



Infrastructure BC

Infrastructure BC Inc.

Ethics and Conduct Policy

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1 INTRODUCTION

Infrastructure BC Inc. (“Infrastructure BC” or the “Company”) is a *British Columbia Corporations Act* company that reports, through its Board of Directors, to its shareholder, the Minister of Finance.

Infrastructure BC provides Employees with professional development opportunities through exposure to large, complex infrastructure projects. Infrastructure BC is dedicated to pursuing and executing projects that are in the best interests of British Columbians.

All original policies, or changes to such policies, are approved by the Board of Directors. The President and CEO or designate may issue an interim policy bulletin in advance of a formal policy when the urgency of the issue requires a rapid response.

For the purposes of this document, “Corporate Management Team” refers to individuals in the following positions:

- President and CEO
- Vice-President

For the purposes of this document, “Human Resources” refers to the Vice-President of Finance and Administration and/or the Director of Human Resources.

2 PURPOSE

Infrastructure BC believes that the highest standard of conduct amongst its Employees is essential to maintain and enhance the public's and shareholder's trust and confidence in the Company.

Infrastructure BC Employees' actions and decisions must be without reproach, always acting honestly and impartially and showing integrity by:

- Complying with the law;
- Maintaining high ethical standards;
- Avoiding actual and apparent conflicts of interest; and
- Avoiding behaviour that could harm the reputation of Infrastructure BC and/or its shareholder.

2.1 APPLICATION

This Ethics and Conduct Policy (the "Policy") applies to all Infrastructure BC Employees who must always comply with this Policy – it is a condition of employment.

Infrastructure BC may take disciplinary steps with Employees who do not comply with this Policy, including terminating the Employee's service.

2.2 EXEMPTIONS

The President and CEO may exempt an Employee (in writing, with a copy to Human Resources) from a policy requirement if it is shown that the requirement causes unreasonable hardship.

3 INTEGRITY, IMPARTIALITY AND ACCOUNTABILITY

3.1 CONFLICT OF INTEREST

Employees must avoid actual or apparent conflicts of interest and identify and disclose any actual or potential conflicts to the Corporate Management Team or Corporate Legal Counsel. When deciding if the circumstances could be an actual or apparent conflict, consider whether a reasonable person who knew the facts would conclude that the Employee could act impartially.

A conflict of interest occurs when an Employee's private affairs or financial interests are in conflict or could result in a perception of conflict in such a way that:

- The Employee's ability to act in the Company's interest could be impaired; or
- The Employee's actions or conduct could undermine or compromise:
 - the Company's confidence in the Employee's ability to discharge work responsibilities; or
 - the trust that the shareholder places in the Company.

While Infrastructure BC recognizes an Employee's right to be involved in activities as citizens of the community, conflict must not exist between the Employee's private interests and the discharge of their duties. Once hired by Infrastructure BC, Employees must arrange their private affairs in a manner that will prevent conflicts of interest from arising.

3.1.1 Examples of Conflict

Employees must not:

- Use their position, or non-public information, to benefit themselves, their family, friends, or associates.
- Act in such a matter that a reasonable person would question their objectivity.
- Accept outside work or business which could conflict with their work at Infrastructure BC.
- Benefit from a transaction over which they can influence decisions (e.g., investments, sales, purchases, borrowing, grants, contracts, regulatory or discretionary approvals, appointments).
- Give preferential treatment to an individual, corporation, or organization, including a non-profit organization, in which the Employee, or a relative or friend, has an interest, financial or otherwise.
- Use their position to raise money or members for political parties, candidates, or any other cause.

3.2 FRAUD

Fraud is used to describe dishonest, irregular, or illegal offences such as, but not limited to deception, bribery, forgery, extortion, corruption, theft, conspiracy, embezzlement, misappropriation, false representation, concealment of material facts, and collusion.

Infrastructure BC holds a zero-tolerance approach regarding fraud. The Company will identify and investigate any suspected fraudulent or related dishonest activity by Employees against the Company or other parties with whom Infrastructure BC conducts business. The Company will take appropriate disciplinary and other legal actions, including the possibility of termination of employment, restitution, and forwarding information to the appropriate authorities for prosecution.

Any Employee who observes, or suspects, fraudulent activity is required to report the activity in accordance with the Public Interest Disclosure (Whistleblower) Policy & Procedures laid out in Appendix D of this Ethics and Conduct Policy.

3.3 POST-EMPLOYMENT

The guidelines below do not apply to future employment with a British Columbia public sector employer.

3.3.1 All Staff

While employed with Infrastructure BC, Employees must:

- Not allow themselves to be influenced in carrying out their employment responsibilities with Infrastructure BC by the prospects for, or an offer of, employment or additional remuneration or another regard from an outside entity.
- Disclose immediately to a member of the Corporate Management Team when they have accepted an offer of employment from a private sector employer. After this disclosure, the Employee will be immediately screened/firewalled from all Infrastructure BC engagements and material. As a member of the Corporate Management Team, the disclosure must be made to the President and CEO. For the President and CEO, the disclosure must be made to the Chair of Infrastructure BC's Board of Directors (boardchair@infrastructurebc.com).

After leaving Infrastructure BC, Employees must:

- Not disclose confidential information (the Infrastructure BC Employee Confidentiality Agreement continues to be binding post-employment).
- Not lobby or otherwise make representations to Infrastructure BC or its clients (including former clients that had engaged Infrastructure BC during the term of their employment with Infrastructure

BC) for one year after the end of their employment with regard to projects which were developmental or were active engagements during their employment with Infrastructure BC.

- Acknowledge that if they had access to confidential information on an Infrastructure BC-managed project, the Employee will likely be a restricted party for the purposes of that procurement until the selection of a preferred proponent. That is, neither the Employee nor their new employer may be able to participate on such a project unless conflict screens have been established that are acceptable to the project owner (i.e., Infrastructure BC's client). The restrictions will be established by the project owner in the competitive procurement documents (i.e., Request for Qualifications (RFQ), Request for Proposals (RFP)) at the owner's discretion, who may make reference to the materiality of the confidential information. In cases where the Employee had access to information that could, in the project owner's opinion, prejudice the project owner, the restriction may be extended after the preferred proponent stage.

3.3.2 Senior Employees

In addition to the restrictions for all staff above, the following policies will apply to senior Employees (defined as the President and CEO, Vice-Presidents, and others as designated by the President and CEO). Subject to the granting of a waiver by the Board of Directors, senior Employees will not, within one year of the termination of employment with Infrastructure BC for any reason whatsoever:

- Accept appointment to a board of directors of, or employment with, entities with which they personally, or through their subordinates, had significant dealings during the period of one year immediately prior to the termination of their service;
- Act for an outside entity (outside the B.C. public sector) in connection with ongoing proceedings, transactions, negotiations, or cases in which the outside entity and either Infrastructure BC or its clients are involved, if during their employment with Infrastructure BC, they acted for, or advised, Infrastructure BC or its clients concerning the proceedings, transactions, negotiations or cases, and acting for the outside entity would result in the receipt by the outside entity of a benefit.

Upon the request of the senior Employee, the Infrastructure BC Board of Directors Human Resources & Governance Committee may reduce or waive the limitation period for any of the above restrictions. Such a decision should take into consideration, but is not limited to, the following:

- The materiality of the information possessed by the Employee by virtue of the individual's position with Infrastructure BC;
- The degree to which the new employer may gain an unfair advantage by hiring the Employee;
- The circumstances under which the termination of their service occurred;
- The desirability for rapid transfer of the Employee's skills to other sectors;

- The authority and influence possessed by the Employee while with Infrastructure BC; and
- The disposition of other cases.

3.4 ACCEPTANCE OF GIFTS, ENTERTAINMENT, BENEFITS, AND FAVOURS

Employees must not:

- Request or accept from an individual, corporation, or organization, directly or indirectly, a personal gift or benefit that arises out of their employment other than:
 - The normal exchange of gifts between friends or family;
 - The normal exchange of hospitality between persons doing business together;
 - The normal presentation of gifts to persons participating in public functions, speeches, lectures or seminars; or
- Solicit or accept gifts, donations, or free services for work-related leisure activities other than in the situations outlined above.

