



## **CODE OF BUSINESS CONDUCT AND ETHICS**

**June 17, 2021**

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## **1.0 INTRODUCTION**

- 1.1** The purpose of this Code of Business Conduct and Ethics (the "Code") is to describe the standards of conduct that all Personnel are expected to follow in their day-to-day work and to describe responsibilities, roles and procedures respecting disclosures and investigations of matters which arise under the Code.
- 1.2** This policy applies to the Land Title and Survey Authority of British Columbia (the "LTSA") and to its subsidiaries; all references to the LTSA should be read as applying equally to any established LTSA Subsidiary insofar as the context makes reasonable.
- 1.3** All Directors, Officers, and employees ("Personnel") of the LTSA are expected to meet high standards of professional and ethical business conduct in all activities that relate to or reflect upon their role with the LTSA, including all dealings with customers, suppliers, fellow Personnel and stakeholders.
- 1.4** Personnel must at all times act in an honest and ethical manner and in the best interests of the LTSA, and must not engage in conduct that would bring or seem to bring the LTSA into disrepute. Personnel must avoid situations that violate or potentially violate this policy. Personnel who find themselves in such situations, or become aware of matters under this policy must disclose or report them.
- 1.5** The LTSA's Vice President, Human Resources acts as the Conduct and Ethics Advisor. The Conduct and Ethics Advisor is authorized to oversee communications about the Code, oversee the disclosure process administered by the Corporate Secretary, investigation and reporting procedures and requirements, and to undertake renewals of the Code policy statement and procedures as required.
- 1.6** The Code addresses many of the factual situations of concern to the LTSA, but these are not a comprehensive list of circumstances that may give rise to concern. A good test for deciding whether Personnel are doing the right thing ethically, is to ask the question:

*"Would I be embarrassed if there were full public disclosure of the facts? Would any of the LTSA's employees, Officers or Directors, or members of my family be embarrassed?"*

Where Personnel are unsure about the appropriateness of a particular action, they should discuss it beforehand with the Conduct and Ethics Advisor. Personnel who are employees may also seek advice on these matters from their managers. Proactive consultation is encouraged.

## **2.0 COMPLIANCE WITH THE LAW**

- 2.1** The LTSA will comply with all laws and regulations that are applicable to its business and activities. Personnel are responsible for making themselves aware of, understanding, and complying with these laws, and for preventing, detecting, and reporting instances of non-compliance in accordance with this Code. There is no circumstance in which the LTSA or Personnel should disregard any law or regulatory requirement in the conduct of the business of the LTSA.

- 2.2** Personnel must not engage in or give the appearance of being engaged in any illegal or improper conduct that is in violation of the Code.
- 2.3** Where Personnel are uncertain about the applicability of laws or regulations, they should seek clarification from their manager, and if necessary, from the Conduct and Ethics Advisor.
- 2.4** In those rare circumstances where timely legal advice is impractical, Personnel should conduct themselves in a manner which they would not hesitate to have fully and publicly disclosed.

### **3.0 AVOIDING CONFLICTS OF INTEREST**

- 3.1** Personnel must avoid conflicts of interest with the LTSA. A conflict of interest exists whenever an individual's personal interests directly or indirectly interfere or conflict, or appear to interfere or conflict, with that individual's obligation to act in the best interests of the LTSA. Conflicts of interest include, but are not limited to:
- taking for oneself an opportunity discovered through the use of LTSA information or one's position in the LTSA;
  - using property or information of the LTSA, or one's position in the LTSA for personal benefit, whether direct or indirect; and
  - conduct that would undermine or compromise:
    - the public's confidence in an employee's ability to discharge their work responsibilities; or
    - the trust that the public places in the LTSA.
- 3.2** Personnel may not hold a significant financial interest<sup>1</sup>, either directly or through a company, relative, or associate, or hold or accept a position as a director or officer in an organization having business dealings with the LTSA, unless:
- that interest has been fully and properly disclosed to the Conduct and Ethics Advisor;
  - a determination has been made by the Conduct and Ethics Advisor (in consultation with the Governance and Human Resources Committee Chair and/or Audit and Finance Committee Chair where warranted) that:
    - a conflict of interest does not exist; or
    - appropriate steps have been taken by the LTSA and the Personnel to ensure that the Personnel will not have any involvement, directly or indirectly, in any business dealings of the LTSA with that organization.
- 3.3** Personnel, who perceive a conflict between this Code and any professional code of conduct or ethics to which they are subject, should consult the Conduct and Ethics Advisor.

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<sup>1</sup> A significant financial interest includes a financial interest or shareholdings that could interfere or conflict, or appear to interfere or conflict, with that individual's obligation to act in the best interests of the LTSA, but would not normally include a holding of less than 1% of the shares of a publicly traded company, or of the right to acquire less than 1% of such shares.

