation and avoid any involvement with the item of business, including attending any meeting where it is being discussed.

If this occurs, the Corporate Secretary will record the directors' recusal in the minutes of the meeting. The director will only be provided with minutes of the meeting that record the decision made respecting that subject matter but not minutes detailing any related discussion.

## EXECUTIVE TEAM EMPLOYEES

The Corporate Secretary will provide copies of executive team employee's written annual disclosures of any personal interests to the President & COO, and will monitor Board business related to these disclosures in the same manner as described above regarding directors. If the President & COO considers that a particular executive responsibility could result in an actual or apparent conflict of interest for an executive team employee, the President & COO may assign that responsibility to another executive team employee.

An executive team employee with an actual or apparent conflict of interest related to a matter should, in addition to disclosing it, avoid influencing or participating in any BC Hydro decisions or other actions that could be affected by the actual or apparent conflict, including excusing himself or herself from discussions or communications with employees and the Board on the matter. The recusal will be recorded in any minutes that are maintained, and the executive team employee should not receive any information or documents relating to the matter.

## Exemptions

An exemption from the requirements of the Code may be granted in appropriate circumstances, if it's in the best interests of BC Hydro. The President & COO may grant exemptions for employees, the Executive Chair may grant exemptions for the President & COO and directors, and the Governance and Human Resources Committee of the Board may grant exemptions for the Executive Chair. We expect that circumstances giving rise to an exemption will arise rarely. In any case, an exemption will allow the continuation of circumstances that could otherwise be an actual or apparent conflict of interest under this Code or could breach this Code, although conditions may be attached to an exemption.

The exemption procedure is intended to allow BC Hydro to relieve you from complying with the conflict of interest or other Code requirements in circumstances where the benefit of the your involvement in a decision or action is in the best interests of BC Hydro, despite the actual or apparent conflict that arises from your personal interest. The exemption procedure also allows BC Hydro to waive compliance with other Code provisions where it's in the best interests of BC Hydro in the circumstances.

Any individual requesting an exemption is responsible for making full disclosure of all relevant facts and circumstances—even if they don't appear to support the exemption request. Full disclosure permits an evaluation of whether BC Hydro's best interests are being served by approving a request for an exemption. In addition to requiring internal approval by the President & COO, Executive Chair or Governance and Human Resources Committee, exemptions must also be approved by the Minister responsible for the Public Sector Employers' Council (see [Standards of Conduct Guidelines for the B.C. Public Sector](#)).

## Confidentiality and non-retaliation

The privacy of anyone who seeks advice or discloses a breach or potential breach under the Code will be respected by management of BC Hydro as much as is possible in the circumstances.

Any disclosures or reports under the Code will be treated as confidential and will only be disclosed if absolutely necessary (for example where there is a threat of serious harm). This confidentiality is subject to all laws, which may oblige us to disclose information. In addition, if you've made a report to the Ethics Officer or Code Advisor, you may be contacted if additional information is required for the investigation.

We will not permit any individual who, in good faith, has made a disclosure about another person or party having breached or potentially breached the Code to suffer any adverse consequences as a result. For any employee concerned about possible retaliation or reprisals for reporting an issue, the Ethics Officer can, on request, monitor the circumstances on your behalf and report any concerns to the executive responsible for Human Resources on a confidential basis.



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