3.5 OUTSIDE INTERESTS / IMPARTIALITY

3.5.1 Public Comments

Employees are free to comment on public issues, but they must exercise caution to ensure that in doing so, they do not jeopardize the perception of impartiality in the performance of their duties. Care should be taken in making comments or entering into a public debate regarding Company or client policies.

Employees must not use their position to lend weight to the public expression of their personal opinions.

3.5.2 Political Activity

Employees are free to participate in political activities, including belonging to a political party, supporting a candidate for elected office, and actively seeking elected office. Their political activities, however, must be clearly separated from activities related to their employment.

If engaging in political activities, Employees must retain the perception of impartiality in relation to their duties and responsibilities. They must not engage in political activities during working hours or use Infrastructure BC facilities, equipment, or resources in support of these activities.

Partisan politics at the local, provincial or national levels are not to be introduced into the workplace. This does not apply to informal private discussions with co-workers.

3.6 PERSONAL CONDUCT

3.6.1 Workplace Behaviour

Infrastructure BC is committed to maintaining a safe and respectful workplace that is free of discrimination, bullying, harassment or any other inappropriate behaviour that compromises the integrity, health and safety of its Employees.

- Employees must treat their colleagues and clients with respect and dignity, and act professionally and courteously at all times.
- Employee conduct and language must be appropriate for a business setting.
- Employees must not exploit a working relationship for private advantage or benefit.

3.6.2 Working Relationships

Employees who are direct relatives or who permanently reside together may not be employed in situations where:

- A reporting relationship exists where one Employee has influence, input, or decision-making power over the other Employee's performance evaluation, compensation, special permissions, conditions of work, and similar matters; or
- The working relationship affords an opportunity for collusion between the two Employees that would have a detrimental effect on the Company's interests.

The above restriction on working relationships may be waived provided that the CEO is satisfied that sufficient safeguards are in place to ensure that the Company's interests are not compromised.

3.6.3 Human Resource Decisions

Employees must disqualify themselves as a participant in personnel decisions when their objectivity would be compromised for any reason, or a benefit, or perceived benefit, could accrue to the Employee. For example, an Employee could not participate in staffing actions involving direct relatives or persons living in their household.

3.6.4 Impairment While Working

When conducting their work, Employees must always be in a physical, mental and emotional state which allows them to perform their job competently, safely, and continuously in a manner that does not compromise the integrity of the Company or create a safety hazard to themselves or others.

An Employee cannot be impaired when starting work, and at any time during their work, including returning from breaks.

Impairment can affect health, safety, and operations and can come from many different sources, including:

- Prescription drugs
- Medications and over-the-counter drugs
- Alcohol
- Cannabis
- Medical conditions
- Illicit drugs.

Impairing substances or conditions affect individuals differently. Employees must be aware of how substances or conditions affect them specifically, including being aware of how long the effects of an impairing substance or condition may last for them, so they are not impaired while working. This includes ensuring that substances used during off-work hours do not impair them while at work.

Treatment programs are available through public and private healthcare facilities for Employees with substance use dependency issues. Employees are encouraged to seek confidential assistance through the Employee and Family Assistance Program if they need help managing such issues.

If an Employee violates any aspect of Infrastructure BC's impairment policy, they may be subject to disciplinary action, up to and including termination of employment. The Employee may be required to satisfactorily participate in a substance use rehabilitation program approved by a provincial or local health, law enforcement, or other appropriate agency as a condition of continued employment.

3.6.5 Occupational Health and Safety

Infrastructure BC believes that a safe and healthy work environment for all Employees is vitally important to the Company's successful operation. Infrastructure BC's intent is to provide a safe work environment that is in accordance with established occupational health and safety standards. Infrastructure BC is committed to the principle that no job or task is so important that it cannot be performed without taking full account of the health and safety risks involved and protecting against these risks by taking every precaution reasonable in the circumstances.

3.7 DIVERSITY

Infrastructure BC values each Employee's background, experience, perspective, and talent. The Company believes that all Employees have the right to enjoy fair treatment and employment opportunities at work. Infrastructure BC is committed to ensuring that its employment procedures, policies, and practices are free of discrimination.



Infrastructure BC will provide equal employment opportunities for all qualified individuals based on the skills, abilities, knowledge, and experience essential to perform the required duties. This will be done regardless of race, colour, religion, age, sex, sexual orientation, ethnic origin, disability, or any other ground prohibited by the Human Rights Code R.S.B.C. 1996, C-210.

Human Resources and the Corporate Management Team will ensure that the following guidelines are applied to all employment decisions:

- Decisions concerning the hiring, compensation and advancement of Employees will be made on the basis of the skills, abilities, knowledge, and experience required to perform the job duties.
- Those staff members in positions to make or influence decisions regarding Employees' status or working conditions will create and maintain a work environment where all Employees have the opportunity to be productive and effective in their work, and to advance in the organization according to their skills, knowledge and abilities.
- Human Resources will ensure the fair and consistent application of the Company's employment procedures and policies in daily practice and will communicate them to all Employees.
- Human Resources will assist the Corporate Management Team in identifying areas where appropriate action may be required to increase employment opportunities for under-represented groups.

Employees should feel free to seek advice from Human Resources as to the interpretation or application of the Company's employment procedures and policies.

3.8 USE OF CORPORATE PROPERTY

Employees are responsible for the appropriate care and protection of Company assets, whether in physical or intangible form. Company assets are primarily to be used for legitimate business purposes, however, occasional personal use by Employees is acceptable provided there are no measurable increased costs, other Employees are not distracted or inconvenienced, and any other Company policies are complied with. Employees may not use Company assets for personal gain or to operate a personal business of any kind. Employees may not allow any Employee or other person to use Company assets.

Questions regarding the appropriate personal use of a Company asset should be addressed with Human Resources or a member of the Corporate Management Team.

Employees are responsible for the appropriate care and protection of all Company property associated with their duties, including exercising reasonable safeguards to prevent theft or damage. In the event of lost, stolen, or damaged Company property, Employees are responsible for reporting the incident to the Vice-President, Finance and Administration.

3.8.1 Email, Internet, and other Electronic Communication Devices

Internet Usage

The Internet is an “open” environment. Information transmitted by the Internet or stored on servers accessible by the Internet may not be secure and may be logged or viewed by unintended audiences. Activities on the Internet can be traced to the address from which they originate. Employees must manage their Company internet access in a responsible manner at all times:

- Employees must comply with all applicable laws and regulations and respect the legal protection provided by copyright and licenses with respect to both programs and data.
- Employees’ Internet usage must be able to survive public scrutiny and/or disclosure. They must avoid accessing sites that might bring Infrastructure BC into disrepute, such as those which carry illegal or offensive material.
- Employees may use Infrastructure BC Internet services for personal improvement outside of scheduled hours of work, provided that such use is consistent with professional conduct and is not used for personal financial gain.
- Internet Relay Chat channels or other Internet forums such as newsgroups or netservers may be used only to conduct work-related business or to exchange technical or analytical information. Employees who wish to express personal opinions must use a private Internet provider and a personal ID.
- Employees must not attempt to obscure the origin of any message or download material under an assumed Internet address.
- Employees must not download software unrelated to their job at Infrastructure BC.
- Alleged inappropriate use of the Internet will be reviewed by Infrastructure BC on a case-by-case basis and, where proven, may lead to disciplinary action up to and including dismissal.

Electronic Mail Usage

The proper use of electronic mail saves time and money, reduces administrative overheads, and improves service; however, the improper use of this technology may jeopardize system integrity, security and service levels. Employees must manage their use of the Company’s electronic mail and system resources in a responsible manner at all times:

- All email and Employee system resources are the property of Infrastructure BC. Email is subject to the same restrictions on its use and the same review process as any other Infrastructure BC-furnished resource provided for Employees’ use. Its use and content may be monitored.

