



innovate BC

Standards of Conduct

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1.0 Standards of Conduct; Purpose & Application

These **Standards of Conduct** are designed to be a framework to give guidelines and direction to help make the right decisions in matters of conduct. Elements include:

- Code of Ethics
- Conflict of Interest (Agreement)
- Confidentiality (Agreement)
- Compliance with Laws
- Public Comments & Political Participation
- Employment Equity
- Workplace Behaviour
- Whistleblower Policy
- Post-Employment Standards for Senior Management

Each director, officer, employee or agent, committee member, council member, external reviewer, consultant, and tenant of Innovate BC is required to sign a Standards of Conduct Agreement reflecting the duties reflected in the Conflict of Interest & Confidentiality components. Each such person should review the Agreement they are asked to sign carefully. Any questions regarding the nature or terms of the Agreement should be raised with the Chief Executive Officer of Innovate BC.

For employees, the Standards of Conduct are to be used in conjunction with the Innovate BC Policy Manual.

1.1 Commitment & Compliance

The Chief Executive Officer will submit the Standards of Conduct for approval by the Board of Directors of Innovate BC.

The Chief Executive Officer is responsible for Innovate BC's compliance with the Standards of Conduct and this ensures the compliance of all employees. The Board of Directors of Innovate BC monitors and reviews and reassesses the Standards of Conduct annually.

1.2 General Standards of Conduct

Persons who provide services to and on behalf of Innovate BC must conduct themselves in such a way so as to deserve and retain the confidence of both the public and Innovate BC's clients ("Clients"). Their conduct should instill confidence and trust in the public and in Clients that Innovate BC is at all times fulfilling its obligation to carry out its functions impartially. The conduct of directors, officers, employees or agents, committee members, council members, external reviewers, consultants and tenants must not bring Innovate BC into disrepute.

2.0 Code of Ethics

Each Director, Officer and Employee of Innovate BC is expected to:

1. Act with honesty and integrity, avoiding actual or apparent conflicts of interest between personal and professional relationships. As a reminder, Innovate BC has a **Conflict of Interest** policy that provides guidelines for all Innovate BC employees to follow in order to avoid a conflict, or appearance of a conflict, between their responsibilities to Innovate BC and their outside activities.
2. Disclose to the appropriate person identified in Innovate BC's Conflict of Interest policy any material transaction or relationship that could be reasonably expected to give rise to a conflict of interest. Innovate BC does not offer or solicit gifts, benefits or favours that do not serve a legitimate business purpose. Use good judgment and consider all implications before accepting or giving gifts so as to not reflect unfavourably if subjected to public scrutiny.
3. Promote the full, fair, accurate, timely and understandable disclosure in reports and documents that Innovate BC files with, or submits to any government body and in other public communications made by Innovate BC.
4. Act in good faith, responsibly, with due care and diligence, and without misrepresenting or omitting material facts and without seeking improperly to influence or hinder Innovate BC's independent auditors in the performance of their engagement.
5. Comply with laws of federal, provincial and local governments applicable to Innovate BC.
6. Promote ethical behavior in the work environment.
7. Promote responsible use of and control over all assets and resources of Innovate BC.
8. Promptly report any violation of this Code to the Chief Executive Officer or the chairman of the Audit and Finance Committee of the Innovate BC Board of Directors. Failure to comply with this Code of Ethics may result in disciplinary action, up to and including termination.

3.0 Conflict of Interest

Innovate BC recognizes the right of persons who provide services to and on its behalf to be involved in activities as members of the community. However, such persons must keep their role as private citizens separate and distinct from their responsibilities to Innovate BC and avoid conflicts of interest. Conflicts of interest include situations:

- where a person's private affairs or financial interests are in conflict with their responsibilities to Innovate BC or its Clients, or result in a public perception that such a conflict exists;
- which could impair a person's ability to act in the interests of Innovate BC and its Clients; or
- where a person's actions compromise or undermine the trust which the public and Clients place in Innovate BC.

Persons who provide services to and on behalf of Innovate BC must not place themselves in any situation where they are obligated to any person who might benefit from or seek to gain special consideration or favour from Innovate BC. The honesty and impartiality of such persons in carrying out the functions of Innovate BC must be above suspicion.

Persons who provide services to and on behalf of Innovate BC have a responsibility to conduct themselves in a way that does not compromise the ability of Innovate BC to accomplish its mandate or undermine the public's and Innovate BC's Clients' confidence in such person's ability to discharge their responsibilities properly.