**3.4** Personnel must not jeopardize the perception of impartiality in the performance of their duties. In the case of any decision-making process of the LTSA that may result in a personal benefit to Personnel, such Personnel are required to disclose their interest in accordance with Article 4.0 and abstain in all respects from participating in that decision-making process.

#### **4.0 DISCLOSURE OF CONFLICTS**

**4.1** At the time of commencing an appointment or employment with the LTSA, each Personnel must disclose all interests and relationships of which that individual is aware at the time of appointment or employment, which will or may give rise to a conflict of interest. Employees of the LTSA must make their disclosure to their manager, and the Conduct and Ethics Advisor. Directors and Officers must make their disclosure in accordance with procedures established at Tab 9 (Director and Officer Disclosure and Reporting Procedures under the LTSA's Code of Business Conduct and Ethics) of the LTSA Board of Directors Governance Manual.

**4.2** If a situation of conflict of interest or potential conflict of interest should arise after an individual is appointed or employed with the LTSA, the individual must make immediate disclosure of all relevant facts as described above.

**4.3** In addition to making full disclosure as described in Articles 4.1 and 4.2, Personnel who are in a conflict situation must immediately take all necessary or appropriate steps to ensure that they will not have any involvement, directly or indirectly, in any business dealings of the LTSA in respect of the circumstances giving rise to the conflict.

**4.4** The Conduct and Ethics Advisor will make a determination about whether a conflict of interest, or perceived conflict of interest, exists and communicate to the affected Personnel. The Conduct and Ethics Advisor will advise the President and Chief Executive Officer (the CEO) and the Chair of the Governance and Human Resources Committee of all disclosures, including whether or not a conflict of interest has been determined and, where such conflict has been determined, the steps that have been taken to ensure that the Personnel will not have any involvement, directly or indirectly, in any business dealings of the LTSA in respect of the circumstances giving rise to the conflict.

**4.5** This article is in addition to Article 3 of this Code and not in substitution for the provisions of Part 4 of the *Land Title and Survey Authority Act* with which all Directors and Senior Officers of the LTSA must comply. If all or a portion of this article conflicts with or is inconsistent with Part 4 of the *Land Title and Survey Authority Act*, the article or portion of it that conflicts or is inconsistent does not apply to the Directors and Senior Officers of the LTSA to the extent of the conflict or inconsistency.

#### **5.0 CONFIDENTIALITY AND INTEGRITY OF INFORMATION**

**5.1** In the course of employment or performing their duties, Personnel may be given access to or become aware of confidential or proprietary information of the LTSA, or confidential or proprietary information of a third party who has disclosed such information to the LTSA. Personnel are to maintain the confidentiality or proprietary

nature of such information, in whatever form or however stored or transmitted, and to protect such confidential or proprietary information from loss, theft, or misuse.

In respect of electronic information, employees must:

- maintain compliance with the established LTSA information technology policies; and
- as a condition of new and ongoing employment, acknowledge and sign an "Information and Communications Technology (ICT) Employee Agreement" (see Appendix 1) reflecting the confidentiality and integrity requirements.

- 5.2** Personnel will be provided with access to information that is necessary to fully perform their duties.
- 5.3** Personnel may not directly or indirectly, through a company, relative or associate, acquire or dispose of any interest, including publicly traded shares, in any entity when in possession of confidential information obtained in the course of their employment or performance of their duties with the LTSA which could affect the value of such interest.
- 5.4** Unless duly authorized to be made available to the public by statute or regulation or by an Officer of the LTSA, the LTSA's plans, strategies, records, reports, papers, legal advice, internal communications, techniques, programs, software, formulas, developmental or experimental work, processes and methods are proprietary and confidential, and are not to be disclosed or used other than in the ordinary course of the business of the LTSA.
- 5.5** Personnel may divulge confidential information only to those parties who are authorized to receive it.
- 5.6** Personnel must exercise caution and discretion in handling confidential information and, in particular, care should be taken not to discuss confidential information in social or public contexts.
- 5.7** The proper handling and protection of confidential information is applicable both within and outside of LTSA and continues to apply after the employment relationship ends.

**6.0 LEGAL PROCEEDINGS**

- 6.1** Personnel must not sign affidavits relating to facts that have come to their knowledge in the course of their employment duties for use in court proceedings unless the affidavit has been prepared with the assistance of a lawyer acting for the LTSA in that proceeding.
- 6.2** A written opinion prepared on behalf of the LTSA by any legal counsel is privileged and is, therefore, not to be released without prior approval of the Vice President, Policy and Legal Services, Vice President, Human Resources, or Conduct and Ethics Advisor. Records respecting legal opinions are to be managed in accordance with the established LTSA Records Classification, Retention and Disposition Policy.

## **7.0 WORKING RELATIONSHIPS**

**7.1** Close personal relationships in the workplace may compromise objectivity, or be perceived to compromise objectivity. Personnel must avoid being placed in a position that has input or decision-making over the hiring, evaluation, promotion or establishment of terms and conditions of employment of anyone with whom they have a close personal relationship. Furthermore, personnel may not be employed in situations where a working relationship affords an opportunity for collusion that would have a detrimental effect on the LTSA's interest.

