

CEO Conflict of Interest Declaration and Conflict Screen Protocol

Background

Shayne Ramsay, Chief Executive Officer (“CEO”), is married to Janice Abbott, Chief Executive Officer, Atira Women’s Resource Society and its related companies and societies (collectively, “Atira”), that have extensive business relationships with BC Housing. This relationship was disclosed to the Board of Commissioners of BC Housing in 2010. Since then, the conflict of interest has been managed according to a June 10, 2010, protocol.

The Board of Commissioners has determined that the protocol should be updated.

Purpose

The purpose of this protocol is to maintain compliance with the Standards of Conduct Policy (GPS-004) and to establish a conflict of interest screen that aims to avoid the possibility of conflict arising between the CEO’s duties to BC Housing and the interests of his spouse, by preventing any opportunity for the CEO to use his position to further the interests of Atira or his spouse.

Scope

1. This protocol does not apply to a matter, dealing, discussion, negotiation, deliberation, comment, decision or vote (“Matter”) that:
 - a. Affects, concerns, applies to, or relates to Atira as one provider among a broad class of housing providers or one partner among a broad class of partners of BC Housing; and Atira is not the largest partner or provider with respect to the Matter; or
 - b. Affects, concerns, applies to, or relates to Atira in a remote or insignificant way.

Recusal and Avoidance

2. The CEO will continue to recuse himself from, and avoid, any involvement in BC Housing’s dealings with Atira, including any discussions, negotiations, deliberations, or decision-making, with or concerning Atira.
3. Among other things, the CEO:
 - a. Will not access documents that describe dealings with Atira, except information that is already public.
 - b. Will avoid all discussions regarding Atira business with officers, employees, members of the Executive Committee, and members of the Board.
 - c. Will not review or comment on any proposals submitted by Atira.
 - d. Will not ask to be briefed on decisions relating to Atira, except decisions already taken and made public.

- e. Will not vote on any decisions relating to Atira.
 - f. Will withdraw from that portion of any meeting where an Atira matter is to be discussed or voted on.
 - g. Will not take action intended to influence the discussion or any decision involving Atira, including speaking to such matters.
 - h. Will not influence or attempt to influence officers, employees, members of the Executive Committee, and members of the Board, in exercising their responsibilities in relation to matters concerning Atira.
 - i. Will not comment on Atira in meetings or discussions with government or stakeholders, or to the public.
4. The CEO shall not be counted in determining the presence of a quorum for the purposes of a vote or decision concerning or affecting Atira.

Delegation

5. Under this protocol, "Appropriate Vice-President" means the Executive Committee member within whose responsibility a matter concerning Atira lies.
6. The CEO has delegated to the Appropriate Vice-Presidents all of the CEO's responsibilities for dealings with Atira.
7. As a result of the delegation:
- a. The Appropriate Vice-President shall assume responsibility for dealing with and making each decision concerning Atira.
 - b. The Appropriate Vice-President may delegate any responsibility for dealing with Atira to another employee of BC Housing, excluding the CEO.
 - c. If a decision concerning Atira exceeds the authority of the Appropriate Vice-President under the Delegation of Authority Policy, the Executive Committee shall make the decision.
 - d. If a decision concerning Atira exceeds the delegated authority of the Executive Committee under the Delegation of Authority Policy, the Board shall make the decision.
8. The Executive Committee is responsible for the overall oversight and management of BC Housing's relationship with Atira and is accountable directly to the Board of Commissioners on these matters. It may seek direction from the Board on any issue related to Atira. The Vice-President of Human Resources with the support of the Corporate Secretary shall provide to the Board, at least annually, a summary of all Executive Committee decisions relating to Atira including approvals of contracts entered into with Atira.