3.1 Relationship of Responsibilities to Innovate BC to Private Affairs

No conflict or public perception of conflict should exist between the private interests of persons who provide services to or on behalf of Innovate BC and the discharge of their responsibilities to Innovate BC. Such persons are required to arrange their private affairs in a manner that will prevent any conflict or perceived conflict of interest from arising. Such persons, when performing their official duties, must not give preferential treatment to relatives or friends or to any other person or organization in which they or their relatives have an interest, financial or otherwise. Such persons must not use their position, office or affiliation with Innovate BC to pursue personal interests and must exercise care in the management of their private affairs so as not to benefit, or be perceived by the public or Innovate BC's Clients to benefit from the use of information acquired solely by reason of their relationship with Innovate BC or any Innovate BC transactions which involve

decisions over which they have influence, including awards for funding or other approvals and appointments.

3.2 Procedure when a Conflict of Interest Arises

These Guidelines cannot cover all possible situations. It is the responsibility of all persons who provide services to and on behalf of Innovate BC to immediately declare the existence of any conflict of interest; it is Innovate BC's duty to decide whether the individual may participate in any discussions or voting on the issue that has given rise to the conflict. Such persons must withdraw from participating in any way in decisions in which they have a personal interest, other than an interest shared in common with members of the general public. In particular, when an individual involved in evaluating applications and granting awards or funding on behalf of Innovate BC is:

- the applicant, co-applicant or co-signer;
- from the same industrial organization as an applicant;
- belongs to the same research centre or research unit as an applicant;
- is an applicant's departmental colleague;
- is a competitor of the applicant or involved in an industrial organization or business that is a competitor of the applicant; or
- is an industrial or government representative directly involved in collaborative activities with the applicant;

Then unless otherwise directed in writing by Innovate BC, such person must:

- disclose the fact of the conflict to Innovate BC;
- not be assigned the applications for review;
- not participate in any evaluation of the application or competing proposals for the competition; and
- if such a person is director, officer, employee or agent, committee member, council member, external reviewer, consultant and tenant, absent themselves without comment prior to any discussion or voting in respect of the application or, if such a person is an officer or employee of Innovate BC, such person may remain in meetings dealing with the situation that has given rise to the conflict of interest in order to fulfill their administrative responsibilities but may not participate in any discussion regarding the application or other issue that has given rise to the conflict of interest.

Any proposal for funding submitted by a director, officer, employee or agent, committee member, council member, external reviewer, consultant and tenant to Innovate BC must be forwarded to a minimum of two external reviewers for independent evaluation.

4.0 Confidentiality

As a consequence of their responsibilities and affiliation to Innovate BC, a director, officer, employee or agent, committee member, council member, external reviewer, consultant or tenant to Innovate BC will have access to information and material that is confidential in nature. Such persons must not use such information for personal gain or the gain of any other person or disclose such information to any other person without the prior authorization of Innovate BC. Contravention of these requirements may result in irreparable injury to both Innovate BC and its Clients and may give rise to the personal liability of the person who improperly uses or discloses such confidential information.

Innovate BC computer systems, data, programs and communication systems are the property of Innovate BC. Employees are expected to use systems in a responsible manner for the benefit of Innovate BC.

4.1 Freedom of Information and Protection of Privacy Act

Innovate 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. (FIPPA). FIPPA grants the Office of the Information and Privacy Commissioner the power to audit or investigate Innovate BC's freedom of information and privacy protection practices and to order changes where there are findings of non-compliance.

Records created may be subjected to an access of information request and if requested, the employee is required to provide them to Innovate BC's CEO, who will apply FIPPA in Innovate BC's response to the request.

The requirements with respect to use, disclosure and protection of confidential information apply throughout and continue after employment with Innovate BC ends.

5.0 Compliance with Laws

Employees must fully comply at all times with both the letter and the spirit of all laws applicable to their job. Because Innovate BC is constantly under public scrutiny, employees must avoid any situation that could be perceived as improper or indicate a casual attitude towards compliance. An employee must never commit or condone an illegal act or counsel another employee, contractor or consultant to do so. As a Crown Agency, the actions of Innovate BC's employees are under

higher scrutiny. Accordingly, employees who engage in any illegal activity will be subject to disciplinary action, up to and including termination.

6.0 Public Comments & Political Participation

Innovate BC employees may comment on public issues but must not engage in any activity or speak publicly where this could be perceived as an official act or representation (unless authorized to do so).

It is critical that employees maintain impartiality in relation to Innovate BC duties and responsibilities with regard to political activities. The resources of a Crown Agency cannot be used in such a way as to create an impression that the company favours one political party or candidate over another.

