

VANCOUVER FRASER PORT AUTHORITY		CORPORATE POLICIES AND DIRECTIVES		Policy Number B-002	
Subject					
CODE OF ETHICAL CONDUCT POLICY					
Approval	Originating Department	Original Date	Effective Date	Revision Date	Last Reviewed
Board	Internal Audit	January 1, 2008	January 1, 2018	October 25, 2017	August 2018

POLICY STATEMENT

All Vancouver Fraser Port Authority (“VFPA”) employees will conduct themselves in accordance with the standards of behaviour described in this Code of Ethical Conduct (the “Code”). Through individual decisions and actions, employees will preserve and enhance public confidence in the integrity, responsibility and reputation of VFPA.

REASON FOR POLICY

Every VFPA employee represents VFPA in his or her relations with others, whether with other employees, customers, competitors, stakeholders, governments or the general public. It is VFPA’s policy that every employee maintains the highest ethical standards of behaviour while conducting VFPA business. This Code sets forth the standards of work-related behaviour that VFPA requires of its employees and describes the procedures for reporting and resolving unethical conduct concerns at the VFPA.

DEFINITIONS

“**Conflict of Interest**” means a situation that might influence, or appear to influence, an employee’s judgement as to what is in the best interest of the VFPA.

“**Fraud**” means any act, expression, omission, or concealment calculated to deceive another to his or her disadvantage; deception deliberately practiced in order to secure unfair or unlawful gain; “theft by deception”.

“**Gift**” means any good, service, benefit, hospitality, promise or favour.

“**Personal Harassment or Bullying**” means objectionable, unwelcome conduct or comment that creates an intimidating or humiliating work environment and that is not based on the grounds covered under human rights legislation. It does not mean the reasonable exercise of normal management or union rights, the proper discharge of supervisory responsibilities including performance management and disciplinary action, and the proper discharge of union responsibilities including the filing of grievances.

VANCOUVER FRASER PORT AUTHORITY		CORPORATE POLICIES AND DIRECTIVES		Policy Number B-002	
Subject					
CODE OF ETHICAL CONDUCT POLICY					
Approval	Originating Department	Original Date	Effective Date	Revision Date	Last Reviewed
Board	Internal Audit	January 1, 2008	January 1, 2018	October 25, 2017	August 2018

GENERAL

The Code outlines VFPA’s commitment to uphold high legal and ethical standards and to identify the standards of behaviour for those conducting VFPA business. VFPA’s activities, in any location, are to be based on honesty, integrity and respect. In addition, employees will become and remain familiar with VFPA’s corporate policies to ensure that they conduct VFPA’s business in a manner that embraces our corporate values.

SCOPE

The provisions of this Code apply to all permanent and temporary VFPA employees in the performance of their work-related responsibilities and duties.

RESPONSIBILITIES

The VFPA is committed to adopting the highest standards in all aspects of its activities, making employees aware of those standards of business conduct, and ensuring that employees are aware of the procedure for identifying and addressing unethical conduct concerns.

The President, through his or her designated official, Director, Internal Audit, monitors compliance with this Code. Members of the management team will be notified of infractions as appropriate to conduct investigations and ensure compliance.

Management has the responsibility to continuously exhibit and manage ethical business conduct, consistent with VFPA’s values and standards of behaviour as contemplated by this Code, and for making it clear that unethical conduct is not permitted, ignored or condoned. Managers are responsible for making employees aware of this Code, for responding to employees’ enquiries regarding ethical compliance, and for taking action to resolve reported unethical conduct concerns.

Every employee is expected to understand and comply with VFPA’s Code of Ethical Conduct Policy, as well as all VFPA policies, practices, and regulations that affect his or her job, and to take action to deal with any unethical conduct concern they experience or observe.

The Audit Committee of the Board will address all reported concerns regarding corporate accounting practices, internal controls or fraud.

