

Director and Employee

Code of Conduct



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FOR GENERATIONS

Director and Employee Code of Conduct

Introduction

The Director and Employee Code of Conduct provides general guidance on the standards of conduct expected of Directors, Employees and Contractors of BC Hydro, including guidelines on conflict of interests. The guidelines applicable to Contractors are attached to this Code as Attachment 1. Within the Corporation there are other policies or procedures which complement or support the general Code of Conduct and reference is made to them throughout this Code.

See page 8 for Definitions of Terms used in the Code of Conduct and related documents.

BC Hydro recognizes the need to provide its Employees and Contractors with ready access to expert advice on Code related matters, including consistent and clear interpretation of its standards of business conduct and guidelines for conflict of interest. BC Hydro has created a senior managerial position, the Ethics Officer, reporting directly to the Chief Human Resources Officer, who is dedicated to serving this need and also to receiving any confidential concerns or reports of possible Code violations from Employees and Contractors. The Ethics Officer will also review, update or establish appropriate policy, guidelines, procedures and processes for BC Hydro's Code, inclusive of its conflict of interest guidelines.

In addition, to better ensure the neutrality and independence of the expert advice that is available to Directors, an external advisor (the "Code Advisor") has been retained to advise, receive disclosures and, if appropriate, to issue opinions to Directors on Code and conflict of interest matters which may arise from time to time. Executive Officers are expected to draw upon the expertise of either the Ethics Officer or the Code Advisor, as appropriate or as specifically directed under the Code, on any Code or conflict of interest issue.

The Ethics Officer and the Code Advisor will consult with one another as needed to ensure consistency in the application of the Code.

The fundamental relationship between Director and/or Employee and BC Hydro must be one of trust; essential to trust is a commitment to honesty and integrity.

Compliance with law

BC Hydro's Directors and Employees shall comply with all applicable provisions of laws and regulations of the countries in which BC Hydro operates. Directors and Employees shall contact BC Hydro's legal counsel if they have any questions regarding applicable laws.

No one in BC Hydro shall commit or condone an illegal act or instruct another Employee, partner or Contractor to do so.

Employees are expected to be sufficiently familiar with any legislation that applies to their work, to recognize potential liabilities and to know when to seek legal advice. If in doubt, ask for clarification from BC Hydro's legal counsel.

No Director or Employee shall create or condone the creation of a false record. No Director or Employee shall destroy or condone the destruction of a record, except in accordance with BC Hydro policies.

Directors and Employees must not engage in or give the appearance of being engaged in any illegal or improper conduct that is in violation of this Code.

Conflicts of interest*

Directors and Employees will perform their duties conscientiously and will not put themselves in a position in which their private interests and those of BC Hydro might be or perceived to be in conflict.

A Director or Employee has an actual conflict of interest when the Director or Employee is performing a duty or function of the position and in the performance of that duty or function has the opportunity to further his or her private interests.

There is an apparent conflict of interest when a reasonably well-informed person could perceive that a Director's or Employee's ability to perform a duty or function of the position was or will be affected by the Director's or Employee's private interests.

Every Director and Employee must avoid any situation in which there is an actual or apparent conflict of interest that could interfere or could be perceived to interfere with the Employee's or Director's judgment in making decisions in BC Hydro's best interests.

BC Hydro depends on the integrity of all Directors or Employees who have knowledge of a decision or activity of BC Hydro that involves or might involve a conflict of interest to disclose the circumstances. Assurance that no conflict of interest or other breach of this Code exists may be required, in writing, from time to time.

Every Director and Employee shall disclose all circumstances that constitute an actual or apparent conflict of interest.

Some conflicts are quite clear, but others are less obvious. BC Hydro recognizes that its Directors and Employees have perfectly legitimate outside interests; however, there may also be situations which could be perceived as a conflict of interest no matter how innocent the intentions of the Employee or Director.

The following are examples of circumstances where a Director's or Employee's private interests would be in conflict with the interests of BC Hydro:

1. an Employee who is responsible for awarding a BC Hydro printing contract is a partner in a printing firm that has tendered for that contract;
2. a Director discloses confidential information about future real estate acquisitions of BC Hydro to a close personal friend with whom the Director has had business dealings in the past;
3. the teenage son of an Employee who is negotiating a contract with an environmental consultant is offered and accepts a free week long trip on a northern BC river from the environmental consultant;
4. a Director who is aware of a significant contract being negotiated between a public company and BC Hydro purchases shares in the public company before the contract is announced publicly.

Directors or Employees who find themselves in an actual or apparent conflict of interest must disclose the conflict and abstain from voting or other actions that impact the outcome of the activity or business transaction. Full disclosure enables Directors and Employees to resolve unclear situations and gives an opportunity to dispose of or appropriately address conflicting interests before any difficulty can arise. More generally, such Directors and Employees should excuse themselves from discussions and communication with management and staff where the issues could raise an actual or apparent conflict.

The following provides a more detailed discussion of circumstances where a conflict of interest could arise and how BC Hydro expects its Directors and Employees to behave.

* Refer to Appendix A for further clarification on **Conflicts of Interest, Benefits and Outside Collaborative Activities**.

Outside business interests

In this discussion, “business activity” refers to ownership, participation in decision-making as a member of a board of directors, or engagement as an advisor or consultant or as an active member of staff in any position.

Employees should declare their outside business activities at the time of engagement and are required to limit outside business activities to avoid any conflicts of interest or other breaches of the provisions of the Code. Notwithstanding any outside business activities, Employees are required to act in the best interests of BC Hydro.

No Employee or Director should hold a substantial private interest, directly or indirectly, through a relative, friend or associate, or hold or accept a position as an officer or director, in an entity where by virtue of his or her position in BC Hydro the Director or Employee could in any way benefit the entity by influencing the decisions of BC Hydro.

Confidential information

A Director or Employee should at all times maintain the confidentiality of all confidential information and all records of BC Hydro and must not make use of or reveal such information or records except in the course of performance of their duties or unless the documents or information become a matter of general public knowledge.

Similarly, Directors or Employees may not use confidential information obtained through their association or employment with BC Hydro to further their private interests or the private interests of their friends or relatives.

A Director or Employee using BC Hydro’s computer data base or electronic mail system will be expected to comply with any internal policies and procedures that guide the storage, use and transmission of information through this medium.

Investment activity

Directors or Employees may not, directly or indirectly, through friends, relatives or associates, acquire or dispose of any interest, including publicly traded shares, in any entity when in possession of confidential information obtained in the performance of their duties with BC Hydro which could affect the value of such interest.

Each province has its own legislation on “insider trading”, which means buying or selling securities on the basis of “inside” knowledge not available to the public. Penalties are severe for violations and Directors or Employees who trade in, or are contemplating trading in securities, should familiarize themselves with the relevant legislation.

Outside employment*

BC Hydro Employees may hold outside jobs or engage in modest self-employment activities on their own time, using their own resources, and in a manner not adversely affecting their performance or objectivity for BC Hydro.

However, no BC Hydro Employee, may accept work with a competitor, or with any entity that could lead to a conflict of interest or situation prejudicial to BC Hydro’s interests.

Non-profit and professional associations

BC Hydro encourages its Employees to contribute to their communities through involvement with charitable, community service and professional organizations. However, Employees should only use BC Hydro time or resources for such activities with the prior agreement of management.

From time to time, individual Directors and Employees reach positions of leadership in non-profit associations where they may be viewed as spokespersons for those groups. In such situations, the individuals should ensure that they are seen as speaking for their organization or as individuals, and not as an Employee or spokesperson of BC Hydro.

* Refer to Appendix B for further clarification on **Outside Employment**.

Entertainment, gifts and benefits

In this discussion, “gifts or benefits” include cash, preferred loans, securities or secret commissions.