Conflict of Interest Screen

9. To support the CEO's recusal and avoidance (section 2) and the delegation to each Appropriate Vice-President (section 6), the Vice-President of Human Resources shall administer a conflict of interest screen. The purpose of the screen is to assist in minimizing the possibility of conflicts arising between BC Housing and Atira.
10. As administrator of the screen, the Vice-President of Human Resources is responsible for ensuring that the conflict of interest screen applies to all BC Housing's dealings with Atira, including all approvals concerning Atira that come to the Executive Committee.
11. The Vice-President of Human Resources will periodically communicate to all executives that:
 - a. They should not communicate with the CEO about any matters or issues that directly relate to BC Housing's dealings with Atira.
 - b. They should direct, in writing, any subordinates who interact with the CEO not to communicate with the CEO about matters and issues that directly relate to BC Housing's dealings with Atira.
 - c. Communication should instead be directed to the Appropriate Vice-President or any other individual designated by the Appropriate Vice-President or the Executive Committee.
12. The Vice-President of Human Resources is responsible for administration of this protocol by establishing practices to ensure that:
 - a. Copies of the conflict screen protocol are placed in appropriate files.
 - b. Documents subject to the conflict of interest screen are clearly marked as such.
 - c. Files containing documents subject to the conflict of interest screen are labelled: "Subject to a Conflict of Interest Screen: Not to be shown to Shayne Ramsay," or similarly.
 - d. Records, including electronic documents, that are subject to the conflict of interest screen are segregated, labelled and kept in such a manner that the CEO will not have access to them. The means by which this is achieved could include, but is not limited to, having designated locked cabinets to which the CEO does not have access and the use of passwords on electronic documents.
 - e. Documents that are subject to this screen are not be left out in the open, and when delivered or transferred are placed in envelopes clearly marked that they should not be shared with the CEO.
 - f. The Board is aware of the information, both written and oral, that is not to be shared or discussed with the CEO.
 - g. New employees who will interact with the CEO are briefed on the protocol and existing employees who interact with the CEO are periodically reminded that information subject to the conflict of interest screen must be treated in a

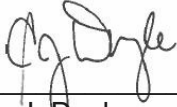
confidential manner and that discussions about it are private and not to be conducted in the presence of the CEO.

13. The Corporate Secretary and the Board Chair are responsible for applying the conflict of interest screen to meetings of the Board and Board committees, agendas, and materials. They shall monitor meeting agendas and withhold from the CEO any information related to Atira that may be discussed at a meeting. The Corporate Secretary shall also ensure that an annual report on the operation of the screen and this protocol is brought to the Board.
14. The Vice-President of Human Resources and the Executive Committee will discuss regularly (at least annually) the status of the conflict of interest screen and its implementation.
15. The Board Chair, the Vice-President of Human Resources and the Appropriate Vice-Presidents will meet annually to discuss the status of the conflict of interest screen and its implementation
16. At other times, if the Vice-President of Human Resources is unsure whether a matter or issue should be subject to the conflict of interest screen then she may seek guidance from the Board Chair.
17. The Vice-President of Human Resources and Corporate Secretary will coordinate to ensure that all communications with the Board Chair are documented so that a decision about whether to include a matter or issue within the conflict of interest screen is properly recorded.
18. If the CEO has any questions or concerns about implementation of the conflict of interest screen, then he shall raise them with the Board Chair or BC Housing's Ethics Advisor.
19. The Board Chair, or the Board, may seek guidance from BC Housing's Ethics Advisor concerning the implementation of the conflict of interest screen.
20. In the event that the CEO comes into possession of BC Housing information that is subject to the conflict of interest screen, the CEO will notify the Vice-President of Human Resources and turn the information over to her. The Vice-President of Human Resources is responsible for inquiring how that information came into CEO's possession, determining what adjustments to the conflict of interest screen are necessary to prevent a recurrence, and reporting the incident, including corrective action taken, to the Board Chair.

Roles of Other Employees Who Interact with the CEO

21. Employees are expected to monitor briefing notes, Board and committee agendas, and Board documents, as well as agendas to determine whether they contain items that could raise matters or issues subject to the conflict of interest screen.
22. An employee who identifies an item that might raise a matter or issue subject to the conflict of interest screen should bring the item to the attention of his or her supervisor who will then communicate to the Vice-President of Human Resources.

This screen is established by the Board Chair, in consultation with the Board of Commissioners, and by the CEO. The Vice-President of Human Resources accepts responsibility to administer the screen.



Cassie J. Doyle
Chair, Board of Commissioners

November 26, 2021
Date



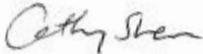
Shayne Ramsay
Chief Executive Officer

November 26, 2021
Date



Stacey Lee
Vice-President of Human Resources

November 26, 2021
Date



Cathy Shen
Director, Executive Office and Corporate Secretary

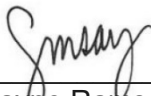
November 26, 2021
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Declaration

Within the scope of the Conflict Screen Protocol, I, Shayne Ramsay, agree not to communicate with any employee or Board member concerning, and to recuse myself from, and avoid, participation in any discussions or decision-making processes on, any matters or issues that directly relate to Atira.

I will not access any BC Housing information directly related to Atira, excluding information that is of general application or already public.

If, after signing this declaration, I come into possession of any BC Housing information directly related to Atira, excluding information that is of general application or already public, then I will as soon as reasonably practicable turn it over to the Vice-President of Human Resources.



Shayne Ramsay
Chief Executive Officer

November 26, 2021
Date