To avoid a perceived conflict of interest, the following must be avoided:

- Introducing partisan politics into the workplace. This does not apply to informal private discussion among co-workers.
- Situations where the position as an employee may have an impact, or be seen to have an impact, on political activity.
- Using Innovate BC facilities, equipment, systems (including email), or resources in support of political activities.
- Using position to lend weight to the public expression of personal opinions, nor divulge any confidential information.
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7.0 Ethical Research Practices

All research projects being carried out with financial support from Innovate BC, and in particular, those which include research involving human or animal subjects, biological or chemical hazards, or other ethical or safety considerations must comply with the following:

- All Innovate BC funded projects require a minimum of ethical conduct.
- The project leader, as identified in the individual Letter of Agreement between Innovate BC and the organization receiving funding, is responsible for ensuring that all research practices carried out in conjunction with the project comply with specific applicable ethical codes of conduct adopted by Innovate BC. Those codes include:
 - National Research Council Canada. 1996. NRC-CNRC Research Involving Human Subjects: Guidelines for IRAP, 42 p.

- Tri-Council Working Group. 1997. Code of Ethical Conduct for Research Involving Humans. 98 p.
 - Kennedy, M.E. (ed.). (1996), Health Canada, Laboratory Biosafety Guidelines (2nd ed.). Minister of Supply and Services Canada. (Catalogue No. MR21-1/1996-E)
 - Canadian Council on Animal Care. Guide to the Care and Use of Experimental Animals. Vol 1 (1993) and Vol. 2 (1984). Ottawa, Ont.: CCAC.
- Failure to comply with the aforementioned constitutes grounds for the immediate termination of the identified research project, and the return of any previously advanced funds to Innovate BC.
 - Projects dealing with complex ethical considerations may be required, at Innovate BC's request, to undergo a thorough external ethics review by an appropriate Ethics Review. Any expense incurred as a result of such a review will be the responsibility of the awardee organization.

8.0 Employment Equity

Innovate BC occupies a unique position in the science and technology/ economic community in British Columbia. Recognizing its responsibility and accountability to this community, Innovate BC will seek to achieve an environment where all people are treated with dignity and respect and within which equity can be realized.

Innovate BC, therefore, affirms its commitment, at all levels, to the principle that all people, regardless of gender, sexual orientation, race, colour, gender identity or expression, religion or disability, have a right to equal opportunity in employment. Innovate BC will seek to embody equity, by the design of employment and operational practices which ensure that no one is denied opportunity for reasons unrelated to ability.

Innovate BC will identify and remove any discriminatory barriers which prevent access to equal opportunity in employment and education. Special measures, which represent reasonable accommodation for diversity, will be implemented when and if needed, in order to help achieve the representativeness that is at the heart of equity.

Consideration of qualifications and appropriate skill sets to fulfill job requirements will continue to be selection criteria for the hiring or advancement of employees at Innovate BC. The aim of employment equity practices is to enlarge the applicant pool from which candidates are selected. By hiring from an expanded applicant

pool, Innovate BC seeks to achieve an employee profile which is representative of both the population from which it is drawn and the community it serves.

9.0 Workplace Behaviour

Innovate BC employees share the responsibility of creating a safe and healthy work environment where everyone is treated with dignity and respect.

Innovate BC is committed to providing a workplace that is free from harassment and at all times operates in accordance with the Human Rights Code and similar legislation. As such, everyone at Innovate BC is expected to interact with colleagues, contractors, service providers, stakeholders and the public in a professional, respectful and courteous manner. Behaviour that will strain work relationships or contribute to a negative work environment is unacceptable and will not be tolerated.

Further, the conduct of Innovate BC employees in the workplace must meet acceptable social standards and must contribute to a positive work environment. Bullying or any other inappropriate conduct compromising the integrity of Innovate BC will not be tolerated.

All employees may expect and have the responsibility to contribute to a safe workplace. Violence in the workplace is unacceptable. Violence is any use of physical force on an individual that causes or could cause injury and includes an attempt or threatened use of force.

For further information on Workforce Behaviour; Bullying & Harassment see Innovate BC Policies.

9.1 Whistleblower Policy

The Innovate BC Standards of Conduct requires directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Corporation, honesty and integrity in fulfilling responsibilities and complying with all applicable laws and regulations is required.

9.11 Reporting Responsibility

It is the responsibility of all directors, officers and employees to comply with the Standards of Conduct and to report violations or suspected violations in accordance with this Whistleblower Policy.

9.12 No Retaliation

No director, officer or employee who in good faith reports a violation of the Standards of Conduct shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within Innovate BC rather than seeking resolution outside Innovate BC.