It is essential to efficient business practices that all those who do business with BC Hydro, as contractors or customers, have access to BC Hydro on equal terms.

Directors and Employees and their associates should not accept entertainment, gifts or benefits which grant or appear to grant preferential treatment to a potential or actual contractor of BC Hydro. Any entity offering such inducement must cease this practice; a business relationship with BC Hydro will be conditional on compliance with this Code.

Similarly, no Director or Employee may offer entertainment, gifts or benefits in order to secure preferential treatment for BC Hydro.

Gifts, entertainment and benefits may only be accepted or offered by a Director or Employee in the normal exchanges common to business relationships. The following criteria will guide your judgment:

1. the gift, entertainment or benefit would be considered by the business community to be within the bounds of propriety taking into account all the circumstances of the occasion;
2. the exchange does not nor is it expected to create an obligation;
3. it occurs infrequently; and
4. it could be justified on a BC Hydro expense statement if the Employee or Director offers rather than receives it.

Inappropriate gifts that are received by a Director or Employee should be returned to the donor and may be accompanied by a copy of this Code. Perishable gifts can be donated to a charity and the donor notified. In some cultures or business settings, the return of a gift or refusal of a favour, benefit or entertainment would be offensive; in these cases, or when a gift is inappropriate, an Employee shall refer the circumstances to the Ethics Officer. Directors and Executive Officers shall refer the circumstances to either the Ethics Officer or the Code Advisor. Full and immediate disclosure of borderline cases will always be taken as good-faith compliance with this Code.

Business relations with Contractors

BC Hydro will deal fairly and openly with all its Contractors and will facilitate access to its business by all entities, provided conditions of quality, reliability and competitiveness are met.

No Director or Employee may benefit directly or indirectly from BC Hydro’s business relationships unless the benefit is an ancillary benefit that BC Hydro intends its Directors or Employees to enjoy.

Professional development

BC Hydro encourages and supports the professional development of its Employees. Where staff are members of a recognized profession, they are expected:

1. to keep abreast of professional developments in their field;
2. to perform their duties in accordance with the recognized standards of that profession; and
3. to abide by any code of ethics adopted by their professional association.

Environment and safety

Environmental protection is a fundamental BC Hydro value; every Director and Employee has a role in ensuring BC Hydro's operations comply with environmental legislation and standards.

Safety must be everyone's concern. BC Hydro is committed to providing all Employees a safe, healthful and harassment-free workplace and to ensuring safe and respectful work practices and conditions.

Management and Directors have both a legal and a moral responsibility for safety and the protection of the environment, and every manager has a specific obligation in this respect.

Every Employee has a personal responsibility to take all prudent precautions in every activity, not just to ensure personal safety, but also to avoid creating any danger to others or demonstrating behaviour which can be reasonably construed as discrimination or harassment.

Use of Corporation property

BC Hydro assets must not be misappropriated for personal use by Directors or Employees.

Directors and Employees are entrusted with the care, management and cost-effective use of BC Hydro's property, including the use of BC Hydro's name, and should not make significant use of these resources for their own personal benefit or purposes.

Directors and Employees should ensure that all BC Hydro property assigned to them is maintained in good condition and should be able to account for such property.

Directors and Employees may not dispose of BC Hydro property except in accordance with the guidelines established by the Investment Recovery Manager or other designated Employee.

Patents and discoveries

Employees are often engaged in various forms of research or problem solving for BC Hydro. The product of their efforts produced within the scope of their employment belongs to BC Hydro, whether the product was concluded while actually at work or not.

Such products include computer programs, technical processes, inventions, research methods, reports or articles and any other form of innovation or development. Patents, rights or copyright, as appropriate, must be assigned by Employees to BC Hydro.

Political Participation

Directors and Employees are encouraged to participate fully as private citizens in the democratic process at any level, including campaigning in elections and running for or holding public office.

However, Directors and Employees engaging in the political process should do so on their own time and must take care to separate their personal activities from their association with BC Hydro.

Responsibility

BC Hydro is determined to behave, and to be perceived, as an ethical corporation. Each Director and Employee must adhere to the standards described in this Code of Conduct, and to the standards set out in applicable policies, guidelines or legislation.

An Employee's failure to adhere to these standards could lead to disciplinary action and the policies and procedures currently in place at BC Hydro respecting disciplinary action will apply.

A Director's failure to adhere to these standards could result in a recommendation for removal from office.

To demonstrate our determination and commitment, BC Hydro asks each Director and Employee to review the Code periodically throughout the year.

Integrity, honesty, and trust are essential elements of our business success. Any Director or Employee who knows or suspects that this Code of Conduct has been or is likely to be breached has a responsibility to report it.

Seeking Advice/Making Disclosures/Reporting Concerns

For Employees, your immediate manager will provide guidance on any item in this Code of Conduct. You should consider your manager to be your first point of contact whether you require advice, wish to make a disclosure or report a concern. You may then be directed to the sources of information, including relevant corporate policy, or be referred to one of the authorities mentioned below.

If the issue is one which you feel unable to discuss with your immediate manager, you should approach the next level of management or a member of BC Hydro's senior management, or the Ethics Officer. Directors may wish to discuss such matters with the Board Chair, the Chair of the Corporate Governance Committee and/or the Code Advisor. Directors and Executive Officers are also required to make annual disclosures of their private interests in the manner prescribed in Attachment 2.

A concern may also be reported anonymously through the External Reporting Service. This can be done by phone or via web portal using contact details made available through corporate communications and other means.

The privacy of anyone who discloses a breach or potential breach under this Code of Conduct will be respected by management of BC Hydro as much as is possible in the circumstances. Management of BC Hydro is responsible for ensuring that any individual who, in good faith, has made a disclosure of a breach or potential breach of this Code of Conduct does not suffer any adverse consequences as a result. All disclosures or reports will be kept strictly confidential unless the matter disclosed or reported constitutes an actual or potential threat of serious harm to BC Hydro, its Employees or to the general public. In that event, the recipient of the disclosure or report will act in accordance with the procedures established in Attachments 3A and 3B.

Exemptions from Code requirements

An Employee or a Director may request an exemption from a requirement of this Code in accordance with the published administrative procedures. See Exemption Procedures for Employees (Attachment 4A), Directors (Attachment 4B), and Policy Guidelines (Attachment 4C).

In extraordinary circumstances and where it is clearly in the best interests of BC Hydro to do so, the President and CEO of BC Hydro or its subsidiaries, as the case may be, may grant to an Employee an exemption from the requirements of this Code to allow the continuation of circumstances that would otherwise be considered an actual or apparent conflict of interest under this Code or that would be considered a breach of this Code. Conditions may be attached to an exemption. In extraordinary circumstances and where it is clearly in the best interests of BC Hydro to do so, the Board Chair may exempt a Director of its Board or the Board of Directors of any of its subsidiaries from a requirement of this Code following full and detailed disclosure by the Director of all material and relevant circumstances respecting the matter. Conditions may be attached to an exemption.

If a Director or Employee is exempted from a requirement of this Code for the continuation of circumstances that would otherwise be considered an actual or apparent conflict of interest, the Director or Employee must refrain from participating in any way in any decision-making respecting the subject matter of the conflict of interest except to the extent specifically authorized in the decision granting the exemption.