- Email usage must be able to withstand public scrutiny. Employees must comply with all applicable legislation, regulations, policies, and standards. This includes complying with copyright and license provisions with respect to both programs and data.
- While email is provided as a business tool to users, its reasonable, incidental use for personal purposes is acceptable. This use must not, however, detrimentally affect an Employee's productivity, disrupt the system, and/or harm government's reputation.
- Employees may not:
 - Use Company email for commercial solicitation or for conducting or pursuing their own business interests or those of another organization;
 - Use email to distribute hoaxes, chain letters, or advertisements, and/or send rude, obscene, or harassing messages; or
 - Propagate viruses, knowingly or maliciously.
- Employees must not send, forward and/or reply to large distribution lists concerning non-Infrastructure BC business. In addition, Employees must consider the impact on the network when creating and using large, work-related distribution lists.
- Email is a record, and management of email must comply with existing legislation, regulations, policies, and standards (e.g., the *Freedom of Information and Protection of Privacy Act*).
- Alleged inappropriate use of email technology will be reviewed by Infrastructure BC on a case-by-case basis and may lead to disciplinary action up to and including dismissal.

4 PROTECTION OF PRIVACY

Infrastructure BC is required to comply with the information access and protection of privacy requirements established in B.C.'s *Freedom of Information and Protection of Privacy Act* (FOIPPA). FOIPPA outlines the requirements that all B.C. public bodies must apply to protect personal information. Employees must comply with the provisions of FOIPPA when collecting, accessing, using, disclosing, storing and disposing of personal information received in the course of doing their work. Employees must read and abide by Infrastructure BC's Privacy Management Program and the privacy policies and protocols referenced therein.

4.1 CONTRACTORS AND SUPPLIERS

Employees must not divulge information regarding a contract that is not already available to the general public unless they have been given prior authorization by the Corporate Management Team. Employees also must not divulge any information that could impair the negotiating position of Infrastructure BC, or which could benefit the competitive position of one contractor or supplier at the expense of another.

5 PROTECTION OF GENERAL CORPORATE INFORMATION

All data/information held by Infrastructure BC, in whatever form, is the property of the Company, and much of this information is confidential. As a condition of employment, Employees must sign a Confidentiality Agreement (Appendix A) which tells them how they will safeguard that Confidential Information. The Confidentiality Agreement continues in effect indefinitely after the Employee has left Infrastructure BC.

5.1 DUTY OF CONFIDENTIALITY

Confidential information received through employment must not be divulged to anyone other than persons who are authorized to receive the information. If in doubt whether certain information is confidential, Employees must ask the appropriate authority before disclosing it. Caution and discretion in handling confidential information continues to apply after the employment relationship ceases.

Confidential information received through employment must not be used to further any private interest, or as a means of making personal gains.

5.2 COMMUNICATIONS/MEDIA PROTOCOL

Infrastructure BC will be involved in projects that draw media attention and focus. Employees must not provide information to the media or discuss project details with members of the public or media without the consent and approval of the Corporate Management Team. All requests from the media for information and/or interviews are to be referred to the Director of Corporate and Government Relations.

5.3 SOCIAL MEDIA

The Company trusts its Employees to be responsible for their social media use. Employees are expected to take a common-sense approach to social media use and to continually ask themselves whether their comments on social media sites could harm the Company, its shareholder, or its stakeholders.

Infrastructure BC trusts its Employees to practice effective time management, and though the occasional use of social media sites during working hours is permissible, they should limit the time spent on social media sites during working hours.

Employees are free to comment on public issues using social media but must exercise caution to ensure that in doing so they do not jeopardize the perception of impartiality in the performance of their duties.

Care should be taken in making comments or entering into a public debate regarding Company, shareholder, or client policies.

When using social networking tools (such as Facebook, LinkedIn, and others) Employees are reminded that this Policy, and all other Company policies, govern those communications. Whether at work or not at work, Employees must not:

- Post or disclose Confidential Information; or
- Post comments or materials which could harm, or be perceived to harm, the Company in any way; or
- Post comments about co-workers, management, clients that could be interpreted as disparaging or derogatory and therefore considered harassment.

5.4 LEGAL PROCEEDINGS

Employees must not sign affidavits relating to facts that have come to their knowledge in the course of their duties for use in court proceedings unless the affidavit has been prepared by a lawyer acting for Infrastructure BC in that proceeding. Employees are obliged to cooperate with lawyers defending Infrastructure BC's interest during legal proceedings. Any requests for an Employee to sign such an affidavit must be reviewed by Infrastructure BC's Corporate Legal Counsel.

A written opinion prepared on behalf of Infrastructure BC by any legal counsel is to be treated as subject to solicitor/client privilege and is, therefore, confidential. Such an opinion is not to be released to persons outside the Company without prior review and written approval by Infrastructure BC Corporate Legal Counsel.

5.5 RECORDS MANAGEMENT

Infrastructure BC is committed to ensuring effective and responsible management of all Company records. Employees are responsible to manage records for which they have custody and control in accordance with Infrastructure BC's Records Management Policy (available on the Company's internal drive).

6 COMMITMENT AND COMPLIANCE

6.1 COMPLIANCE WITH THE CODE

Employees are responsible for being aware of, and understanding, their responsibilities under this Policy.

Employees should avoid any situation where they would request or enable another Employee, contractor or consultant to violate any Company policy, requirement, or directive.

Any doubts or questions concerning any aspect of this Policy should be discussed with Human Resources or a member of the Corporate Management Team.

Failure to comply with the standards outlined in this Policy may lead to disciplinary action, up to and including termination.

6.2 COMPLIANCE WITH THE LAW

Employees must comply at all times with the letter and the spirit of all laws applicable to their job.

Employees must avoid any situation that could be perceived as improper or indicate a casual attitude towards compliance.

Employees must never commit or condone an illegal act, or counsel another Employee, contractor, or consultant to do so.

Employees who engage in any illegal activity will be subject to disciplinary action, up to and including dismissal. Employees should contact the Corporate Legal Counsel with any questions regarding applicable laws.

7 REQUIRED REPORTING

Employees must report:

Conflicts of Interest

Employees must immediately report in writing to the Corporate Management Team or Infrastructure BC's Corporate Legal Counsel any actual or potential conflict of interest.

Fraud

Employees must immediately report any suspected incidents of fraudulent behaviour in accordance with the Public Interest Disclosure (Whistleblower) Policy & Procedures laid out in Appendix D of this Ethics and Conduct Policy.

Third-Party Information Requests

Employees must immediately report to Infrastructure BC's Corporate Legal Counsel if a third party asks them to provide information or summons them to testify about anything work-related.

An Unsafe Workplace

Employees must immediately report to a member of the Corporate Management Team any safety hazard, unsafe condition or situation, assault, or threat.

8 VOLUNTARY REPORTS AND COMPLAINTS

Employees can report:

8.1 DISCRIMINATION AND HARASSMENT

Employees who experience discrimination or harassment are encouraged to raise the issue with Human Resources or the Corporate Management Team. The process for reporting these issues is described in Appendix C.

8.2 ALLEGATIONS OR CONCERNS OF MISCONDUCT

Allegations or concerns of misconduct should be reported as follows:

- In writing, to a member of the Corporate Management Team or Infrastructure BC Corporate Legal Counsel, who will acknowledge receipt of the submission, investigate the matter, and respond in writing within 30 days after receiving your submission. Where an allegation involves the President and CEO, the allegation will be addressed to the Chair of Infrastructure BC Board of Directors.

If an Employee believes the matter has not been resolved, they may then refer the allegation to the appropriate authority. If they decide to pursue the matter further, then:

- Allegations of illegal activity must be referred to the police;
- Allegations of misuse of funds must be referred to the Chair of Infrastructure BC's Board of Directors (boardchair@infrastructurebc.com);
- Allegations of a danger to public health must be brought to the attention of health authorities; and
- Allegations of a significant danger to the environment must be brought to the attention of the Deputy Minister, Ministry of Environment.

If there are concerns of wrongdoing or misconduct related to the public interest at Infrastructure BC, refer to Appendix D.

8.3 ACT IN GOOD FAITH

Employees must act in good faith when making a complaint or reporting alleged misconduct. They must be satisfied that a reasonable person would conclude that the information they intend to report suggests a serious breach or bona fide complaint. Employees may be disciplined for making false or malicious reports or complaints.