VANCOUVER FRASER PORT AUTHORITY		CORPORATE POLICIES AND DIRECTIVES		Policy Number B-002	
Subject					
CODE OF ETHICAL CONDUCT POLICY					
Approval	Originating Department	Original Date	Effective Date	Revision Date	Last Reviewed
Board	Internal Audit	January 1, 2008	January 1, 2018	October 25, 2017	August 2018

CONFIDENTIALITY

Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation (i.e. in order for a comprehensive investigation to be undertaken a caller may be required to provide more information.) All employees are expected to respect confidentiality to protect the reputation and privacy of parties involved. This includes refraining from discussions or releasing information in any form except for the purpose of resolving an ethical conduct concern. Suspected violations may be submitted on a confidential basis by an individual or may be submitted anonymously through the External Ethics Help Line, the “ConfidenceLine” (see Appendix A).

PROCEDURES FOR REPORTING A CONCERN

An employee should consider the following questions if unsure of the ethical appropriateness of an activity:

- Does it comply with the law, VFPA’s Code of Ethical Conduct Policy, and VFPA’s other policies?
- How would VFPA’s customers, stakeholders and the general public look upon it?

If in doubt, an employee should ask for guidance from management, the Director, Internal Audit, the Director, Human Resources or the External Ethics Help Line.

Employees should document relevant details of an ethical conduct concern including the names of parties involved or witnesses, a description of the conduct or events involved in the concern, and date(s), time(s), and place(s) of incidents and provide them to the Director, Internal Audit, Director, Human Resources or External Ethics Help Line who will help choose the most appropriate option to resolve the ethical conduct concern in a manner that is confidential and that protects employees from any retaliation as a result of reporting such concerns in good faith.

All reports of unethical conduct concerns, including suspected fraud, will be taken seriously and addressed promptly and appropriately including, if necessary, a completion of a comprehensive, objective investigation. An external investigator will be hired to investigate the ethical conduct concern and provide a report, if necessary. Prompt action on potential problems will allow VFPA to correct mistakes, to minimize liabilities, and to preserve our corporate integrity and our reputation.

VANCOUVER FRASER PORT AUTHORITY		CORPORATE POLICIES AND DIRECTIVES		Policy Number B-002	
Subject					
CODE OF ETHICAL CONDUCT POLICY					
Approval	Originating Department	Original Date	Effective Date	Revision Date	Last Reviewed
Board	Internal Audit	January 1, 2008	January 1, 2018	October 25, 2017	August 2018

If it is determined that there has been unethical conduct and non-compliance with this Code, this will result in disciplinary or other appropriate action, up to and including termination of and legal prosecution of the responsible party(ies). As with all disciplinary matters, principles of fairness and equity apply.

RETALIATION

Retaliation against any individual who has reported an ethical conduct concern in good faith, is a witness, or who has been alleged as a party involved in an ethical conduct concern that has not been confirmed, or who investigates an ethical conduct concern according to the procedures outlined, will be considered an incident of personal harassment, which is a contravention of this Policy, and will be dealt with accordingly.

Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly false will be viewed as a serious offence, which will be dealt with appropriately.

ACKNOWLEDGEMENT BY EMPLOYEES

All new employees will be given a copy of the VFPA Code of Ethical Conduct Policy and will be required to sign a statement acknowledging that he or she has been provided with a copy of the Code and that he or she has read and understands the Code.

Each employee will review his or her obligation under this Code on a regular basis and will participate in periodic Ethical Conduct education programs offered by VFPA.

VFPA employees at the Executive, Director, and Exempt staff level will, by the 15th day of March of each year, provide the Director, Internal Audit with a written acknowledgement confirming they have read and understood the Code and remain in compliance with the Code.

ANNUAL REPORTING TO VFPA BOARD

On behalf of the President and CEO, the Director, Internal Audit will prepare a report of employee awareness of and/or compliance with the Code of Ethical Conduct Policy annually. The President and CEO will report employee compliance with the Code of Ethical Conduct Policy to the Board annually. Actual fraud, embezzlement or other unethical conduct of any employee will be formally reported to the Board by the next meeting of the Board, if not sooner.

VANCOUVER FRASER PORT AUTHORITY		CORPORATE POLICIES AND DIRECTIVES		Policy Number B-002	
Subject					
CODE OF ETHICAL CONDUCT POLICY					
Approval	Originating Department	Original Date	Effective Date	Revision Date	Last Reviewed
Board	Internal Audit	January 1, 2008	January 1, 2018	October 25, 2017	August 2018

ETHICAL CONDUCT COMPLIANCE

Although the various matters dealt with in this Code do not cover the full spectrum of employee activities, they are indicative of the VFPA’s commitment to the maintenance of high standards of ethical conduct and are to be considered descriptive of the type of behaviour expected from employees in all circumstances.