Note: *The provisions of this Code of Conduct are in addition to, and not in substitution for, any obligation to BC Hydro imposed upon a Director or Employee by common law, equity or statute. Compliance with the Code shall not relieve a Director or Employee from any such obligations.*

Definitions

Throughout this Code and in any related or referenced documents,

“associate” means

- 1 a spouse of the Director or Employee,
- 2 a son or daughter of a Director or Employee or of the spouse of a Director or Employee if the son or daughter is under 19 years of age or is living in the family residence of the Director or Employee,
- 3 a relative of the Director or Employee who is living in the family residence of the Director or Employee,
- 4 a corporation of which the Director or Employee beneficially owns, directly or indirectly, more than 20 per cent of the voting rights attached to all outstanding voting securities of the corporation,
- 5 a corporation of which a person referred to in paragraph 1 or 2 beneficially owns, directly or indirectly, more than 20 per cent of the voting rights attached to all outstanding voting securities of the corporation, or
- 6 a trust or estate in which the Director or Employee has a substantial beneficial interest or for which the Director or Employee serves as trustee;

“BC Hydro” means the British Columbia Hydro and Power Authority and includes its subsidiaries and related corporations, if any, as the case may be;

“Code” means the BC Hydro Director and Employee Code of Conduct;

“confidential information” includes business, operating and marketplace information about BC Hydro, personal information about Employees and customers of BC Hydro, information about the business interests of customers, suppliers or other third parties with whom BC Hydro business relationships and information provided by legal counsel;

“contractor” includes a supplier or consultant of BC Hydro and a BC Hydro business associate such as its partner or joint-venturer;

“Director” means a member of the Board of Directors of British Columbia Hydro and Power Authority or of any of its subsidiaries which are operating companies as specified by the Corporate Secretary from time to time;

“Executive Officer” means the President of BC Hydro and his or her executive team.

“External Reporting Service” means any third party confidential reporting service provider which may, from time to time, be retained by BC Hydro for the purpose of receiving anonymous reports and disclosures under the Code.

“friend” includes an individual with whom the Director or Employee is connected by frequent or close association;

“private interest” means a pecuniary or economic interest or advantage and includes any real or tangible benefit that personally benefits the Director or Employee or his or her associate but does not include an interest arising from the performance of the Director's or Employee's official duty or function that applies to the general public, affects an individual as one of a broad class of the public, or concerns the Director's or Employee's remuneration and benefits received in that capacity;

“relative” means a relative by blood, adoption or marriage;

“substantial private interest” means a private interest that is substantial enough in the particular circumstances to benefit materially from a decision of BC Hydro;

“spouse” means a person the Director or Employee is married to or with whom the Director or Employee is living in a marriage-like relationship, including a person of the same gender, but does not include a person from whom the Director or Employee is separated or living apart and with whom the Director or Employee has entered into an agreement to live apart or who is the subject of an order of a court recognizing the separation.

Code of Conduct guidelines applicable to BC Hydro contracts

Attachment 1 to Director and Employee Code of Conduct

In its ongoing efforts to ensure that BC Hydro and its subsidiaries behave and are perceived to behave as ethical corporations, BC Hydro has adopted a Code of Conduct that provides guidelines for the behaviour of its Directors, Officers and Employees and for BC Hydro's expectations of the behaviour of its suppliers, consultants, contractors and business associates.

Unless it is inappropriate to do so, the guidelines set out below are to be included in every tender call, request for proposals and contract with BC Hydro and its subsidiaries.

A supplier, consultant, contractor or business associate may be required to give assurances that it conducts itself in accordance with the standards set in these guidelines before it will be considered qualified to enter into a business relationship with BC Hydro.

A supplier, consultant, contractor or business associate with which BC Hydro has a contract will be expected to comply with the standards set in these guidelines. Failure to do so may be treated by BC Hydro as a reason for terminating the contract. In some cases, other terms of a specific contract may impose a higher standard. In these cases, the contract terms with the higher standards apply.

Guidelines

In these guidelines:

"BC Hydro" means BC Hydro and Power Authority or any of its subsidiaries that has entered into the Contract described in these guidelines;

"Contractor" means the contractor, consultant, supplier or business associate who has a contract with BC Hydro in which these guidelines are included as a term of the contract.

*1. The Contractor shall act at all times with integrity and honesty

- a) in its dealings with BC Hydro, and
 - b) in its dealings with a third person if, in those circumstances, the Contractor is acting as a representative of or on behalf of BC Hydro.
1. If the conduct of business with a competitor of BC Hydro during the term of the Contract would require the Contractor to act contrary to the best interests of BC Hydro, the Contractor shall not conduct such business unless the Contractor has the prior written permission of BC Hydro.
 2. Before the Contract is entered into and from time to time as circumstances require, the Contractor shall disclose in writing to BC Hydro to the best of the Contractor's knowledge:
 - a) any business relationship that the Contractor or any of its owners or officers has with a Director or Employee of BC Hydro,

* See next page.

- b) the name of any Director or Employee of BC Hydro who is a relative of the Contractor or any of its owners or officers, and
 - c) the name of any Director or Employee of BC Hydro with whom the Contractor or any of its owners or officers is connected by frequent or close association.
4. The Contractor shall read BC Hydro's Code of Conduct that is available from Hydro's contract representative or available at BC Hydro's web site at www.bchydro.com and shall take all reasonable steps to avoid placing a Director or Employee of BC Hydro in a conflict of interest as contemplated by the Code.
- *5. The Contractor shall keep confidential all information provided to it by BC Hydro or developed during performance of the Contract and shall not use that information for any purpose unrelated to performance of its obligations under the Contract.
1. If the Contractor is given access to any BC Hydro property in order to perform the Contract, the Contractor shall use that property solely for purposes of performance of the Contract.
 2. The Contractor shall not attempt to secure preferential treatment with BC Hydro by offering entertainment, gifts or benefits to BC Hydro Directors or Employees. Reasonable exchanges common to business relationships are acceptable.
 3. Unless the Contractor has the express permission of BC Hydro, the Contractor shall not offer employment to a BC Hydro Employee during the term of the Contract.
 4. The Contractor shall provide its employees, including any Employees of BC Hydro with whom the Contractor has a close working relationship, with a safe and healthy workplace that is harassment and discrimination free.
 5. The Contractor shall ensure that when it is participating in any public discussions or taking a position of leadership in other organizations that it does not represent itself as a spokesperson of BC Hydro unless the Contractor has been retained specifically to act in that capacity.

Contractors who wish further information or advice on the application of these guidelines to particular circumstances are encouraged to speak to BC Hydro's contract representative.

Clarification

Issued August 2000

This discussion provides clarification of the intention of Item 3 of the Code of Conduct Guidelines applicable to BC Hydro Contracts which refer to "owners" of a Contractor. The following may be used to determine whether a disclosure is required for a particular owner of the Contractor.

If the Contractor is a corporation with more than two shareholders, a disclosure will only be required for a shareholder who is:

1. an individual who beneficially owns, directly or indirectly, more than 20 per cent of the voting rights attached to all outstanding voting shares of the Contractor, or
2. an individual who together with his or her associate** beneficially owns, directly or indirectly, more than 20 per cent of the voting rights attached to all outstanding voting shares of the Contractor.

* See Clarification issued September 2005 in this attachment to the Code (overleaf) on "**Conflicts of Interest**", "**Integrity and Honesty**", and "**Confidentiality**" (items 1 and 5 above).

If a Contractor is a partnership with more than two partners, a disclosure will only be required for a partner who is:

1. an individual who beneficially owns, directly or indirectly, more than 20 per cent interest in the partnership, or
2. an individual who together with his or her associate** beneficially owns, directly or indirectly, more than 20 per cent interest in the partnership.

***“associate” means

1. a spouse*** of the shareholder or partner,
2. a son or daughter
 - of the shareholder or partner, or
 - of the spouse of the shareholder or partner,if the son or daughter is under 19 years of age or is living in the family residence of the shareholder or partner, or
3. a relative of the shareholder or partner who is living in the family residence of the shareholder or partner.