8.4 NO RETALIATION

The Company will protect Employees from reprisals if they report or complain in good faith. Infrastructure BC will discipline, and may dismiss, anyone who retaliates against anyone who makes a report or complains.

8.5 CONFIDENTIALITY

The Company will keep Employee reports or complaints confidential, except to share enough information to allow it to investigate the matter and will disclose any information required by law. The Company will ask that those involved in the investigation also keep the information confidential. Infrastructure BC may discipline anyone who does not keep a report or complaint confidential.

8.6 TIMELINESS

Employees must make reports or complaints promptly. It is difficult to resolve old matters – evidence and memories deteriorate quickly. The Company reserves the right not to investigate a report or complaint based on events more than six months old.

APPENDIX A – CONFIDENTIALITY AGREEMENT

This Agreement confirms and records the terms of your responsibilities to protect and avoid the unauthorized use or disclosure of confidential, proprietary, or personal information received, learned, or disclosed by, or to, you during the course of your employment by Infrastructure BC Inc. ("Infrastructure BC").

You and Infrastructure BC hereby agree as follows:

(1) Interpretation

(a) Definitions. In this Agreement:

- (1) "Confidential Business Information" means any information relating to Infrastructure BC's Business (as hereinafter defined) or assets, that you obtain from Infrastructure BC or on behalf of Infrastructure BC or learn, discover, develop, conceive, or create during the term of your employment with Infrastructure BC, that is not generally known to the public, or to anyone who is not bound to Infrastructure BC by obligations of confidentiality, or that Infrastructure BC informs you, or that you should know by virtue of your position, or the circumstances in which you learned it, is to be kept confidential and
 - i. in respect of which Infrastructure BC, otherwise, has a legitimate interest in maintaining secrecy; or
 - ii. from which Infrastructure BC derives, or might derive, economic value, actual or potential, from not being generally known;
 - iii. and which, without limiting the generality of the foregoing, includes:
 - iv. all information relating to Infrastructure BC's Business, and to all other aspects of Infrastructure BC's structure, personnel, and operations that is not generally known to the public, including financial information, marketing, advertising, and commercial strategies, customer lists, compilations, agreements, and contractual records and correspondence; programs, devices, concepts, inventions, designs, methods, processes, data, know-how, unique combinations of separate items that individually may or may not be generally known, and items provided, or disclosed, to Infrastructure BC by third parties, subject to restrictions on use or disclosure (collectively referred to in this Agreement as the "Infrastructure BC Trade Secrets"); and
 - v. all proprietary and business information licensed to, or acquired, used, or developed by Infrastructure BC in its business activities, including but not

restricted to, systems, procedures, strategies, concepts, know-how, information, material, designs, formulae, processes, research data, patent applications and data (collectively referred to in this Agreement as the "Infrastructure BC Proprietary Information"): and

- vi. information obtained by Infrastructure BC in confidence from others, including:
- the Province of British Columbia, public sector agencies, and other clients;
 - other governments;
 - Private sector businesses.

- (2) "Infrastructure BC's Business" means the business, or businesses, carried on by Infrastructure BC or any associated or related company, or which, during the course of your employment, Infrastructure BC might consider carrying on.
- (3) "Personal Information" means recorded information about an identifiable individual other than Contact Information.
- (4) "Contact Information" means information to enable an individual at a place of business to be contacted and includes the name, position name or title, business telephone number, business address, business email or business fax number of the individual.

(2) Confidentiality

- (a) **Basic Obligation of Confidentiality.** You acknowledge and agree that in the course of your involvement with Infrastructure BC's Business, Infrastructure BC may disclose to you, or you may otherwise be exposed to, Confidential Business Information and Personal Information (collectively "Confidential Information"). Infrastructure BC agrees to provide such access to you, and you agree to receive and hold the Confidential Information on the terms and conditions set out in this Agreement. Except as set out below, you will keep strictly confidential all Confidential Information and all other information that you acquire, see, or are informed of, as a direct or indirect consequence of your involvement with Infrastructure BC, or is generated through negotiations, or other activities, of the parties in connection with your involvement, in any capacity, with Infrastructure BC's Business. Confidential Information may or may not be labeled as "confidential." You will use common sense and good judgment when determining whether unlabelled information is confidential, and you will ask for clarification from your supervisor.
- (b) **Fiduciary Capacity.** You will be, and will act toward Infrastructure BC as, a fiduciary in respect of the Confidential Information. You have a duty to act in good faith and with due regard to the interests of Infrastructure BC

- (c) Non-Disclosure. Except as required in the course of your lawful employment duties for Infrastructure BC, or unless President and CEO of Infrastructure BC first gives you written permission to do so, you will not at any time, either during or after your involvement in any capacity with Infrastructure BC:
- (d) Use, duplicate, publish or disclose Confidential Information, or recollections thereof, including to any third party;
- (e) Taking Precautions. You will also take all reasonable measures (including security of electronic material) in accordance with Infrastructure BC policy, and instructions from your supervisor, to protect Confidential Information in your possession or control from any accidental, unauthorized, or premature use, disclosure, or destruction, or from being discovered by third parties.
- (f) Infrastructure BC's Ownership of Confidential Information. As between you and Infrastructure BC, all right, title and interest in and to the Confidential Information, whether or not created or developed by you, is and shall remain, Infrastructure BC's property.
- (g) Control of Confidential Information and Return of Information. All materials (including physical and electronic) produced, or prepared by you, containing Confidential Information, including designs, devices, formulae, memoranda notes, test results, drawings, plans, prototypes, samples, accounts, reports, financial statements, estimates and materials prepared in the course of your responsibilities to, or for the benefit of Infrastructure BC, shall belong to Infrastructure BC, and you will turn over possession to Infrastructure BC of all such items in your possession, or control, promptly when Infrastructure BC requests you to do so.
- (h) Duration of Obligation. Except as Infrastructure BC agrees otherwise in a written instrument signed by the President and CEO of Infrastructure BC, your obligation to protect Confidential Information continues throughout your employment with Infrastructure BC and will endure.
- (i) For so long as the matter remains not generally known to the public.
- (j) Exemptions. The obligations set out in this Agreement will not apply to any of the following:
 - (1) particular pieces of information or material to the extent that Infrastructure BC expressly agrees to exempt such items by a written instrument signed by the President and CEO of Infrastructure BC; or
 - (2) information or material that is in the public domain through no fault of yours; or
 - (3) information or material that you are obligated by law, including *Freedom of Information and Protection of Privacy Act* (FOIPPA) to disclose, and if you are obligated:
 - i. you will notify Infrastructure BC, in writing, of all material particulars of the obligation as soon as possible, and in any event prior to making any disclosure;

- ii. if Infrastructure BC agrees that the disclosure is required by law, it will give you written authorization to disclose the information for the required purposes only;
- iii. if Infrastructure BC does not agree that the disclosure is required by law, then this Agreement will continue to apply unless and to the extent that, a Court of competent jurisdiction orders otherwise; and
- iv. in any event, you will take all lawful steps to attempt to ensure that all disclosures required by law are subject to a protective order of the Courts.

(3) General

- (a) **Binding Nature of Agreement.** You agree that this Agreement shall be binding upon you, your heirs, executors and assigns.
- (b) **Equitable Remedies.** You acknowledge and agree that a breach by you of any of your obligations hereunder would result in damages to Infrastructure BC that could not be adequately compensated for by a monetary award. Accordingly, in the event of any such breach by you, in addition to all other remedies available to Infrastructure BC at law, or in equity, Infrastructure BC shall be entitled, as a matter of right, to apply to a Court of competent jurisdiction for such relief by way of restraining order, injunction, decree or otherwise, as may be appropriate to ensure compliance with the provisions of this Agreement.
- (c) **Independent Legal Advice.** This is an important Agreement for Infrastructure BC containing significant undertakings by you. Infrastructure BC urges you to seek independent legal advice with respect to your obligations under this Agreement.
- (d) **No Conflicting Obligations.** You represent, except as you have disclosed to Infrastructure BC in Schedule A, on the date hereof, that you have no agreements with, or obligations to, others with respect to the matters covered by this Agreement, or concerning the Confidential Information, that are in conflict with anything in this Agreement, except to those parties described in Schedule A.
- (e) **Publicity.** Without the prior written consent of the President and CEO or Director, of Corporate and Government Relations, you will not make, or give, any public announcements, or press releases, or statements to the public, or the press, regarding any Confidential Information, or concerning Infrastructure BC's Business.
- (f) **Severability.** If any covenant or provision of this Agreement, or of a Section of this Agreement, is determined by a Court of competent jurisdiction to be void, or unenforceable, in whole, or in part, then such void or unenforceable covenant, or provision, shall not affect, or impair, the enforceability, or validity, of the balance of the Section, or any other covenant, or provision.
- (g) **Time of Essence/No Waiver.** Time is of the essence hereof, and no waiver, delay, indulgence, or failure to act by Infrastructure BC regarding any particular default, or omission, by you shall affect

or impair, any of Infrastructure BC's rights, or remedies, regarding that, or any subsequent, default or omission, that is not expressly waived in writing, and in all events time shall continue to be of the essence, without the necessity of specific reinstatement.