1. Conflicts of Interest

Conflict of interest occurs in situations that might influence an employee’s judgment as to what is in the best interest of the VFPA. As a general guideline, employees should avoid, or disclose for VFPA approval, any situation that could cast doubt on their ability to act with total objectivity. Specifically, every employee will:

- (a) Act in a manner that will bear the closest public scrutiny, an obligation that is not fully discharged by simply acting within the law;
- (b) Not pay or accept a “thing of value” (e.g. fee, kickback, discount or other benefit) for the referral of business to or from any supplier or service provider;
- (c) Not allow the performance of his or her duties and responsibilities to be affected by offers or potential offers of outside employment or appointment. An employee who receives a firm offer of employment or appointment for work in addition to their VFPA employment and is considering pursuing that offer, shall disclose the offer to the Vice President, Human Resources in writing. If the Vice President, Human Resources receives an offer of employment or appointment for work in addition to their VFPA employment and is considering pursuing that offer, disclosure will be made to the President and Chief Executive Officer;
- (d) Arrange his or her private affairs in a manner that will prevent real, potential or apparent conflicts of interest from arising but, if such a conflict does arise between the private interest of an employee and his or her duties and responsibilities, the conflict will be resolved in favour of the best interests of VFPA;
- (e) Not take advantage of his or her employment with VFPA to obtain from and/or provide to any person or organization dealing with VFPA a Gift or other preferential treatment;
- (f) Not knowingly disclose, or take advantage of, or benefit personally from, information that is obtained in the course of his or her employment that is generally not available to the public and;

VANCOUVER FRASER PORT AUTHORITY		CORPORATE POLICIES AND DIRECTIVES		Policy Number B-002	
Subject					
CODE OF ETHICAL CONDUCT POLICY					
Approval	Originating Department	Original Date	Effective Date	Revision Date	Last Reviewed
Board	Internal Audit	January 1, 2008	January 1, 2018	October 25, 2017	August 2018

- (g) Not directly or indirectly use, or allow the use of, VFPA property of any kind, including property leased to the VFPA, for anything other than approved activities.

It is the responsibility of each employee to report any potential conflict of interest to the Director, Internal Audit or External Ethics Help Line. If it is determined that a real or potential conflict of interest exists, the Director, Internal Audit or External Ethics Help Line will recommend that such activity be curtailed, modified or discontinued. If, after a recommendation has been made, the real or potential conflict of interest situation is not curtailed, modified or discontinued, disciplinary action, up to and including dismissal, may result.

Each employee will file with the Director, Internal Audit once a year a list of offices and directorships held.

2. Accepting or Offering of Gifts

Employees will not solicit, accept or give expensive gifts or excessive entertainment or benefits to any person, organization or group that does, or seeks to do, business with VFPA.

Gifts, hospitality or other benefits that could influence or be perceived to influence an employee's impartiality, judgement and performance of his or her duties will be declined (e.g. benefits of sufficient value or frequency to be construed as being a bribe, payoff or other improper payment.)

Employees must never accept cash, cheques or gift certificates convertible to cash.

There are certain exceptions to the general prohibition against accepting or giving anything of value as follows:

- (a) Lunches, dinners, receptions and other customary business and industry entertainment provided in the ordinary course of business and which do not conflict with operational requirements; and
- (b) Promotional gifts made within the bounds of customary and accepted business practice, or gifts in connection with customarily recognized events (e.g. Christmas, etc.) not exceeding a CAD \$200 value.

Gifts received from governments or others in connection with an official event are permitted and will become the property of the Authority.