****“spouse” means a person to whom the shareholder or partner is married or with whom the shareholder or partner is living in a marriage-like relationship, including a person of the same gender, but does not include a person from whom the shareholder or partner is separated or living apart and with whom the shareholder or partner has entered into an agreement to live apart or who is the subject of an order of a court recognizing the separation.

Clarification

Issued September 2005

This discussion provides clarification of items 1 and 5 of the Code of Conduct Guidelines applicable to BC Hydro Contracts with respect to Conflicts of Interest; Integrity and Honesty; and Confidentiality.

Item 1

Item 1 states: The Contractor shall act at all times with integrity and honesty

- a) in its dealings with BC Hydro, and
- b) in its dealings with a third person if, in those circumstances, the Contractor is acting as a representative of BC Hydro.

Although this obligation has a broader scope than this discussion, this document is intended to address specifically the issue of conflicts of interest that may arise in the course of a Contractor providing services to BC Hydro or otherwise acting for or on behalf of BC Hydro. In such circumstances BC Hydro expects that a Contractor acting with integrity and honesty will conduct itself as follows:

1. At all times during the term of a contract, the Contractor will avoid any potential conflicts of interest between its interests and those of BC Hydro.
2. Before a contract is entered into, the Contractor will make a written disclosure of any potential conflicts of interest that might arise during the term of the contract.
3. If a potential or actual conflict of interest arises during the term of an existing contract, the Contractor will make a written disclosure of the circumstances at the earliest possible opportunity to the BC Hydro representative responsible for the contract.
4. After making the required written disclosure, the Contractor will take any steps reasonably required by BC Hydro to ensure that BC Hydro's interests are protected, including refraining from any activity or ceasing any activity that has given rise to the conflict of interest. For these purposes, BC Hydro's interests include non-economic considerations such as reputation.

These expectations are consistent with those required of the Employees and Directors of BC Hydro as set out in its Code of Conduct for Employees and Directors.

Potential conflicts of interest are more likely to occur if the Contractor has been engaged to perform the following types of activities:

- 1 To administer or manage other BC Hydro contracts. For example, if the Contractor is engaged to administer or manage the contract of another BC Hydro contractor that is a competitor of the Contractor, the Contractor has a conflict of interest if it has access to the other contractor's proprietary information or methods for carrying out the contract or if the Contractor has the opportunity to treat the other contractor in an inequitable or unfair manner.
- 2 To carry out purchasing functions including preparing all or part of the tender documents or RFPs, conducting the tendering or RFP process, recommending award of contracts. For example, if the Contractor has been engaged to prepare the scope of work or services for a contract upon which it, or any related business (see interpretation at the end of this discussion), intends to or is considering submitting a bid or proposal, the Contractor has a conflict of interest.
- 3 To develop or manage a budget. For example, if the Contractor has been engaged to develop or manage a budget for BC Hydro operations and the Contractor's current business relationship or future business relationship with BC Hydro is or could be affected by that budget, the Contractor has a conflict of interest.
- 4 To provide services to or manage a special project. For example, if the Contractor has been engaged to evaluate BC Hydro's needs in respect of a certain issue e.g. adequacy of equipment; business organization, and the Contractor is in the business of supplying or refurbishing equipment or providing business management services, the Contractor has a conflict of interest.
- 5 To conduct negotiations on behalf of BC Hydro. For example, if the Contractor has the opportunity in these negotiations to benefit itself – other than as contemplated in the contract with BC Hydro – the Contractor has a conflict of interest.
- 6 To speak for BC Hydro.

The Contractor has an actual conflict of interest if the Contractor, while performing these activities, has the opportunity to further its own interests. The Contractor has an apparent conflict of interest when a reasonably well informed person could perceive that the Contractor's ability to perform these activities was or may be affected by the Contractor's interests.

For purposes of this discussion, a Contractor's interests include the interests of the Contractor's directors, officers, employees and of a related business.

For purposes of this discussion, "related business" includes, but is not limited to:

1. an affiliate, as defined in the Business Corporations Act SBC 2002, as amended from time to time, of the Contractor;
2. an owner as described in the Clarification Statement issued August 2000 in respect of the Code of Conduct Guidelines applicable to BC Hydro Contracts; and
3. any other entity in which the Contractor has an ownership or financial interest.

Item 5

Item 5 of the Guidelines, although dealing specifically with confidential information, is often related to Item 1 discussed above.

Item 5 states: The Contractor shall keep confidential all information provided to it by BC Hydro or developed during performance of the Contract and shall not use that information for any purpose unrelated to performance of its obligations under the Contract.

A Contractor acting with integrity and honesty will take special care to ensure that any confidential information it has been provided by BC Hydro or that it has developed for BC Hydro will not be used for its own purposes. For example, this information should not be used by the Contractor to prepare any bids or proposals in response to a BC Hydro tender or proposal call or to take advantage of any business opportunities disclosed in the information or to acquire a competitive advantage over other businesses or to harm BC Hydro.

For further advice on issues relating to conflicts of interest or confidentiality of information please contact your BC Hydro representative responsible for the contract or BC Hydro's Ethics Officer.

Notes

Protocol to avoid Directors' and Executive Officers' conflicts of interests

Attachment 2 to Director and Employee Code of Conduct

PART 1 - Directors

Disclosure to Code Advisor

At the time of appointment, each Director will meet with the Code Advisor

1. to disclose to, and discuss with, the Code Advisor private interests that the Director and his or her associates have in order to assist the Director in determining whether such private interests could result in an actual or apparent conflict of interest under the Code, and
2. to discuss any steps that should be taken to avoid or manage such conflicts of interest.

In addition, each Director will meet the Code Advisor annually, usually in April, to update and review his or her disclosures for the purposes set out above. The Corporate Secretary will establish procedures to facilitate these meetings and disclosures.

Report to the Corporate Secretary

Following any meetings with, or disclosures to, the Code Advisor, Directors will report to the Corporate Secretary the general nature of the private interests that could result in a conflict of interest under the Code using the form prescribed by the Corporate Secretary. At the request of the Director, the Code Advisor may report such disclosure, on the Director's behalf, to the Corporate Secretary. A Director will report to the Corporate Secretary in a timely manner any material changes in these disclosures. The Corporate Secretary will maintain a record of these disclosures and will update the record with any material changes reported by a Director.

Agendas of board and board committee meetings

Relying on information that has been made available to the Corporate Secretary, the Corporate Secretary will monitor the subject matter of board or committee agendas for potential conflicts of interest for individual Directors.

If the Corporate Secretary has reason to believe that an agenda item could result in a conflict of interest for a Director, the Corporate Secretary will make reasonable efforts to discuss the issue generally with the Director before circulating background information to that Director on that subject matter.

The Corporate Secretary will prepare a board or committee agenda that is detailed enough for a Director to identify a potential conflict of interest and, whenever it is practical to do so, will circulate the agenda to the Directors before circulating the background materials.

If a Director identifies a conflict of interest in an agenda item, the Director will:

1. advise the Corporate Secretary that the Director should not be sent the background materials in respect of that agenda item, or
2. return the background materials on that item.

In either event, the Director will advise the Corporate Secretary that he/she is declaring a conflict of interest.

Declaration at meeting

The Director will declare to the board or the committee, as the case may be, the general nature of the conflict of interest when the subject matter arises on the agenda of the board or committee meeting and will leave the meeting until the discussion on that item is completed and a decision, if any, has been made.

If a Director makes a declaration of conflict of interest and leaves the meeting, the Corporate Secretary will record these facts in the minutes of the meeting.

A Director will not participate in the discussions, make any attempt to influence the discussions or vote on the subject matter of an agenda item in respect of which the Director has made a declaration of conflict of interest. More generally, a Director with an actual or apparent conflict of interest should excuse himself or herself from discussions or communications with management and staff where the issues could raise an actual or apparent conflict.