(h) Miscellaneous. This Agreement shall be governed by, and be interpreted in accordance with, the laws of the Province of British Columbia, and all disputes under, or relating to, this Agreement shall be submitted to, and resolved in, the Courts of British Columbia, in the City of Victoria. The parties will execute and deliver to each other such further Instruments and assurances and do such further acts as may be required to give effect to this Agreement. All notices and other communications required or permitted by this Agreement must be in writing and delivered by hand, or double-registered mail, to the parties at their addresses set out on the first page hereof, or to such other addresses, of which the parties give each other notice. This Agreement supersedes all previous dealings, understandings, and expectations of the parties and constitutes the whole agreement with respect to the matters contemplated hereby, and there are no representations, warranties, conditions or collateral agreements between the parties with respect to such transactions, except as expressly set out herein. No amendment, modification, supplement, or other purported alteration of this Agreement, shall be binding, unless it is in writing, and signed by you, and by the President and CEO of Infrastructure BC.

ACCEPTANCE

I certify that I have read and understand my responsibilities with respect to the foregoing and recognize that any violation might be cause for disciplinary action including, but not limited to, dismissal and legal action, as appropriate. If I cease to be an Infrastructure BC Employee, I recognize that any violation might be cause for legal action.

Accepted and Agreed to this _____ day of _____, 20_____.

Witness

Employee

Print Name

Print Name



Occupation

Address

SCHEDULE A

This schedule forms part of the Confidentiality Agreement between _____ and Infrastructure BC.

The following describes any and all prior obligations of confidentiality which may affect this Agreement.

- Previous Employment and Confidentiality Agreements with _____

Witness

Employee

Print Name

Print Name

APPENDIX B – EMPLOYEE DECLARATION

The Ethics and Conduct Policy for Infrastructure BC Employees is available in the “Employee Resources” folder on the Infrastructure BC internal drive and can be downloaded in printable format.

The objectives of this Policy are to describe the standards of conduct expected of Employees and to define employer and Employee responsibilities related to them.

Employees who breach the Policy may be subject to disciplinary action up to and including dismissal.

Please sign below and retain a copy of the Policy for your records.

I hereby acknowledge that I have received a copy of the Ethics and Conduct Policy and that I have read and understood the Policy.

Signature

Print Name

Date

APPENDIX C – DISCRIMINATION AND HARASSMENT COMPLAINT PROCEDURE

1 PURPOSE

Infrastructure BC is committed to providing a safe, respectful and violence-free workplace in which all Employees are treated with dignity and respect. Any act of bullying, harassment and/or discrimination, will not be accepted or tolerated. If an Employee experiences work-related discrimination or harassment and would like to complain, this procedure gives them an opportunity to raise their concerns internally. The Company will investigate complaints quickly and thoroughly. Upon completion of the review, it will share its conclusions and recommendations with the Employee.

This procedure does not prevent an Employee from filing a complaint under the Human Rights Code. However, if a complaint of discrimination or harassment is made to the British Columbia Human Rights Tribunal, this procedure will not apply. Infrastructure BC will cooperate with any Human Rights Tribunal investigation.

1.1 DISCRIMINATION

Discrimination relates to any of the prohibited grounds contained in the Human Rights Code. Prohibited conduct may be verbal, non-verbal, physical, deliberate or unintended, unsolicited or unwelcome, as determined by a reasonable person. It may be one incident or a series of incidents depending on the context.

Employees have the right to employment without discrimination. Discrimination includes incidents of harassment because of race, colour, ancestry, place of origin, religion, family status, marital status, physical disability, mental disability, sex, age, sexual orientation, political belief or conviction of a criminal or summary conviction offence unrelated to an individual's employment.

1.2 SEXUAL HARASSMENT

Sexual harassment is a form of discrimination and is defined as any unwelcome comment or conduct of a sexual nature that may detrimentally affect the work environment or lead to adverse job-related consequences for the victim of the harassment.

Examples of sexual harassment include, but are not limited to:

- A person in authority asking an Employee for sexual favours in return for being hired or receiving promotions or other employment benefits;
- Sexual advances with actual or implied work-related consequences;
- Unwelcome remarks, questions, jokes, or innuendo of a sexual nature, including sexist comments or sexual invitations;
- Verbal abuse, intimidation, or threats of a sexual nature;

- Leering, staring, or making sexual gestures;
- Display of pornographic or other sexual materials;
- Offensive pictures, graffiti, cartoons, or sayings;
- Unwanted physical contact such as touching, patting, pinching, or hugging; and
- Physical assault of a sexual nature.

The definition of sexual harassment is not meant to inhibit interactions or relationships based on mutual consent or normal social contact between Employees.

1.3 COMPLAINT PROCEDURE

Employees should discuss their issue with Human Resources and ask for help in resolving the matter. If the matter is resolved to the Employee's satisfaction, the complaint will be considered closed.

If the resolution proposed by Human Resources through the informal process is not acceptable, the complaint process will be escalated as follows:

A written complaint will specify the details of the allegation including:

- Date(s) of incident(s)
- Name of the person who is being complained about
- The action, conduct, events or circumstances involved
- Name(s) of witnesses (if any)
- Prior attempts to resolve (if any).

Human Resources will promptly review the complaint with the other person and report to the CEO, who will consider the report and decide whether a formal investigation of the parties involved is necessary.

If the complaint is about, or from, the CEO, Human Resources will advise the Chair of Infrastructure BC's Board of Directors who will then assume responsibility for investigation and resolution of the complaint. In the event the complaint is about the CEO, Employees have the right to address the complaint directly to the Chair of Infrastructure BC's Board of Directors (boardchair@infrastructurebc.com). Investigations may be conducted internally by a designated competent investigator from Human Resources or assigned to a qualified external investigator.

APPENDIX D – PUBLIC INTEREST DISCLOSURE (WHISTLEBLOWER) POLICY & PROCEDURES

Background

The Government of British Columbia is committed to enhancing accountability and transparency by supporting an ethical culture within the public sector that encourages employees to report serious wrongdoing. To build on protections already in place under other B.C. laws, as well as existing ethics and conduct policies, the Public Interest Disclosure Act (“PIDA”) was brought into effect on December 1, 2019. The PIDA provides employees with a clear process for disclosing concerns about wrongdoing in the BC Public Sector and provides legislative protection from reprisal.

The PIDA encourages employees to come forward and make a disclosure if they believe that serious wrongdoing has occurred or is about to occur in the workplace. It also ensures that there are mechanisms in place to protect employees who make disclosures against reprisal and provides a fair and objective process for those accused of wrongdoing. A public interest disclosure occurs when an employee reports a wrongdoing to their employer, through their supervisor, designated officer, or to the BC Ombudsperson. Public interest disclosures must be about a matter of public interest regarding an allegation of serious wrongdoing in or relating to a ministry, office, or government body.

1 PURPOSE

This Policy and Procedures document (the “PIDA Policy”) follows the *Public Interest Disclosure Act* [SBC 2018] c. 22 and describes how Infrastructure BC Employees can report, in good faith, allegations of actual or potential acts of Wrongdoing, without fear of Reprisal.