**7.2** Close personal relationships include, but may not be limited to:

- spouses and other intimate relationships;
- parent/guardian caregiver and child;
- siblings;
- mothers-in-law, fathers-in law, and brothers and sisters-in-law; or
- cousins, aunts, uncles, nephews, and nieces.

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

**7.4** In rare circumstances, where a close personal relationship develops between two Personnel which may create a real or perceived conflict of interest, both Personnel must report the existence of the relationship without delay to their manager(s). Anyone in doubt as to whether a close personal relationship falls within this policy should err on the side of disclosure and seek advice.

## **8.0 USE OF LTSA PROPERTY**

**8.1** The property and assets of the LTSA must only be used in the course of carrying out the bona fide purposes of the LTSA.

**8.2** Personnel are entrusted with the care, management, and cost-effective use of the LTSA's property and assets, including the use of the LTSA's name and intellectual property, and must not make use of such property and assets for purposes that are unrelated to the LTSA's operations or for their own personal gain.

**8.3** Personnel must ensure that all property and assets of the LTSA assigned to them are maintained in good condition and must be able to account for such property while assigned to them.

**8.4** Property and assets of the LTSA, including intellectual property and other rights or interests produced or developed by Personnel during the course of their employment or performance of their duties, or through the use of other property or assets of the LTSA, are the property of the LTSA.

**8.5** Personnel may not dispose of any property or assets of the LTSA except in accordance with guidelines established by the LTSA.

- 8.6** As a condition of employment, employees are required to sign the “Information and Communications Technology (ICT) Employee Agreement” (see Appendix 1) which sets out the proper usage of the LTSA’s information and communication technologies such as computers, e-mail systems, smartphones and the Internet.
- 8.7** Personnel must maintain compliance with the requirements of privacy legislation, including the *Freedom of Information and Protection of Privacy Act* (FIPPA) and *Personal Information Protection Act* (PIPA), as applicable, and the established LTSA information technology security policies. Of specific note, Personnel should only use LTSA-authorized mobile devices to conduct LTSA business (LTSA Mobile Computing Policy s.5.1(a)). As well, personal devices and/or personal email accounts and social media should not be used to conduct LTSA business. (Exceptions: (1) LTSA Board Directors may access web-based Board related information necessary for the fulfillment of their Board Director duties using personal devices. (2) Personnel may use personal devices/email accounts and social media in rare circumstances such as disaster recovery situations.)
- 8.8** Personnel are reminded that excessive use of personal devices to conduct personal business and/or for social purposes during work time is not appropriate and employees are encouraged to use designated breaks for conduct of personal affairs.
- 9.0** **POLITICAL PARTICIPATION, PUBLIC COMMENTS AND VOLUNTEER ACTIVITIES**
- 9.1** Personnel may participate fully as private citizens in the political process at any level, including campaigning in elections and running for or holding public office.
- 9.2** Personnel engaging in the political process must do so on their own time and must not use property or assets of the LTSA in doing so. They must also take care to separate their personal political activities from their association with the LTSA.
- 9.3** No funds, services, property or assets of the LTSA will be paid or applied as a political contribution.
- 9.4** Nothing in this Code prohibits or restricts Personnel from making personal contributions to political parties in compliance with applicable laws.
- 9.5** Personnel may comment on public issues and provide links to official LTSA posts and announcements, but must not engage in any activity or speak publicly, including any activity on social media, where this could be perceived as an official act or representation of, or jeopardize the reputation of, the LTSA. Personnel must not use their position to lend weight to the public expression of their personal opinions.
- 9.6** Personnel engaging in volunteer activities must do so on their own time and must not use property or assets of the LTSA in doing so. While it is recognized that Personnel have the right to be involved in activities as citizens of the community, a conflict must not exist between their private interests and the discharge of their employment duties.



## **10.0 OUTSIDE EMPLOYMENT**

- 10.1** Employees of the LTSA may hold jobs outside the LTSA or engage in self-employment activities on their own time, using their own resources, and in a manner that does not:
- adversely affect their performance or objectivity in fulfilling their duties with the LTSA;
  - bring the LTSA into disrepute;
  - appear to be an official act or to represent LTSA opinion or policy;
  - gain an advantage that is derived from their employment with LTSA.

For example, employees of the LTSA must not:

- directly or indirectly act as an agent for a person investing money or taking securities on land in British Columbia;
- advise for a fee, reward or otherwise on titles to land;
- practice as a solicitor, notary public or conveyancer;
- carry on or transact in the land title office a business or occupation other than his or her duties as director, registrar, employee, or land surveyor [except in accordance with the business of the LTSA or as a member of the Board of Management of the Association of British Columbia Land Surveyors].

- 10.2** No employee of the LTSA may accept work with any entity that could lead to a conflict of interest situation prejudicial to the LTSA's interests.