If a Director has made a declaration in respect of certain subject matter, the Director will only be provided minutes of the meeting that record the decision made respecting that subject matter but not minutes of any discussion that took place.

Responsibility of Directors

The foregoing is intended to introduce an additional process for helping to identify and avoid Directors' conflicts of interest. Nothing in this Protocol relieves Directors from the responsibility for fully complying with the Code.

PART 2 – Executive Officers

Executive Officers' responsibilities

At the time of appointment as an Executive Officer, each Executive Officer will meet with the Code Advisor

1. to disclose to, and discuss with, the Code Advisor private interests that the Executive Officer and his or her associates have in order to assist the Executive Officer in determining whether such private interests could result in an actual or apparent conflict of interest under the Code, and
2. to discuss any steps that should be taken to avoid or manage such conflicts of interest.

In addition, each Executive Officer will meet the Code Advisor annually, usually in April, to update and review his or her disclosures for the purposes set out above.

Following any meetings with, or disclosures to, the Code Advisor, Executive Officers will report to the Corporate Secretary the general nature of the private interests that could result in a conflict of interest under the Code using the form prescribed by the Corporate Secretary. At the request of the Executive Officer, the Code Advisor may report such disclosure, on the Executive Officer's behalf, to the Corporate Secretary. An Executive Officer will report to the Corporate Secretary in a timely manner any material changes in these disclosures. The Corporate Secretary will maintain a record of these disclosures and will update the record with any material changes reported by an Executive Officer. The Corporate Secretary will also provide copies of such disclosures to the President from time to time.

If the Executive Officer has reason to believe that a particular responsibility could result in an actual or apparent conflict of interest for the Executive Officer, the Executive Officer will advise the President who may determine to assign or reassign that responsibility to another Executive Officer.

An Executive Officer with an actual or apparent conflict of interest related to a matter should excuse himself or herself from discussions or communications with management and staff on the matter with such recusal being recorded in any minutes that are maintained and should not receive any information or documents relating to such matter.

The foregoing is intended to introduce an additional process for helping to identify and avoid Executive Officers' conflicts of interest. Nothing in this Protocol relieves Executive Officers from the responsibility for fully complying with the Code.

Procedure for disclosure to the Ethics Officer or Code Advisor.

Attachment 3A to Director and Employee Code of Conduct

The following document has been issued to provide information to the Directors and Employees of BC Hydro and its subsidiaries on how the Ethics Officer and Code Advisor will, in most cases, address the reporting or disclosure of a breach or possible breach of the Code of Conduct.

In this document,

“**Advisor**” means the Ethics Officer or Code Advisor, as the case may be;

“**disclosing person**” means a person who is reporting or disclosing circumstances which the person believes are a breach or possible breach of the Code.

Caution

At the earliest opportunity, the Advisor will advise a disclosing person of the confidentiality/privacy policies set out in this document.

Encouragement to report to management

If the Advisor is of the opinion that the circumstances related are a breach or possible breach of the Code, the Advisor will encourage the disclosing person:

1. who is an Employee, to report the circumstances to his or her manager or another member of management in whom the Employee has confidence, or
2. who is a Director, to report the circumstances to the Board Chair.

If the disclosing person is reluctant to report the circumstances, the Advisor will offer to provide assistance in making this report by attending with the person, by reporting the circumstances on that person's behalf or by any other means the Advisor considers to be appropriate in the circumstances.

Employee concern about reprisals

If the disclosing person is an Employee and is concerned about possible reprisals for reporting the circumstances to management, the Advisor will offer to monitor the circumstances and will report these concerns to the Vice-President, Human Resources on a confidential basis.

Advisor conclusion on potential harm

If the disclosing person has indicated an intention *not* to report the circumstances to management or the Board Chair, the Advisor:

- 1 will record the advice and offers of assistance given and provide a copy to the disclosing person, and
- 2 will assess whether the disclosed circumstances are likely to cause serious harm to a member of the public or to BC Hydro or its Employees.

For these purposes “serious harm” includes physical injury, significant financial loss, significant damage to or loss of property and loss of commercial reputation.

No serious harm

If the Advisor concludes that the disclosed circumstances are not likely to cause serious harm, both the fact of the disclosure and the Advisor’s advice to the disclosing person will be kept confidential.

The Advisor will not take any further steps in respect of the specific disclosure but may refer to the circumstances in a general way in any subsequent reports given to the Board Chair or to its Board of Directors.

Serious harm

If the Advisor concludes that the disclosed circumstances are likely to cause serious harm, the Advisor will advise the disclosing person of this conclusion and whether the Advisor intends to discuss the disclosed circumstances with a manager or the Board Chair.

If the Advisor discusses these disclosed circumstances with a manager and is not satisfied that the disclosure will be or has been dealt with appropriately, the Advisor may make a report to the Board Chair.

If the Advisor believes that these disclosed circumstances affect more than one operation or business unit of BC Hydro or is a matter of more general concern, the Advisor may make a report to the Board Chair.

Protection of privacy

If the Advisor discusses these disclosed circumstances with a manager or the Board Chair, the Advisor, the manager and the Board Chair will make reasonable efforts to protect the privacy of the disclosing person. However, this privacy may not be protected if:

1. the disclosing person has reported his or her own breach of the Code to the Advisor and, contrary to the specific advice of the Advisor, has refused to report the circumstances to a manager or the Board Chair, or
2. the disclosing person appears to have deliberately misrepresented the disclosed circumstances.

Investigation

The Advisor may recommend to the Board Chair that an investigation be conducted into these disclosed circumstances.

Opportunity to respond

If it has been alleged that a person has breached or may have breached the Code and these circumstances have been reported to management, the person, in respect of whom the allegations have been made, should be informed of the allegations and given the opportunity:

1. to respond to them, and
2. where appropriate, to contribute to the discussions on how the breach could be remedied.

Disciplinary action

If these allegations lead to disciplinary action, the procedures currently in place at BC Hydro respecting disputed disciplinary action apply.

Procedure for confidential reporting of financial concerns - Issued January 2004

Attachment 3B to Director and Employee Code of Conduct

Background

The *Sarbanes-Oxley Act of 2002* represents the most significant change to accounting requirements and securities laws since the 1930s. The legislation applies to all companies with reporting requirements to the United States Securities and Exchange Commission.

Sarbanes-Oxley provides for increased corporate responsibility, increased penalties for accounting or auditing improprieties and the protection of shareholders. As a result, its provisions are increasingly considered a best practice for companies operating outside the U.S. Securities and Exchange reporting environment.

Where practicable and useful, the Board of Directors believes that certain recommendations from *Sarbanes-Oxley* should be adopted by BC Hydro.

Guidelines for accounting and auditing complaints – protection of ‘whistleblowers’

Sarbanes-Oxley states:

“Each Audit Committee shall establish procedures for:

1. the receipt, retention and treatment of complaints received by the issuer regarding accounting, internal accounting or auditing matters, and
2. the confidential, anonymous submission by employees of the issuer of concerns regarding questionable accounting or auditing matters. “

Your responsibility – what this means to you

Consistent with BC Hydro’s conduct expectations, Employees of BC Hydro and its Subsidiaries are expected to adhere to the standards described in the Code of Conduct, as well as to the Corporation’s corporate policies and procedures.

Employees have the responsibility to report a breach or suspected breach of the Code of Conduct including any concerns about questionable accounting or auditing practices.

These procedures do not replace other responsibilities and obligations under the Code of Conduct, but rather outline the process in place to enable you to make confidential disclosure of accounting or auditing concerns to the Audit and Risk Management Committee of the Board of Directors of BC Hydro.