2 PRINCIPLES

- 2.1 Infrastructure BC is committed to honesty, integrity, and accountability in its operations and services. Infrastructure BC supports ethical conduct in its operations and fosters a culture in which Employees are encouraged to disclose Wrongdoing, including by receiving, investigating, and responding to Disclosures, and by providing information and training about the PIDA and this PIDA Policy.
- 2.2 Infrastructure BC encourages and supports all Employees in bringing forward reports of unlawful acts and acts of Wrongdoing in a manner consistent with this PIDA Policy and the provisions of the PIDA.
- 2.3 Investigations conducted under this PIDA Policy will follow the principles of procedural fairness and natural justice.
- 2.4 Infrastructure BC will neither commit nor tolerate Reprisals against any Employee who, in good faith, makes a request for Advice, makes a Disclosure, takes part in an Investigation, or makes a Reprisal complaint under this PIDA Policy.

- 2.5 Infrastructure BC is committed to protecting the privacy of Disclosers, persons accused of Wrongdoing, and those who take part in Investigations in a manner that is consistent with its obligations under the PIDA and FOIPPA. All Personal Information that Infrastructure BC collects, uses, or shares while receiving or responding to a Disclosure, a request for Advice, a complaint of a Reprisal, or investigating, will be treated as confidential and will be used and disclosed as described in this PIDA Policy, the PIDA, or as otherwise allowed or required under FOIPPA and other applicable laws.

3 SCOPE

- 3.1 This PIDA Policy applies to alleged Wrongdoing related to Infrastructure BC's operations and its Employees.
- 3.2 This PIDA Policy does not apply to members appointed to the Infrastructure BC Board of Directors.
- 3.3 Complaints or reports received from members of the public, or from Employees who were not engaged by Infrastructure BC at the time that the Wrongdoing is alleged to have occurred, are outside the scope of this PIDA Policy.
- 3.4 This PIDA Policy does not displace other mechanisms set out in Infrastructure BC's Ethics and Conduct Policy for addressing and enforcing standards of conduct, disputes, or complaints, including issues of discrimination, bullying and harassment, occupational health and safety, or disputes over employment matters.

4 DEFINITIONS

- 4.1.1 **Act** or **PIDA** means the [Public Interest Disclosure Act \(PIDA\), \[SBC 2018\], c. 22](#) and all regulations thereto.
- 4.1.2 **Advice** means advice or information that may be requested in respect of making a Disclosure or a complaint about a Reprisal under this PIDA Policy or the PIDA.
- 4.1.3 **CEO** means the President and Chief Executive Officer of Infrastructure BC.
- 4.1.4 **Designated Officer** means the Vice-President, Finance and Administration or any other member of Infrastructure BC's Corporate Management Team appointed by the CEO from time to time.
- 4.1.5 **Discloser** means an Employee who makes a Disclosure, seeks Advice, or makes a complaint about a Reprisal.
- 4.1.6 **Disclosure** means a report of Wrongdoing made under this PIDA Policy.

- 4.1.7 **Disclosure Form** means the “Public Interest Disclosure Form” described in section 11 of this PIDA Policy.
- 4.1.8 **Employee** includes full-time and part-time Employees, and Employees under a term contract.
- 4.1.9 **FOIPPA** means the *Freedom of Information and Protection of Privacy Act* [RSBC 1996] c. 165, and all regulations thereto.
- 4.1.10 **Investigation** means an investigation undertaken by Infrastructure BC and/or an assigned investigator under this PIDA Policy or by the Ombudsperson under the PIDA.
- 4.1.11 **Manager** means a position with direct reports, including but not limited to CEO, Vice-Presidents, Assistant Vice-Presidents, or Directors.
- 4.1.12 **Ombudsperson** means the Ombudsperson of British Columbia.
- 4.1.13 **Personal Information** means recorded information about an identifiable individual and includes any information from which the identity of the Discloser or any person who is accused of Wrongdoing or takes part in an Investigation can be deduced or inferred.
- 4.1.14 **PIDA Policy and/or Procedure** means Infrastructure BC’s Public Interest Disclosure (Whistleblower) Policy & Procedures.
- 4.1.15 **Protection Official** means:
- in respect of a health-related matter, the provincial health officer;
 - in respect of an environmental matter, the agency responsible for the *Emergency Program Act*; or
 - in any other case, a police force in British Columbia.
- 4.1.16 **Referral** means a referral of allegations of Wrongdoing received from the Ombudsperson or another government institution for investigation by Infrastructure BC in accordance with the PIDA.
- 4.1.17 **Reprisal** means the imposition of, and any threat to impose, discipline, demotion, termination, or any other act that adversely affects the employment or working conditions of an Employee because they made a Disclosure, sought Advice, made a complaint about a Reprisal, or took part in an Investigation.
- 4.1.18 **Respondent** means a person against whom allegations of Wrongdoing, or a complaint of Reprisal, is made.
- 4.1.19 **Urgent Risk** means that there is reasonable and credible evidence, and an Employee reasonably believes that a matter is an imminent risk of a substantial and specific danger to the life, health, or safety of persons or to the environment.
- 4.1.20 **Wrongdoing** means wrongdoing as defined in section 7(1) of the *Act*:
- 4.1.21 a serious act or omission that, if proven, would constitute an offence under an

- enactment of British Columbia or Canada;
- 4.1.22 an act or omission that creates a substantial and specific danger to the life, health, or safety of persons, or to the environment, other than a danger that is inherent in the performance of an Employee's duties or functions;
- 4.1.23 serious misuse of public funds or public assets;
- 4.1.24 gross or systematic mismanagement; or
- 4.1.25 knowingly directing or counselling a person to commit any act or omission described in 4.1.21 to 4.1.25 above.

5 ROLES AND RESPONSIBILITIES

5.1 CHIEF EXECUTIVE OFFICER (CEO)

- 5.1.1 Approves this PIDA Policy.
- 5.1.2 Reviews regular reporting from the Designated Officer and Managers to ensure compliance with this PIDA Policy.
- 5.1.3 Promotes a work environment that encourages Employees to report, in good faith and without fear of Reprisal, allegations of Wrongdoing.
- 5.1.4 Ensures the administration of this PIDA Policy, including that training and instruction is available to all Employees concerning the PIDA Policy and Procedures, and the PIDA.
- 5.1.5 Will refer a Disclosure related to alleged Wrongdoing by the Designated Officer to the B.C. Ombudsperson office.
- 5.1.6 May delegate authority in writing to any member of the Corporate Management Team.
- 5.1.7 May appoint Employees for:
 - 5.1.7.1 receiving requests for Advice;
 - 5.1.7.2 receiving Disclosures; and
 - 5.1.7.3 investigating Disclosures.
- 5.1.8 Considers the findings and recommendations in Investigation reports, and where appropriate, ensures corrective measures are taken to remedy the Wrongdoing and any other deficiencies named in the report.
- 5.1.9 Makes an annual report publicly available on the Infrastructure BC website concerning any Disclosures received, Investigations undertaken, and findings of Wrongdoing, in accordance with the requirements of the PIDA.