## **11.0 GIFTS, FAVOURS AND ENTERTAINMENT**

- 11.1** It is essential to the promotion of fair dealing and efficient business practices that all those who engage in business with the LTSA as suppliers, contractors, or customers be treated fairly and without favouritism.

- 11.2** Gifts, favours and entertainment may be received or given by Personnel on occasion but they must always be of such form and substance that they could not influence such person's judgment with respect to the giver.

- 11.3** Gifts, favours and entertainment may only be accepted or offered by Personnel in the normal exchanges common to, and generally accepted in, established business relationships. An exchange of such gifts, favours or entertainment must create no sense of obligation. The following criteria should be used as a guide:

- the transaction must be lawful;
- the benefit to the recipient is modest and would be considered by the business community to be within the bounds of propriety and local ethical standards taking into account all the circumstances of the occasion;
- the exchange does not, nor is it expected to, create an obligation; and,
- the exchange occurs infrequently.

- 11.4** Personnel may not offer or solicit gifts, favours or entertainment in order to secure preferential treatment for themselves or the LTSA.

- 11.5** There must be full and immediate disclosure about the receipt of gifts, favours or entertainment by Personnel to their manager and as required, to the Conduct and Ethics

Advisor where there is uncertainty about the appropriateness of gifts, favours, or entertainment.

## **12.0 ACCOUNTING AND AUDITING**

- 12.1** The LTSA will fully comply with all applicable laws and regulations regarding its books of account, business records, and financial reporting. Such books of account and records will be properly and accurately maintained by Personnel.
- 12.2** All assets, liabilities, and transactions of the LTSA must be accurately reflected in the LTSA's financial records and reports, and must be supported by appropriate documentation. No Personnel shall create or condone the creation of a false record, or destroy or condone the destruction of a record except in accordance with the policies of the LTSA. No assets, liabilities, or financial transactions will be concealed from management or the LTSA's External Auditors. Appropriate accounting and financial policies, procedures, controls, and audit processes must be maintained.
- 12.3** Personnel, regardless of their position in the LTSA, are expected to follow the LTSA's internal policies and procedures designed to protect the integrity of LTSA assets, data, and financial reports, and to question and report any matters that appear contrary to those policies and procedures.
- 12.4** Where Personnel have concerns about questionable accounting or auditing matters, they must promptly report them to the appropriate person (see Article 23).

## **13.0 QUALITY OF PUBLIC DISCLOSURE**

- 13.1** The LTSA is committed to providing information about the LTSA to the public in a manner that is consistent with all applicable legal and regulatory requirements.
- 13.2** The LTSA's public communications must include full, fair, accurate, timely, and understandable disclosure. Personnel authorized to provide communications through the LTSA's public channels or who are involved in the disclosure process are responsible for ensuring that the LTSA meets such requirements.

## **14.0 EMPLOYEE, CUSTOMER, AND SUPPLIER PRIVACY**

- 14.1** Personnel are required to comply with LTSA's privacy policies relating to the collection, use and disclosure of personal information and all applicable laws, including FIPPA and PIPA, as relevant. This includes not accessing, using or disclosing personal information other than as authorized, including in relation to the LTSA's operational land title and survey records. For clarification, Personnel should consult with the LTSA's Privacy Officer for guidance.

## **15.0 SAFETY IN THE WORKPLACE**

- 15.1** Personnel must report a safety hazard or unsafe condition or act in accordance with the provisions of the WorkSafeBC Occupational Health and Safety Regulations. (see also Article 18).

## **16.0 RESPECT IN THE WORKPLACE**

- 16.1** Personnel have a shared responsibility to exercise the basic principles of respect and dignity in all working relationships. Personnel must treat one another and all parties who engage in business or other relationships with the LTSA with dignity and respect.
- 16.2** Personnel will not engage in abusive, intimidating, or demeaning behaviour of any form, including any discriminatory conduct prohibited by the *Human Rights Code*. The prohibited grounds are race, colour, ancestry, place of origin, religion, family status, marital status, physical disability, mental disability, gender, sexual orientation, age, political belief or conviction of a criminal or summary offence unrelated to the individual's employment.

## **17.0 PREVENTING/REPORTING BULLYING AND HARASSMENT**

- 17.1** Conduct of Personnel in the workplace must meet acceptable social standards and must contribute to a positive work environment.
- 17.2** Bullying, harassment or any other inappropriate conduct compromising the integrity of the LTSA is not acceptable or tolerated. Personnel will be treated in a fair and respectful manner. Bullying and/or harassment:
- (a) includes any inappropriate conduct or comment by a person towards a worker that the person knew or reasonably ought to have known would cause that worker to be humiliated or intimidated; but
  - (b) excludes any reasonable action taken by an employer or manager relating to the management and direction of workers or the place of employment.