If you encounter a questionable accounting or auditing practice, you are of course encouraged to raise this issue first with your Manager. Management has an obligation under the Code of Conduct to respect your privacy as much as is possible in the circumstances when addressing the reported concern and to ensure that you do not suffer any adverse consequences as a result of making this report in good faith.

If you are not comfortable speaking with your Manager, or if your reporting of the concern to your Manager has not resulted in resolution of the issue, you should report your concern in confidence to the Ethics Officer.

Under these procedures, the Ethics Officer will forward the reported information to BC Hydro's Audit Services Group – without disclosing your name. The confidentiality of your report will be strictly maintained, however the Ethics Officer may need to contact you again to obtain additional information that Audit Services may require to conduct its investigation.

As is the case with all reports made under the Code of Conduct, if you are concerned about possible reprisals for reporting an issue, the Ethics Officer can, on request, monitor the circumstances on your behalf and report any concerns to the Vice-President responsible for Human Resources on a confidential basis.

Role of Ethics Officer

1. Whether reported directly or through the External Reporting Service, the Ethics Officer will receive and log accounting and auditing concerns received from Employees in confidence under these procedures.
2. The Ethics Officer will forward information respecting each report made under these procedures to BC Hydro's Audit Services Group without disclosing the name of the Employee who made the report. However, in the event the Ethics Officer is made aware of a concern respecting BC Hydro's Audit Services Group, such disclosure will be provided directly to the Chair of the Audit and Risk Management Committee.
3. The Ethics Officer will receive a copy of the quarterly report provided by BC Hydro's Audit Services Group to the Audit and Risk Management Committee.

Role of BC Hydro's Audit Services group

1. Audit Services will perform a preliminary investigation to establish the validity and materiality of the information forwarded by the Ethics Officer in a report made under these procedures.
2. Audit Services will summarize and report on all disclosures made under these procedures to the Audit and Risk Management Committee of the Board of Directors on a quarterly basis.

Role of the Audit and Risk Management Committee

The Audit and Risk Management Committee of the Board of Directors of BC Hydro will review the quarterly report from Audit Services and direct further investigation and follow-up where required.

Employee exemption procedure for the Code of Conduct

Attachment 4A to Director and Employee Code of Conduct

It is anticipated that upon occasion it may be appropriate and in the best interests of BC Hydro or its subsidiaries to permit the continuation of circumstances that would otherwise be considered a conflict of interest under or a breach of the Code of Conduct. Accordingly, the Code of Conduct allows a Director or Employee to request an exemption from the provisions of the Code of Conduct.

The purpose of this document is to set out the procedure for an Employee who wishes to request this exemption.

Who may make the request for an exemption?

A request for an exemption may be made by an Employee or by a manager on behalf of the Employee and with the Employee's consent.

To whom should it be sent?

A request by an Employee for an exemption should be sent directly to the attention of the President/CEO of BC Hydro, if the Employee is an Employee of BC Hydro and to the President/CEO of the subsidiary, if the Employee is an Employee of a subsidiary.

If a manager makes the request on behalf of an Employee, the manager will provide the Employee with a copy of the request. If the Employee makes the request, the Employee will provide the Employee's manager with a copy of the request.

What information should be included in the request?

A request for an exemption should set out at least the following information:

- 1 a statement of the specific nature of the exemption being requested, including the provision of the Code from which the exemption is requested.
- 2 a full and complete statement of all material and relevant circumstances relating to the request being made, including the name of the Employee and the Employee's job description. This statement must be prepared and signed by the Employee even if the request is being made by the Employee's manager.
- 3 the reasons why it may be considered appropriate to give the exemption.
- 4 in the case of an exemption from the conflict of interest provisions, a statement of the steps the Employee will take or has taken to avoid participating in any decision or activity relating to the disclosed circumstances.
- 5 a statement of whether or not the Employee has discussed the request with the Employee's manager.

What the Employee should expect in reply?

The President/CEO will acknowledge in writing that the request has been received and may request additional information from the Employee or the Employee's manager.

The President/CEO will advise the Employee in writing of the decision on the request. If the exemption request is granted, the President/CEO may impose conditions on the exemption granted.

Who will be advised of the decision?

The President/CEO will provide the Employee's manager and the Ethics Officer with a copy of the request for an exemption and of the decision on the request.

If an Employee of a subsidiary has made a request for an exemption, the President/CEO of the subsidiary will also provide the President/CEO of BC Hydro and the Ethics Officer with the same copies.

Director exemption procedure for the Code of Conduct - Issued July 2002

Attachment 4B to Director and Employee Code of Conduct

This document sets out the procedure for a Director of BC Hydro or its subsidiaries to request an exemption from a provision of the Code of Conduct. An exemption will only be granted in extraordinary circumstances and where it is clearly in the best interests of BC Hydro or its subsidiary to do so.

Who may make the request for an exemption?

A request for an exemption should be made in writing by a Director personally. In the case of a prospective Director, the request should be made by the President of BC Hydro, or the President of its subsidiary, as applicable, with the prospective Director's written consent.

To whom should it be sent?

The request should be sent as follows:

1. if the request is by a Director of BC Hydro, it should be sent to the Board Chair;
2. if the request is by the Board Chair, it should be sent to the Chair of the Corporate Governance Committee of the Board of Directors of BC Hydro;
3. if the request is by a Director of a BC Hydro subsidiary, it should be sent to the Board Chair through the Chair of the subsidiary.

If the request is made on behalf of a prospective Director, the President of BC Hydro or its subsidiary, as applicable, will first obtain the written consent of the prospective Director to the request. A copy of the request will be provided to the prospective Director.

A copy of each request should be sent to the Corporate Secretary and to the Code Advisor.

What information should be included in the request?

A request for an exemption should set out at least the following information:

1. a statement of the specific nature of the exemption being requested, including the provision of the Code from which the exemption is requested;
2. a full and complete statement of all material and relevant circumstances relating to the request being made. If the request is being made on behalf of a prospective Director, that individual should personally prepare and sign the statement;
3. the reasons why it may be considered appropriate to give the exemption. The Code requires that exemptions should only be given *"in extraordinary circumstances and where it is clearly in the best interests of BC Hydro to do so"*;
4. in the case of an exemption relating to an actual or apparent conflict of interest, a statement of the steps the Director will take or has taken to avoid participating in any way in any decision making or other activity relating to the subject matter of the conflict of interest.

How will the decision be made?

The Board Chair will make a decision and the Director, or prospective Director, will be advised in writing.

In the case of a request made to the Chair of the Corporate Governance Committee of the Board of BC Hydro, the Committee will make a recommendation to the Board for approval. Conditions may be imposed on any exemption granted.

Who else will be advised of the decision?

A copy of the decision will be provided to the Corporate Secretary, the Code Advisor and, if applicable, the Chair of BC Hydro's subsidiary.

Policy guidelines for granting an exemption from the requirements of the Code of Conduct - Issued July 2002

Attachment 4C to Director and Employee Code of Conduct

The Code of Conduct allows a Director or Employee to request an exemption from the provisions of the Code. The exemption procedure for Employees and Directors is set out in Attachments 4A and 4B respectively.

The purpose of this document is to provide guidelines for evaluation of requests for exemptions in an effort to provide principled, transparent and consistent decision-making.

It is not possible to provide guidelines to cover all circumstances where an exemption may be requested. Each circumstance must be considered on its own merits but this document will attempt to provide general principles to be taken into account.

As a general proposition, the exemption procedure, although expected to be utilized rarely, provides a means to address situations where to require compliance with a Code requirement may not be in the overall best interests of the Corporation. The exemption procedure is not intended to benefit Directors or Employees – it is intended to benefit the Corporation – to provide it with the opportunity to relieve a Director or Employee from complying with the Code in circumstances where it is in the best interests of the Corporation to do so.