5.2 DESIGNATED OFFICER

- 5.2.1 Confirms receipt of a Referral or a Disclosure to an Employee within one (1) week of receipt and conducts a first interview with a Discloser as soon as possible.
- 5.2.2 Assesses the risk of any Reprisal to the Discloser and takes appropriate action to mitigate that risk.
- 5.2.3 Receives and responds to reports made by Employees about Urgent Risks.
- 5.2.4 Upon reasonable belief that an Urgent Risk exists, the Designated Officer may make a report to the relevant Protection Official.
- 5.2.5 Reviews allegations of Wrongdoing in a Disclosure or Referral and determines if they fall within the scope of the PIDA or this PIDA Policy.
- 5.2.6 Refers Disclosures or allegations falling outside the scope of the PIDA or this PIDA Policy to the proper authority or dispute resolution process, as applicable.
- 5.2.7 If a Disclosure relates to Wrongdoing at another government body that is subject to the PIDA, refers the Disclosure to that institution.
- 5.2.8 If a Disclosure is related to alleged Wrongdoing by the CEO, refers the Disclosure to the Chair of Infrastructure BC's Board of Directors (boardchair@infrastructurebc.com).
- 5.2.9 Clarifies allegations of Wrongdoing from the Discloser or referring institution.
- 5.2.10 Manages communications with the Discloser and Respondent.
- 5.2.11 Starts, if appropriate, an Investigation into allegations of Wrongdoing as soon as is warranted, and within thirty (30) calendar days of receipt of the Disclosure. If the Designated Officer concludes that the initial assessment will require more than thirty (30) calendar days, they will notify the CEO of the delay, reasons for the delay, and the expected date on which the assessment will be completed, and a decision made.
- 5.2.12 Ensures that if an Investigation is conducted, it is to be completed and a written report sent to the CEO as soon as reasonably practical, and within four (4) months from the decision to investigate. If the Designated Officer concludes that the Investigation will require more than four (4) months to complete, they must notify the CEO of the delay, reasons for the delay, and the expected date on which the Investigation will be completed, and a report made available.
- 5.2.13 If the alleged Wrongdoing was reported to the police, an applicable regulatory body, or a civil action started, may choose to continue with the process under this PIDA Procedure, or suspend the process under this PIDA Procedure, pending the outcome of the other process.
- 5.2.14 Notifies the Discloser and the Respondent of the outcome of the Investigation.
- 5.2.15 Ensures that all Personal Information received by Infrastructure BC related to the Disclosure, Referral, request for Advice, or any Investigation, is appropriately protected against such risks as

unauthorized access, collection, use, disclosure, theft, or loss in accordance with FOIPPA and the PIDA.

5.3 MANAGERS

- 5.3.1 Remain familiar with the provisions of PIDA and this PIDA Policy and Procedures.
- 5.3.2 Refer Employees to the Designated Officer about making a Disclosure.
- 5.3.3 Receive Disclosures from Employees and collect information about the Disclosure in writing.
- 5.3.4 Maintain confidentiality of Disclosures, including the identities of any Disclosers.
- 5.3.5 Forward Disclosures to the Designated Officer promptly.
- 5.3.6 Contribute to a work environment that encourages Employees to report Wrongdoing.
- 5.3.7 Refrain from engaging in Reprisals and report all Reprisals in accordance with this PIDA Policy and the PIDA.

5.4 EMPLOYEES

- 5.4.1 Make Disclosures in good faith and based on a reasonable belief that Wrongdoing has occurred or is expected to occur.
- 5.4.2 Refrain from engaging in Wrongdoing or Reprisals and report all Reprisals.
- 5.4.3 Maintain confidentiality of Personal Information received in connection with a Disclosure, Referral, request for Advice, or Investigation.
- 5.4.4 Be forthright and responsive in any Investigation into alleged Wrongdoing.
- 5.4.5 Seek Advice if uncertain about whether to make a Disclosure or a public disclosure of an Urgent Risk.

6 PROCEDURES

6.1 REQUEST FOR ADVICE

- 6.1.1 An Employee who is considering making a Disclosure may request and receive Advice from the Designated Officer or the Ombudsperson.
- 6.1.2 The Designated Officer or Ombudsperson may require that the request for Advice be in writing.
- 6.1.3 An Employee who is considering making a Disclosure may request and receive advice from a lawyer.

6.2 MAKING A DISCLOSURE

- 6.2.1 An Employee who reasonably believes that Wrongdoing has been committed or is about to be committed may, in good faith, make a Disclosure to a Manager, the Designated Officer, or the Ombudsperson.
- 6.2.2 A Disclosure must be in writing, using the Public Interest Disclosure Form in section 11, or in other written form, and include the following information if known:
- 6.2.2.1 a description of the alleged Wrongdoing;
 - 6.2.2.2 the name of the person(s) alleged to be responsible for, have taken part in, or about to take part in, the alleged Wrongdoing;
 - 6.2.2.3 the date or expected date of the alleged Wrongdoing;
 - 6.2.2.4 if the alleged Wrongdoing relates to an obligation under a statute or enactment, the name of that statute or enactment;
 - 6.2.2.5 whether the alleged Wrongdoing has already been reported, and if so, to whom and a description of the response received;
 - 6.2.2.6 any potential witnesses, with a description of the information those witnesses are expected to provide; and
 - 6.2.2.7 any relevant documents, including but not limited to any emails, voicemails, text messages, handwritten notes, photos, or social media communications.
- 6.2.3 Employees making a Disclosure are encouraged to provide their name and contact information. If required, a Disclosure may be made on an anonymous basis but must have enough information to allow Infrastructure BC to conduct a full and fair investigation into the alleged Wrongdoing. If a Disclosure does not have sufficient detail to allow investigation, Infrastructure BC may take no action with respect to the Disclosure. Any notices required to be given to a Discloser under this PIDA Policy or the PIDA will not be provided to an anonymous Discloser, except at the discretion of the Designated Officer and where the Discloser has provided contact information.
- 6.2.4 A Discloser should not make a Disclosure to a person if the allegations relate, in whole or in part, to alleged Wrongdoing by that person. Any person who receives a Disclosure or Referral and reasonably believes that the allegations of Wrongdoing relate to their own acts or omissions must refer the allegations of Wrongdoing to another person under this PIDA Policy with responsibility for receiving a Disclosure.

6.3 PUBLIC DISCLOSURE OF URGENT RISK

- 6.3.1 Employees may make public disclosures only if the Employee reasonably believes that a matter poses an Urgent Risk. An Urgent Risk arises if there is reasonable and credible evidence of an

imminent risk of a substantial and specific danger to the life, health, or safety of persons or to the environment.

- 6.3.2 Before making a public disclosure of an Urgent Risk, the Employee must:
- 6.3.2.1 consult with the relevant Protection Official (public health officer, Emergency Management BC, or police);
 - 6.3.2.2 receive and follow the direction of that Protection Official, including if the Protection Official directs the Employee not to make the public disclosure;
 - 6.3.2.3 refrain from disclosing, publishing or otherwise sharing Personal Information except as necessary to address the Urgent Risk;
 - 6.3.2.4 refrain from disclosing any information that is privileged or subject to a restriction on disclosure under the PIDA or any other enactment of British Columbia or Canada, including legal advice privilege, litigation privilege, or another ground of common-law privilege; and
 - 6.3.2.5 seek Advice if the Employee is uncertain about what Personal Information, privileged or other information may be shown as part of a public disclosure.
- 6.3.3 An Employee who makes a public disclosure in relation to an Urgent Risk must promptly notify a Manager or the Designated Officer about the public disclosure or send a Disclosure following this PIDA Policy.
- 6.3.4 If the Employee decides not to make a public disclosure or is directed by a Protection Official not to do so, the Employee is nevertheless expected to report Urgent Risks without delay to a Manager or the Designated Officer.

6.4 REFERRAL OF DISCLOSURE TO DESIGNATED OFFICER

- 6.4.1 Each Employee who receives a Disclosure or Referral under this PIDA Policy must promptly refer the Disclosure or Referral, including all Disclosure Forms and other materials supplied, to the Designated Officer.
- 6.4.2 If the allegations concern alleged Wrongdoing by the Designated Officer, then the Disclosure or Referral should be referred to the CEO.
- 6.4.3 If the allegations made in a Disclosure or Referral concern Wrongdoing by the CEO and the Designated Officer, then the Disclosure or Referral should be referred to the Chair of Infrastructure BC's Board of Directors (boardchair@infrastructurebc.com).

6.5 INVESTIGATION

- 6.5.1 All Investigations will be conducted by an internal or external investigator with sufficient qualifications and experience to carry out the Investigation.