Examples of conduct or comments that could constitute bullying or harassment include:

- verbal aggression or insults;
- derogatory name calling;
- vandalizing personal belongings; or
- spreading malicious rumours or cyber-bullying (e.g.: social media).

**17.3** Personnel must:

- (a) not engage in the bullying and/or harassment of other workers;
- (b) report (see reporting procedure and investigating procedures at Article 23) if bullying and/or harassment is observed or experienced; and
- (c) apply and comply with this policy and the procedures on bullying and harassment.

- 17.4** The LTSA has established standard procedures to guide internal investigations of this nature as set out at Article 23.

## **18.0 PREVENTING/REPORTING VIOLENCE IN THE WORKPLACE**

- 18.1** All Personnel have the right to expect, and the responsibility to create, a workplace where all Personnel are safe. Violence in the workplace is unacceptable and will not be tolerated. Violence includes any attempted or actual exercise by any person, including

another worker, of any physical force so as to cause injury to a worker and includes any express threat of violence. The LTSA is committed to ensuring that all Personnel are aware of the hazards and are trained in the appropriate actions to take for protection from acts or threats of violence.

**18.2** Personnel must report (see reporting and investigating procedures at Article 23) any incident of violence directed towards themselves or their coworkers. Any person hearing a threat, including a threat to a co-worker, must report that threat if he or she has reasonable cause to believe that the threat is serious. Any incident or threat of violence in the workplace must be addressed immediately.

**18.3** The LTSA has established standard procedures to guide internal investigations of this nature as set out at Article 23.

### **19.0 NO RETALIATION**

**19.1** The LTSA will not retaliate against any Personnel who, in good faith, reports a known or suspected violation of this Code as described herein. Employees of the LTSA will not be terminated, demoted, or discriminated against in any way for reporting legitimate concerns about these matters in accordance with this Code, including giving information in relation to an investigation. However, because of the seriousness of a false allegation and the resources which will be expended to investigate complaints, the LTSA reserves the right to discipline anyone who knowingly makes a false accusation or knowingly provides false information to the LTSA or others.

### **20.0 EXEMPTIONS OR WAIVERS FROM CODE REQUIREMENTS**

**20.1** LTSA Personnel may request an exemption from, or waiver of, a requirement of this Code through the Conduct and Ethics Advisor. All such requests must be documented and employee exemptions generally require the approval of the CEO, while any requested exemptions by an Officer or a Director require Board approval. Any exemption may only be given where to do so would be in compliance with all applicable laws and regulations. Additional employee information on seeking an exemption or waiver is available at Appendix 2 [Information on procedures respecting disclosure and exemptions as they relate to Directors and Officers are available at the LTSA Board of Directors Governance Manual].

**20.2** Conditions may be attached to an exemption or waiver under Article 20.1. Full and detailed disclosure of all material and relevant facts and circumstances respecting the matter will be held by the Conduct and Ethics Advisor and will be periodically reported to the Board of Directors.

### **21.0 COMMUNICATIONS AND COMPLIANCE WITH THE CODE**

**21.1** At the commencement of an appointment or employment with the LTSA, each Personnel is provided with a copy of the Code and advised that compliance with the Code is a condition of employment or appointment, and is also notified of the potential consequences for breaches of the Code. Reminders about Code matters are communicated to Personnel on a routine basis, including through staff newsletters.

Personnel in positions of authority are responsible for communicating the expectations contained in the Code to all employees under their supervision.

- 21.2** The Conduct and Ethics Advisor has responsibility for monitoring and reporting to the Governance and Human Resources Committee (and the Audit and Finance Committee for those items relating to accounting and auditing matters) of the Board of Directors on compliance with the Code. The Conduct and Ethics Advisor reports on compliance with the Code quarterly and prepares an annual Code of Conduct Compliance Report to both Committees of the Board of Directors.
- 21.3** Personnel have the responsibility to understand and conduct themselves in accordance with the Code and to report conduct or proposed conduct that is in violation of the Code.
- 21.4** Employees of the LTSA who breach the Code may be subject to disciplinary action, up to and including dismissal. If a violation of law is involved, the matter may also be referred to the appropriate law enforcement agency. Any manager who directs or approves of conduct in breach of the Code, or who fails to report a breach, of which he or she has knowledge, is also in breach of the Code and subject to disciplinary action.
- 21.5** The Code outlines a framework of guiding principles. As with any statement of policy, the exercise of judgment may be required in determining the applicability of this Code to each individual situation. The Conduct and Ethics Advisor is the lead contact for determinations respecting interpretation and/or applicability for the Code. (see Conduct and Ethics Advisor accountabilities set out at Article 1.5).
- 21.6** The Code applies to all Personnel. Compliance with the Code is a condition of employment for employees of the LTSA.
- 21.7** The LTSA reserves the right to modify or amend the Code. The Code and any amendments shall be binding on Personnel when communicated.
- 22.0 COMMITMENT TO ONGOING COMPLIANCE**
- 22.1** To demonstrate commitment to the principles set forth in the Code, Personnel are expected to review the Code periodically. Personnel should take the opportunity to discuss with a manager or the Conduct and Ethics Advisor, as appropriate, any circumstance that may have arisen or may arise that could be an actual or potential violation of the Code.
- 23.0 REPORTING AND INVESTIGATING BREACHES OF THE CODE**
- 23.1** All Personnel have a responsibility to promptly report a known or suspected breach of the Code in the manner set out in LTSA Procedures for Reporting and Investigating Breaches of the Code (Appendix 3).
- 23.2** All reports received about known or suspected breaches will be investigated by the LTSA. The method of investigation will be determined as set out at Appendix 3.