Any individual who is requesting an exemption is responsible for making full disclosure of all relevant facts and circumstances – whether or not they appear to support the request being made. Full disclosure permits the Corporation to assess whether its best interests are being served by approving a request for an exemption. Failure to make full disclosure may result in denial of the request or in subsequent withdrawal of an approval given. If a Manager is aware that an Employee is considering requesting an exemption, the Manager should provide the Employee with a copy of these Policy Guidelines and suggest that the Employee contact the Ethics Officer for advice before making the request.

Determining the Corporation's best interests always requires consideration of specific facts. Consideration of relevant facts addressing the following issues should be included in an assessment of the Corporation's best interests:

1. operational requirements, including hiring and appointing qualified individuals and securing required services and products;
2. financial and economic considerations;
3. legal obligations;
4. corporate mission and values;
5. shareholder interests, including the public interest.

If approving an exemption from Code requirements would better serve the Corporation's interests than requiring compliance with the Code requirements, then it may be appropriate to approve an exemption.

The facts disclosed by a Director or Employee should be assessed taking into account the following considerations, where applicable. Other considerations may be relevant, depending upon the circumstances.

Materiality

Is the subject matter of the prohibition material to the applicant and to the Corporation? If it is not material to either party, granting an exemption may be in the best interests of the Corporation. If it is material to one party and not to the other, caution should be exercised before granting an exemption. If it is material to both parties, an exemption is not likely to be in the best interests of the Corporation.

Proximity

Are the applicant and the subject matter of the prohibition closely related? If yes, an exemption is not likely to be in the best interests of the Corporation. If the relationship is remote, granting an exemption may be in the best interests of the Corporation.

Conflict of interest

Did the circumstances that are the subject matter of the prohibition arise/result from the applicant being in a potential conflict of interest? If yes, did the applicant disclose the potential conflict of interest fully and in a timely manner and take steps to avoid any involvement in the matter. If such disclosure was not made, an exemption is not likely to be in the best interests of the Corporation.

Costs of compliance

Are the Corporation's interests adversely affected by requiring compliance? If, for example, the Corporation may lose valued personnel, access to required or scarce services/products, or may incur increased costs by requiring compliance, an exemption may be in the best interests of the Corporation.

On the other hand, are the Corporation's interests adversely affected by not requiring compliance? If, for example, the Corporation may suffer from low morale, public criticism or shareholder censure or incur legal liability by not requiring compliance, an exemption may not be in the best interests of the Corporation.

Timeliness of disclosure

When and how was the subject matter of the prohibition disclosed to the Corporation? If it was disclosed fully and as soon as practically possible by the applicant, granting an exemption may be in the best interests of the Corporation. If the subject matter of the prohibition was not disclosed fully and as soon as practically possible by the applicant, an exemption may not be in the best interests of the Corporation.

Fair and reasonable

Would granting the exemption meet community standards about fair dealing and be considered fair and reasonable in all of the circumstances?

Form of Declaration by Directors and Officers

Attachment 5 to Director and Employee Code of Conduct

I ACKNOWLEDGE that I have read and considered the Code of Conduct for Directors and Employees of BC Hydro, and as a

- Director, or
- Executive Officer

I agree to conduct myself in accordance with the Code of Conduct.

I undertake to review the Code of Conduct from time to time during the term of my appointment and to become familiar with, and to understand the implications of, any changes to the Code of Conduct.

Signature

Title(s) in full

Please complete and return to the Corporate Secretary,

British Columbia Hydro and Power Authority, 18th Floor, 333 Dunsmuir Street, Vancouver, B.C. V6B 5R3
Telephone: (604) 623-4466

Filed with Corporate Secretary on

Notes

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Clarification Statements

**APPENDIX A “Conflicts of Interest” and
“Benefits”** (Issued July 2002) **“Ethical Conduct in
Outside Collaborative Activities”** (Issued January
2006)

APPENDIX B “Outside Employment”
(Issued March 2001)

Clarification of “Conflicts of Interests” and “Benefits” - Issued July 2002

The purpose of this Clarification Statement is to establish some general rules for and to clarify the Corporation's intention in respect of two matters: the nature of a private interest that may create a conflict of interest and the prohibition against receiving a benefit from a BC Hydro business relationship.

Private interests resulting in conflicts of interest

Under the Code, a Director or Employee is to avoid all conflicts of interest and where there is an actual or potential conflict of interest or perception of a conflict of interest must make full disclosure and must not participate in the matter giving rise to the conflict. The conflict of interest provisions are not intended to treat all private interests, as defined in the Code, in the same manner.

Potential conflicts of interest arising out of private interests which are trivial are generally of less concern to the Corporation. A trivial interest is an interest of such minimal value or so remote from influence by a Director or Employee that it would not reasonably be considered to constitute a risk of conflict of interest.

The following are examples of interests that would ordinarily be considered so remote as not to constitute a risk of conflict of interest:

- **Publicly traded corporation** – Ownership of shares in a widely publicly traded corporation where:

(a) the Director or Employee does not hold, directly or indirectly, sufficient shares to have effective control of the corporation, and

(b) the Director or Employee or an associate of them (“associate” is defined in the Code) is not a director, officer, employee, consultant or advisor of that corporation.

- **RRSP** – Ownership of shares of a corporation by means of a Registered Retirement Savings Plan, or similar financial product e.g. RESP, that is not self-administered.

- **Mutual Funds** – Ownership of units in a mutual fund which is managed by an independent fund manager where the Director or Employee or an associate of them is not a director, officer, employee, consultant or advisor of that fund.

If a Director or Employee has a “trivial” private interest, the Director or Employee should disclose the interest as required under the Code. In this situation, the Director or Employee is not required to abstain from voting or taking other actions that may impact the outcome of the matter that involves such interest unless the Board of Directors, in the case of a Director, or the Manager, in the case of an Employee, determines otherwise, or in all of the circumstances the Director or Employee could, despite the trivial nature of the interest, be perceived to be in a conflict of interest.

Benefits from BC Hydro business relationships

The prohibition against receiving a benefit from a BC Hydro business relationship is not intended to be absolute. The Code expressly qualifies the prohibition by stating that it does not apply to a benefit that the Corporation intends its Directors or Employees to enjoy. This Clarification Statement describes other qualifications on the prohibition:

1. It is only intended to apply to a pecuniary or economic benefit or to a benefit to which a pecuniary or economic value may be attributed.
2. It is not intended to prohibit a benefit which is trivial. A benefit will ordinarily be considered trivial if it is of minimal value or if it is remote from the business relationship. The following situations are two examples of when a benefit would be considered remote from a business relationship:
 - (a) If the Director or Employee owns units in a mutual fund that holds shares in a company with which the Corporation does business, an increase in the value of the units of the mutual fund would, in the absence of exceptional circumstances, be considered a benefit that is remote from the Corporation's business relationship.
 - (b) If a Director or Employee owns shares in a publicly traded company and a subsidiary of that company does business with the Corporation, the benefit received by the subsidiary from that business would, in the absence of exceptional circumstances, be considered a benefit that is remote from the Corporation's business relationship.
3. It is generally not intended to prohibit a benefit received from a business relationship in which the Director or Employee, in any official or unofficial capacity, did not participate or did not have the opportunity to influence. However, in certain circumstances receipt of such benefits could nonetheless result in the perception of a conflict of interest. Usually, the most effective way to avoid this perception is to refuse the benefit.
4. It is not intended to apply to a benefit received from a business relationship which the Director or Employee, in an official or unofficial capacity, had the opportunity to influence **if**:
 - (a) at the earliest opportunity, the Director or Employee makes full disclosure of the particular circumstances to the Board Chair in the case of the Director, and to a Manager, in the case of an Employee,
 - (b) the Director or Employee abstains from voting or taking any other actions that could impact the outcome of the business relationship, and
 - (c) the Board Chair, in the case of the Director, or a Manager, in the case of an Employee, approves the benefit received.