9.13 Reporting Violations

The Standards of Conduct addresses Innovate BC's open door policy and suggests that employees share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an employee's supervisor is in the best position to address an area of concern. However, if the employee is not comfortable speaking with their supervisor or are not satisfied with the supervisor's response, they employee is encouraged to speak with the Chief Executive Officer and after that, the Chair of the Audit and Finance Committee. Supervisors and managers are required to report suspected violations of the Standards of Conduct to the CEO, who has specific and exclusive responsibility to investigate all reported violations. For suspected fraud or securities law violations, or when not satisfied or uncomfortable with following Innovate BC's open door policy, individuals should contact the Chair of the Audit and Finance Committee directly.

9.14 Accounting and Auditing Matters

The Audit and Finance Committee of the board of directors shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing.

9.15 Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

9.16 Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected

violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

9.17 Handling of Reported Violations

The Chair of the Audit and Finance Committee will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

10.0 Post Employment Restrictions for Senior Management

The requirements with respect to use, disclosure and protection of confidential information apply throughout and continue after employment with Innovate BC ends. Innovate BC follows the Public Service policy on this matter.

Further details can be found:

<https://www2.gov.bc.ca/gov/content/careers-myhr/managers-supervisors/employee-labour-relations/conditions-agreements/policy#post>

11.0 STANDARDS OF CONDUCT AGREEMENT

I, _____ being a director, officer, employee or agent, committee member, council member, external reviewer, consultant, and tenant of Innovate BC, involved in reviewing confidential information submitted to Innovate BC in support of its programs and other activities, hereby acknowledge that I have read and understand [Innovate BC's Standards of Conduct](#) including the Conflict of Interest and Confidentiality Guidelines and agree to abide by them. Further, I agree as follows:

1. Defined Terms

1.1 "Confidential Information" means any information relating to Innovate BC which is not generally available to the public and which is disclosed to or learned by me as a director, officer, employee or agent, committee member, council member, external reviewer, consultant, and tenant of Innovate BC, excluding only the following:

- (a) information that is or becomes generally available to the public through no act or omission by me or anyone connected with me;
- (b) information which I can establish, through written records, was in my possession prior to its disclosure to me as a result of my office or employment with Innovate BC;
- (c) information that at any time is received by me in good faith, without notice of an obligation of confidentiality, from a third party other than Innovate BC or any application to or client of Innovate BC who I reasonably believe to be lawfully in possession of and having the right to disclose the same;
- (d) information that Innovate BC agrees in writing to release from the terms of this Agreement.

1.2 "Conflict of Interest" means any real, perceived or potential conflict of interest and includes, without limitation:

- (a) any conflict between my personal interests and those of Innovate BC or any applicant to or client of Innovate BC, or any conflict between my personal interests and the discharge of my duties, office, employment or contract; and
- (b) any conflict that could impair my ability to act in the best interests of Innovate BC and applicant to or clients of Innovate BC.

2. Duties Regarding Conflict of Interest

2.1 While I am a director, officer, employee or agent, committee member, council member, external reviewer, consultant, and tenant of Innovate BC, immediately upon becoming aware of any Conflict of Interest between me and Innovate BC or any applicant to or client of Innovate BC, I will:

(a) disclose in writing the details and nature thereof to the Chief Executive Officer;

(b) deliver to the Chief Executive Officer all copies of Innovate BC, applicant, or client materials relating to the matter that has given rise to the Conflict of Interest; and

(c) not participate in any discussion or evaluation or administration in respect of the matter that has given rise to the Conflict of Interest unless otherwise instructed in writing by Innovate BC.

3. Duties of Confidentiality

3.1 While I am a director, officer, employee or agent, committee member, council member, external reviewer, consultant, and tenant of Innovate BC and forever thereafter, I will hold in strict confidence all Confidential Information and not use Confidential Information for my own benefit.

3.2 While I am a director, officer, employee or agent, committee member, council member, external reviewer, consultant, and tenant of Innovate BC, I will:

(a) take all due precautions to prevent disclosure of Confidential Information, in any manner whatsoever, to third parties not authorized in writing by Innovate BC to receive it, and Innovate BC so authorizes, only disclose Confidential Information to such third parties upon such terms and conditions and for such purposes as Innovate BC has so authorized;

(b) use Confidential Information only for the purpose of performing my duties as a director, officer, employee or agent, committee member, council member, external reviewer, consultant, and tenant of Innovate BC;

(c) after evaluating any Confidential Information for the purpose of performing my duties as a director, officer, employee or agent, committee member, council member, external reviewer, consultant, and tenant of Innovate BC, destroy such material (including all

copies) in a secure manner, or at any time upon request by Innovate BC, return all materials to Innovate BC.

Agreed to on _____ (Date)

Signature

Name (please print)