In the event an employee directly or indirectly receives a gift, hospitality or benefit, such as a prize

VANCOUVER FRASER PORT AUTHORITY		CORPORATE POLICIES AND DIRECTIVES		Policy Number B-002	
Subject					
CODE OF ETHICAL CONDUCT POLICY					
Approval	Originating Department	Original Date	Effective Date	Revision Date	Last Reviewed
Board	Internal Audit	January 1, 2008	January 1, 2018	October 25, 2017	August 2018

from a random draw where the employee did not pay for the ballot entry, arising out of his or her employment with VFPA that has a value in excess of CAD \$200.00, or is in the form of cash or cash equivalent, the employee will notify the Director, Internal Audit, and if requested, provide documentation identifying the gift, hospitality or other benefit, the donor and the circumstances. On behalf of the President and CEO, the Director, Internal Audit will advise whether the gift, hospitality or benefit may be accepted, returned to the donor, or disposed of in some other way. If the gift, hospitality or benefit may not be accepted, it should be returned as soon as possible to the donor with an explanation that acceptance of the gift would be in violation of the VFPA's Code of Ethical Conduct Policy.

In the event that an employee wins a prize from a random draw where the employee personally purchased the ballot entry, the employee may keep the prize.

3. Avoidance of Preferential Treatment

No employee of VFPA will accord preferential treatment in relation to any VFPA matter to family members or friends or to any organization in which the employee is an office holder or has an interest or in which his or her family members or friends have an interest.

No employee of the VFPA will place himself or herself in a position where he or she is, or gives the appearance of being, under an obligation to any person or organization that might profit from special consideration on the part of the employee.

4. Legal Obligations

VFPA and its employees will comply with all lawful requirements applicable to VFPA's business. Employees must diligently seek to avoid conduct that might be interpreted as being in contravention of applicable laws governing the affairs of VFPA, and should seek the advice of Legal Services where there is uncertainty, either as to the definition of applicable laws or any interpretation thereof.

5. Books and Records

VFPA's books and records must reflect, in an accurate and timely manner, all VFPA funds, payments, assets, obligations and transactions. There will be no undisclosed or unrecorded activity of the VFPA.

VANCOUVER FRASER PORT AUTHORITY		CORPORATE POLICIES AND DIRECTIVES		Policy Number B-002	
Subject					
CODE OF ETHICAL CONDUCT POLICY					
Approval	Originating Department	Original Date	Effective Date	Revision Date	Last Reviewed
Board	Internal Audit	January 1, 2008	January 1, 2018	October 25, 2017	August 2018

6. Respect in the Workplace

VFPA supports a respectful workplace environment that fosters positive communication and productive relationships among employees. Inappropriate or hostile behaviour by employees will not be tolerated. Employees should contribute toward a workplace environment that is free from personal harassment and bullying and must conduct themselves in a manner that is consistent with Corporate Policy B-008 Harassment & Discrimination.

7. Dealings with Others

Employees will treat all individuals with whom they come in contact, including customers, business contacts, employees, agents, and vendors, in a manner that will not compromise the integrity or reputation of the employee or the VFPA. Everyday dealings with individuals are based on honesty and fairness. For example, a customer's overpayment or a supplier's under billing are not ignored, and reports to lenders are complete.

OTHER REFERENCES

B-004 Confidentiality Policy
 B-005 Delegation of Signing Authority Policy
 B-006 Employment Equity Policy
 B-008 Harassment & Discrimination Policy
 B-013 Procurement Policy
 B-017 Workplace Accommodation Policy
 C-011 Travel and Hospitality Directive

Letters Patent, Schedule F - Vancouver Port Authority Code of Conduct (for Directors and Officers)

VANCOUVER FRASER PORT AUTHORITY		CORPORATE POLICIES AND DIRECTIVES		Policy Number B-002	
Subject					
CODE OF ETHICAL CONDUCT POLICY					
Approval	Originating Department	Original Date	Effective Date	Revision Date	Last Reviewed
Board	Internal Audit	January 1, 2008	January 1, 2018	October 25, 2017	August 2018

APPENDIX A

An employee may report a concern to VFPA’s External Ethics Help Line designated to handle unethical conduct concerns. The President will approve the External Ethics Help Line from time to time.

Confidence Line: 1-800-661-9675
<http://www.vfpa.confidenceline.net/>

Employees can also contact the Director, Internal Audit and the Director, Human Resources as required. Members of the management team will be consulted as required to address infractions and ensure compliance.