Whenever in doubt about the application of this prohibition, full disclosure of the circumstances is the most effective way to prevent an inadvertent breach of the Code of Conduct.

Clarification of “Ethical Conduct in outside Collaborative Activities”

-Issued January 2006

From time to time BC Hydro or its Employees are asked to participate in collaborative activities with other public sector or private sector organizations. These activities could include such things as being a member of a task force, participating in community consultations, conducting research or studies, managing a tender call or request for proposal (including such activities as defining the terms of reference, evaluating the tenders or proposals, administering the services/work), etc. Often the participants are looking to BC Hydro Employees to provide the expertise necessary to carry out particular aspects of these activities.

If BC Hydro were conducting these activities solely on its own behalf, the Code of Conduct would apply to all the activities of its Employees and BC Hydro would have confidence that it was conducting its business ethically and with integrity.

When engaging in these activities as part of a collaborative effort, BC Hydro has no assurances that the other participants understand or share the principles upon which the Code of Conduct is based. Without this understanding BC Hydro or its Employees may be placed in a situation that would be considered unacceptable in BC Hydro operations.

The following guidelines have been prepared to assist BC Hydro Employees to anticipate any compromising situations that might occur in the proposed collaborative activity and to reach some understanding with the other participants in advance on the ethical standards to be applied to the activity if BC Hydro Employees are to participate.

- 1 When first approached to engage in a collaborative activity, BC Hydro Employees are encouraged to assess the risk or likelihood of individuals or organizations participating in this activity having an actual or potential conflict of interest.
2. BC Hydro Employees should advise the other participants that BC Hydro Employees are obliged to conduct themselves in accordance with BC Hydro's Code of Conduct and that they cannot engage in the collaborative activity if it will result in the contravention of the principles of ethical conduct set out in the Code. Employees should provide participants with the statement following:

BC Hydro Code of Conduct Issues

Our Code of Conduct requires us to help BC Hydro act with integrity in all of its dealings. We want to ensure that we do not participate in or facilitate any activity that would be contrary to the principles of ethical conduct set out in our Code.

The following are some examples of situations about which we are concerned:

- Conflicts of interest are to be avoided. A person who in the course of participating in the proposed collaborative activity has the opportunity to influence a decision that could provide a financial or economic benefit to that person or a closely associated person or organization would be in a conflict of interest.
- Confidential information should be kept confidential. Confidential information provided by BC Hydro or any other participant in the activity should not be disclosed to any other person for purposes unrelated to the activity or for purposes not otherwise approved.
- Participants in the proposed collaborative activity should not take advantage of any information obtained during the course of that activity to further their own interests or the interests of those with whom they are closely associated. All persons who may wish to make a proposal or tender on any work being managed by the collaborative activity should be treated fairly and equitably. Everyone should have access to the same information and no one should be given preferential treatment.

- No person participating in the proposed collaborative activity should misrepresent their authority to speak or to take public positions on issues.

If any individual or organization participating in this proposed collaborative activity anticipates any difficulties or issues arising out of these types of situations, please identify them as soon as possible for discussion and resolution.

As representatives of BC Hydro, we may be required to withdraw from this activity at any stage if we are asked to condone or facilitate any conduct which is contrary to the principles of ethical conduct set out in our Code. The full Code can be found on the internet at **www.bchydro.com/policies/openness/openness**.

Please note that for purposes of this discussion BC Hydro includes all of its subsidiaries.

Clarification of “Outside Employment” - Issued March 2001

A question has arisen as to how Managers can determine whether it is appropriate for Employees to be engaged in outside employment or business activity that is the same as, or closely related to, the activity conducted by BC Hydro or its Subsidiaries.

Today the BC Hydro family of companies is engaged in a variety of business activities, each of which has the potential of being classified as a “core business”. Furthermore, as the Corporation enters into new business ventures, what we have traditionally considered our core business may have a much broader spectrum.

This document is issued to provide clarification to Managers of the intention of the *Outside Employment* provision of the Code of Conduct which states, in part –

“...no BC Hydro Employee, may accept work with a competitor or with any entity that could lead to a conflict of interest or situation prejudicial to BC Hydro’s interests.”

In addition, the Code states, in part, the following with respect to Conflict of Interest:

“..... Employees will perform their duties conscientiously and will not put themselves in a position in which their private interests and those of BC Hydro might be or perceived to be in conflict.”

When an Employee makes it known to their Manager that they are considering engaging in outside employment or business activity, Managers should pose the following questions to help assess whether that activity might be considered detrimental to, or in conflict with, the commercial or other interests of BC Hydro or its Subsidiaries.

While a Manager is not empowered to approve an Employee’s outside activities that place the Employee in a conflict of interest, a Manager does have the authority to determine whether a conflict of interest or situation prejudicial to BC Hydro or its Subsidiaries’ interests exists. Managers are also encouraged to consult with the Ethics Officer when considering how to respond to an Employee.

Employees should be advised that their responses to these and other questions, as well as any other information provided by the Employee, will be kept as private as possible, unless the information provided discloses a pre-existing conflict of interest that must be addressed by the Manager.

The Manager should also explain that any advice given to the Employee, or any decision made by the Manager, will be documented in the Employee’s personnel file and copied to the Ethics Officer.

Questions

1. Are the duties you perform for BC Hydro or its Subsidiaries the same as the services you intend to provide in your outside employment or business activity?
2. Does BC Hydro or its Subsidiaries sell to third parties the services that you perform for the Corporation – or are the services you provide for the Corporation purely for internal use?
3. Are you intending to provide services in your outside business activity that could:
 1. Benefit from the expertise you have developed at BC Hydro or its Subsidiaries?
 2. Benefit from any confidential or proprietary information you have obtained while working for BC Hydro or its Subsidiaries?
 1. Has your current employment with BC Hydro or its Subsidiaries enhanced your opportunities for outside employment, self-employment or other business activity? If so, why?
 2. In your outside employment or business activity will you be working for a third party that:
 1. Is bidding for business against BC Hydro or its Subsidiaries?
 2. Is doing business with or wishes to do business with BC Hydro or its Subsidiaries?
 3. Has taken or might take positions on commercial or social policies that are contrary to positions taken by BC Hydro and its Subsidiaries?
 4. Has been involved in or may be involved in a business activity that might be considered a core business – for example – generation of power (BC Hydro) or product testing (Powertech).

No conflict or prejudice to BC Hydro

If the Manager determines that there is no conflict of interest, and no prejudice to BC Hydro or its Subsidiaries' interests, the Manager should note in writing approval for the outside employment or business activity. The Employee may rely on that approval. However, the Employee should be advised that this approval is dependent upon the Employee having made a full and accurate disclosure of the circumstances.

The Employee should also be advised that the approval may no longer apply if the activities undertaken by the Employee change materially, or if BC Hydro or its Subsidiaries initiate new and competitive business activity.

The Employee should be requested to bring any changes in these outside activities to the attention of the Manager if and when they occur.

The Manager should discuss any material changes in the activities of BC Hydro or its Subsidiaries' business activities with the Employee if they should occur.

Inability to decide

In the event the Manager is unable to make a decision for any reason, whether for lack of information or otherwise, the responsible Vice-President or Subsidiary President will determine whether the outside employment or business activity proposed by the Employee is in conflict with, or prejudicial to, BC Hydro or its Subsidiaries' interests.