- 6.5.2 Investigations will be fair and unbiased, adhering to the principles of procedural fairness and natural justice, and using a process determined by the investigator consistent with the terms of reference set by Infrastructure BC.
- 6.5.3 Infrastructure BC will seek to complete all Investigations within four (4) months of the decision to investigate. The Designated Officer may extend this period depending on circumstances such as the nature and complexity of the allegations or the existence of another process such as a police or regulatory body investigation.
- 6.5.4 The Designated Officer may expand the scope of any Investigation beyond the allegations set out in the Disclosure or Referral to ensure that any potential Wrongdoing discovered during an Investigation is investigated.
- 6.5.5 The Designated Officer may consult with the Ombudsperson about a Disclosure or refer allegations of Wrongdoing in whole or in part to the Ombudsperson. Notice of a referral must be provided to the Discloser.
- 6.5.6 The Designated Officer may refuse to investigate or postpone or stop an Investigation if the Designated Officer reasonably believes that:
- 6.5.6.1 the Disclosure or Referral does not provide adequate particulars of the Wrongdoing;
 - 6.5.6.2 the Disclosure or Referral is frivolous or vexatious, has not been made in good faith, has not been made by a person entitled to make a Disclosure or Referral under this PIDA Policy or the PIDA, or does not deal with Wrongdoing;
 - 6.5.6.3 the Investigation would serve no useful purpose or could not reasonably be conducted due to the passage or length of time between the date of the alleged Wrongdoing and the date of the Disclosure or Referral;
 - 6.5.6.4 the Disclosure relates solely to a public policy decision;
 - 6.5.6.5 the allegations are already being, or have been appropriately, investigated by the Ombudsperson, Infrastructure BC, or other authority;
 - 6.5.6.6 the Investigation may compromise another investigation; or
 - 6.5.6.7 the PIDA otherwise requires or permits Infrastructure BC to suspend or stop the Investigation.
- 6.5.7 The Investigation Report will normally include the following information:
- 6.5.7.1 a summary of the evidence considered;
 - 6.5.7.2 any assessment of credibility that is needed to make a decision;
 - 6.5.7.3 the investigator's findings of fact;
 - 6.5.7.4 a decision as to whether, on a balance of probabilities, Wrongdoing has occurred; and
 - 6.5.7.5 recommendations to address findings of Wrongdoing.

6.5.8 Personal information about third parties may not be disclosed to the Discloser and Respondent(s), except where permitted under PIDA or s. 33 of FOIPPA. Subject to Infrastructure BC's obligations under FOIPPA, the Discloser and the Respondent(s) will be provided with an appropriate summary of the Investigation's findings and outcomes at the end of the investigation, including:

- 6.5.8.1 notice of any finding of Wrongdoing;
- 6.5.8.2 a summary of the reasons supporting any finding of Wrongdoing; and
- 6.5.8.3 any recommendations to address findings of Wrongdoing.

6.6 VEXATIOUS OR BAD FAITH DISCLOSURES

6.6.1 An Employee who is found to have made a vexatious or bad faith Disclosure may be subject to disciplinary action, up to and including termination of employment with Infrastructure BC. Bad faith means brought with an ulterior motive, for example motivated by malice, or intentionally withholding information. Vexatious means the Disclosure was without reasonable cause or was filed for improper motives.

6.7 REPRISALS

6.7.1 Infrastructure BC will not tolerate Reprisals against Employees.

6.7.2 Any Employee who believes that they have been the subject of a Reprisal may make a complaint to:

- 6.7.2.1 the Ombudsperson, who may investigate following the procedures set out in the PIDA;
- or
- 6.7.2.2 to the Designated Officer, who will investigate the complaint following the provisions of this PIDA Policy.

6.7.3 An Employee who engages in any Reprisals may be subject to disciplinary action up to and including dismissal from employment.

7 REPORTING

7.1 Each year, the CEO will prepare, in accordance with the requirements of the PIDA, and make publicly available on the Infrastructure BC website, a report containing information and data related to PIDA (the "PIDA Report").

7.2 The PIDA Report will include the number of Disclosures received, the number of investigations initiated, details on the investigations if Wrongdoing is confirmed, and any information prescribed by regulation.

7.3 The PIDA Report will not contain any information that could lead to the identification of

individuals who have made a Disclosure or taken part in a PIDA investigation. No personal information will be disclosed as part of the PIDA Report.

7.3.1 All reporting under this Policy, including the PIDA Report, will comply with the requirements of FOIPPA.

8 EDUCATION AND TRAINING

- 8.1 The CEO who is accountable for the administration of this PIDA Policy will delegate to the Designated Officer the responsibility of ensuring accessibility and delivery of appropriate training and instruction to all Employees on the PIDA framework and this PIDA Policy.
- 8.2 The training and resources will cover:
 - 8.2.1 information about the PIDA and this PIDA Policy;
 - 8.2.2 information about how to request Advice, make a Disclosure of Wrongdoing under this PIDA Policy, or make a Reprisal complaint to the Ombudsperson;
 - 8.2.3 what they can expect from an investigation as a Discloser or witness; and
 - 8.2.4 any other prescribed information.
- 8.3 Infrastructure BC will provide annual training to all Employees to ensure they have access to information, support, and training about PIDA and this PIDA Policy.

9 PRIVACY AND CONFIDENTIALITY

- 9.1 All Personal Information that Infrastructure BC collects, uses, or shares in connection with a Disclosure, Referral, or request for Advice, or an Investigation, will be treated as confidential and used and disclosed by Infrastructure BC only as described in this PIDA Policy and the PIDA unless otherwise allowed or required under FOIPPA or other applicable laws.
- 9.2 Personal Information that is collected, used, or shared by Infrastructure BC while receiving, responding to, or investigating a Disclosure, a request for Advice, a Referral, or a complaint of a Reprisal will be limited to the Personal Information that is required for these purposes.
- 9.3 Any person who, in their role under this PIDA Policy, receives information about the identity of a Discloser will keep the identity of the Discloser in confidence and may only use or share that information for the purposes described in this PIDA Policy or the PIDA, except with the consent of the Discloser or as authorized or required by the PIDA or other applicable laws.
- 9.4 Infrastructure BC reserves the right to report to law enforcement, in certain circumstances, matters related to Disclosures.
- 9.5 Infrastructure BC will ensure there are reasonable security measures in place to protect all Personal Information that is collected or used while receiving or responding to a Disclosure, a

request for Advice, a Referral, or complaint of a Reprisal, or investigation, and that proper controls are established so the information is only shared by its Employees internally on a need-to-know basis.

10 SOURCES

FAQs *Public Interest Disclosure Act*: Disclosures and Reprisal Complaints to the Ombudsperson: [PIDA-FAQs.pdf \(bcombudsperson.ca\)](#)

Freedom Of Information and Protection of Privacy Act [RSBC 1996] c. 165: [Table of Contents - Freedom of Information and Protection of Privacy Act \(gov.bc.ca\)](#)

The Ombudsperson of British Columbia: [Public Interest Disclosure Resources](#)

The Public Interest Disclosure Act [SBC 2018], c. 22: [Public Interest Disclosure Act \(gov.bc.ca\)](#)

11 PUBLIC INTEREST DISCLOSURE FORM

Current Employee Former Employee

Name:			
Address:		Telephone:	
Date:		Email:	

Type of Disclosure (Check any that apply):	
<input type="checkbox"/>	A serious act or omission that, if proven, would constitute an offence under an enactment of British Columbia or Canada.
<input type="checkbox"/>	An act or omission that creates a substantial and specific danger to the life, health or safety of persons or to the environment other than a danger that is inherent in the performance of an Employee's duties or functions.
<input type="checkbox"/>	A serious misuse of public funds or public assets.
<input type="checkbox"/>	Gross or systemic mismanagement.
<input type="checkbox"/>	Knowingly directing or counseling a person to commit one or more of the wrongdoings described above.

Steps Already Taken - This section helps us understand what steps have already been taken to prevent the wrongdoing.	
<input type="checkbox"/> Yes <input type="checkbox"/> No	Have you reported the wrongdoing to a manager or through another process?
<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Unknown	Are you aware if other bodies are investigating the wrongdoing (e.g., grievances through bargaining unit, the court system, the Comptroller General, Auditor General, Provincial Health Officer, the police)?

In the space provided below, please provide as much information as you can about the alleged wrongdoing and the person(s) alleged to have committed the wrongdoing. The following details are required, if known:

- A description of the wrongdoing and any relevant background
- The names of those responsible
- When and where the wrongdoing occurred
- Names of people who witnessed some or all of the wrongdoing, if available

Please attach any relevant documents or other files related to the wrongdoing.

Note: you don't have to provide supporting materials.