- 23.3** All investigations will be handled promptly, professionally, and with as much confidentiality as possible consistent with investigating the matter. All reports will be investigated as may be appropriate in the circumstances. The Conduct and Ethics Advisor will acknowledge all reports and complaints that are received in respect of the Code, and the LTSA will attempt to complete investigations within 45 days. If a complaint is not resolved within 60 days, the matter may be referred directly to the CEO and the CEO will respond in writing within 30 days of receipt.
- 23.4** The initial findings and conclusions from an investigation conducted under 23.2 will be considered by the Conduct and Ethics Advisor in consultation with the CEO (unless the matter involves the CEO in which case the matter will be reviewed with the Chair of the Governance and Human Resources Committee of the Board of Directors to determine appropriate next steps). If it is then determined that further investigation of the matter is warranted, the Chair of the Governance and Human Resources Committee and the Board Chair will be consulted and the appropriate next steps for the investigation will be determined. If the matter relates to a questionable accounting or auditing matter, the Conduct and Ethics Advisor will further consult with the Vice President and Chief Financial Officer (unless the matter involves the Vice President and Chief Financial Officer, in which case the matter will be reviewed with the Chair of the Audit and Finance Committee of the Board of Directors to determine next steps).
- 23.5** For all matters other than those involving the CEO, in consultation with the CEO, the Conduct and Ethics Advisor will make a final determination about whether a breach of the Code has occurred. The results of the determination will be communicated to those involved, and will be included as part of the Conduct and Ethics Advisor's report to the Board.

**24.0 CLARIFICATION**

- 24.1** Employees who require advice on any aspect of the Code should seek clarification from their manager or the Conduct and Ethics Advisor. Directors or Officers who require advice on any aspect of the Code should seek clarification from the Conduct and Ethics Advisor.

- 24.2** The Conduct and Ethics Advisor is:

Vice President, Human Resources  
Land Title and Survey Authority of British Columbia  
c/o LandSure Systems  
Suite 300 - 1090 W Georgia St  
Vancouver BC V6E 3V7  
Tel: (778) 372-5926  
Email: CodeAdvisor@ltsa.ca

## **APPENDIX 1 – INFORMATION AND COMMUNICATIONS TECHNOLOGY (ICT) EMPLOYEE AGREEMENT**

The Information and Communications Technology (ICT) Employee Agreement is also available on the LTSA internal ShareNet website on the [LTSA Forms](#) page.



### **Information and Communications Technology (ICT) Employee Agreement**

The Land Title and Survey Authority (LTSA) uses information and communications technologies ("ICTs") to support employees in their work as well as efficiently delivering services to citizens. Proper usage of these technologies, such as computers, e-mail systems or the Internet (ICT resources), saves time and money, reduces administrative overhead and improves service. However, improper usage may jeopardize systems integrity, security, service levels and put LTSA at risk.

1. All ICT resources are provided as business tools to users and are LTSA property. When using ICT resources, users must:

- comply with all applicable legislation, regulations, policies and standards (e.g. Code of Conduct and Ethics);
- respect copyright and other intellectual property rights in relation to both program and data; and
- not detrimentally affect the productivity, integrity or security of ICT systems and/or harm LTSA's reputation.

This usage is subject to the same restrictions and the same review process as for any other LTSA-furnished resource provided to conduct business (e.g. telephone, facsimile).

2. Employees may use ICT resources 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. Users must avoid accessing Internet sites that might bring the Land Title and Survey Authority into disrepute, such as those that carry offensive material. Reasonable, incidental use of e-mail for personal purposes is acceptable, as long as it does not jeopardize the productivity, integrity and security of ICT systems and/or harm the LTSA's reputation.

3. Messaging forums (e.g. Internet Relay Chat, Internet newsgroups) may be used only to conduct work-related business or to exchange technical or analytical information. Users who wish to express personal opinions must use a private Internet provider and a personal identifier.

4. Users must not:

- divulge, share or compromise their own or another's LTSA authentication credentials;
- transmit or otherwise expose sensitive information to the Internet;
- use ICT resources for commercial solicitation or for conducting or pursuing their own business interests or those of another organization;
- distribute hoaxes, chain letters, or advertisements;
- send rude, obscene or harassing messages;

- send, forward and/or reply to large distribution lists concerning non-LTSA business. In addition, users must consider the impact on the network when creating and using large, work-related distribution lists;
- attempt to obscure the origin of any message or download material under an assumed Internet address;
- attempt to circumvent or subvert system or network security measures; and
- propagate viruses knowingly or maliciously. (Attachments are the primary source of computer viruses and should be treated with utmost caution.)

5. The LTSA monitors and analyzes the use of ICT resources for operational and security reasons. Normal routine analysis is done by firewall and other security applications which operate automatically and without human involvement and does not involve reading the content of email or files. However, at management's discretion, monitoring may include accessing, viewing, collecting, using and disclosing personal information for the purpose of ensuring the proper use and security of ICT resources. Accordingly, users agree that they have a limited expectation of privacy in relation to the use of ICT resources.

6. Alleged inappropriate use of ICT resources will be reviewed by the LTSA on a case-by-case basis, and may lead to bringing disciplinary action (which may include dismissal or cancellation of contract) or pursuing other legal remedies.

I, \_\_\_\_\_, have read and understand this Information and Communications Technology (ICT) Agreement and agree and consent to its terms, including without limitation to the LTSA accessing, collecting, using and disclosing personal information for the purpose of ensuring compliance with this Agreement, including ensuring the proper use and security of ICT resources.



## **APPENDIX 2 – SEEKING AN EXEMPTION OR WAIVER FROM THE CODE REQUIREMENTS**

Occasions may arise where an exemption from or waiver of a requirement of the Code of Business Conduct and Ethics (the “Code”) is warranted. It is expected that such occasions would be extremely rare and would reflect extraordinary circumstances. This document sets out the procedure for an employee who wishes to request an exemption from or waiver of a Code requirement. (Similar information in respect of any exemption request by an Officer and Director is available at the LTSA Board of Directors Governance Manual, Part 4, Section 5).

Only the President and Chief Executive Officer may grant employees exemptions from or waivers of Code requirements. An exemption or waiver will only be granted where to do so is in compliance with all applicable laws and regulations and where such exemption or waiver is in the best interests of the Land Title and Survey Authority. The procedure for seeking an exemption or waiver is as follows:

### **1. THE FORM OF THE REQUEST**

A request for an exemption or waiver is to be made in writing to the Conduct and Ethics Advisor and is to be signed.

Requests may be scanned and emailed or faxed to the attention of the Conduct and Ethics Advisor or may be delivered to the following address:

By Fax or Email:

Attention: Conduct and Ethics Advisor

Email: [CodeAdvisor@ltsa.ca](mailto:CodeAdvisor@ltsa.ca)

By Mail/Courier/Hand Delivered:

Land Title and Survey Authority of British Columbia

Attention: Conduct and Ethics Advisor

c/o LandSure Systems

Suite 300 - 1090 W Georgia St

Vancouver BC V6E 3V7

### **THE CONTENT OF THE REQUEST**

An employee who is requesting an exemption or waiver is responsible for making full disclosure of all relevant facts and circumstances. A request for an exemption or waiver should, at a minimum, set out the following information:

- i. a statement of the specific nature of the exemption or waiver being requested, including the provision of the Code for which the exemption or waiver is requested and the time period for which the requested exemption or waiver would apply;
- ii. a full and complete statement of all material and relevant circumstances relating to the request being made;
- iii. the reasons why it may be considered appropriate to grant the exemption or waiver; and
- iv. a statement of whether or not the employee has discussed the request with the employee’s manager.

*Appendix 2 - Seeking an Exemption or Waiver – Continued...*

**2. WHAT TO EXPECT IN REPLY**

The Conduct and Ethics Advisor will acknowledge in writing that the request has been received and will provide the employee's manager with a copy of the request. A copy of the request will be placed on the employee's personnel file.

The Conduct and Ethics Advisor may request additional information from an employee or the employee's manager.

The Conduct and Ethics Advisor will promptly advise the President and Chief Executive Officer of all requests received and will provide the President and Chief Executive Officer all information received from an employee and the employee's manager with respect to the request.

The President and Chief Executive Officer will advise an employee in writing of the decision on the request as soon as is practicable. Conditions may be attached to an exemption or waiver granted by the President and Chief Executive Officer.

**3. WHO WILL BE ADVISED OF THE DECISION**

A copy of the decision letter will be provided to the Conduct and Ethics Advisor, the senior executive for the work unit and the employee's manager. A copy of the decision letter will also be placed on the employee's personnel file.

**4. PUBLIC DISCLOSURE**

The Board of Directors has adopted a policy, consistent with best practices in corporate governance, to disclose publicly any exemptions from or waivers of Code requirements which may be granted to a Director, Officer or employee. All exemptions and waivers granted, together with the reasons for the exemptions or waivers, will be posted on the LTSA's website.

**5. MORE INFORMATION**

If you have questions, or need more information, contact the LTSA's Conduct and Ethics Advisor, at (778) 372-5926 or [CodeAdvisor@ltsa.ca](mailto:CodeAdvisor@ltsa.ca).

### **APPENDIX 3 – PROCEDURES FOR REPORTING AND INVESTIGATING BREACHES OF THE CODE**

These procedures provide information to employees on how to report a known or suspected breach of the Code of Business Conduct and Ethics (the “Code”), and set out the form of investigations which may be conducted.

#### **1. INQUIRIES ABOUT THE CODE**

The Conduct and Ethics Advisor is available to answer questions or provide guidance concerning the Code and its application. In this role, the Conduct and Ethics Advisor may also involve other members of management, subject experts within the LTSA, and/or legal counsel.

#### **2. REPORTING A BREACH OF THE CODE**

All employees have a responsibility to report a known or suspected breach of the Code.

Subject to Note 1 below, to report a breach of the Code:

- a) First talk to your manager;
- b) If you are not comfortable talking with your manager, or if you have talked to your manager and have not received a satisfactory response, you can speak to someone higher in the line of authority within your department or division, including the senior executive for your work unit;
- c) If you have not received a satisfactory response, speak to someone in the Human Resources department;
- d) If you still have not received a satisfactory response, you may contact the Conduct and Ethics Advisor at (778) 372-5926 or [CodeAdvisor@ltsa.ca](mailto:CodeAdvisor@ltsa.ca); or
- e) In rare circumstances, you may wish to contact the Board of Directors directly to report a known or suspected breach of the Code. To report a known or suspected breach of the Code directly to the Board of Directors, you may contact:
  - the Chair of the Governance and Human Resources Committee at [GovChair@ltsa.ca](mailto:GovChair@ltsa.ca);
  - the Chair of the Audit and Finance Committee at [AFChair@ltsa.ca](mailto:AFChair@ltsa.ca) - for matters related to questionable accounting and auditing matters (see Article 12)

Note 1 – ***A formal written Incident Report Form*** (available at LTSA’s internal ShareNet website) must be completed and submitted if the breach or suspected breach of the Code relates to:

- ♦ an accounting or auditing matter under Article 12; or
- ♦ a discrimination, bullying, harassment or workplace violence matter under Articles 16, 17 or 18.

**3. ADVISING THE CONDUCT AND ETHICS ADVISOR OF ANY REPORTS OF KNOWN OR SUSPECTED BREACHES OF THE CODE**

The Conduct and Ethics Advisor must be promptly advised of any report received concerning a known or suspected breach of the Code, and they will be investigated in accordance with the approaches set out below.

**4. INVESTIGATION PROCEDURES WITH RESPECT TO ANY REPORTS OF KNOWN OR SUSPECTED BREACHES OF THE CODE**

The method of investigation of any reported known or suspected breach, or suspected breach, will be determined in collaboration with the Conduct and Ethics Advisor, and, as relevant, the senior executive for the work unit, and, as relevant, the Vice President and Chief Financial Officer, Vice President Human Resources, and/or the President and Chief Executive Officer.

The Conduct and Ethics Advisor will oversee investigations with Human Resources conducting workplace investigations and providing a written report with recommendations and conclusions for the purposes of reporting to the Conduct and Ethics Advisor. In some circumstances the Conduct and Ethics Advisor may appoint an outside person to conduct an investigation and provide a written report on a complaint.

Human Resources is responsible for ensuring workplace investigation procedures are followed. Personnel are expected to cooperate with investigators and provide any details of incidents they have experienced or witnessed.

Investigations may include interviews with the parties involved in the alleged discrimination, bullying and harassment, or incident of workplace violence, and any witnesses. The investigator will also review any evidence, such as emails, handwritten notes, photographs, or any other evidence the investigator considers relevant.

Investigations will:

- be undertaken promptly and diligently, and be as thorough as necessary, given the circumstances;
- be fair and impartial, providing both the complainant and respondent equal treatment in evaluating the allegations;
- be sensitive to the interests of all parties involved, and will be treated with as much confidentiality as possible consistent with investigating the complaint; and
- be focused on finding facts and evidence, including interviews of the complainant, respondent, and any witnesses.

Upon completion of the investigation, the Conduct and Ethics Advisor will make a final determination about whether a breach of the Code has occurred.

Personnel will be advised of the Conduct and Ethics Advisor's final determination about whether a breach of the Code has occurred, and the results of the determination will be communicated to all parties involved.

Following an investigation, the workplace procedures of the LTSA may be reviewed in support of prevention of future incidents in the workplace.

**5. THE OPPORTUNITY TO RESPOND TO ANY INVESTIGATION UNDER THE CODE**

If it has been alleged that an employee or other Personnel has breached or may have breached the Code, that individual will be informed of the allegations and given the opportunity to respond to the investigator.

**6. DISCIPLINARY ACTION**

If the allegations raised through a report under the Code lead to disciplinary action, the LTSA's current procedures respecting disputed disciplinary action apply.