



ENGINEERS &
GEOSCIENTISTS
BRITISH COLUMBIA

POLICY

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Code of Conduct for Councillors

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THE CODE

1. About this Code

1.1 Mission, Vision and Core Values

Engineers and Geoscientists BC's mission is to serve the public interest as a progressive regulator that supports and promotes the engineering and geoscience professions. The vision is for engineering and geoscience professionals to create a better future for all. Engineers and Geoscientists BC's core values define the essence of the organization's identity and culture:

- Integrity – we mean and do what we say
- Accountability – we are responsible for our actions
- Innovation – we will explore new ideas to make things better

As leaders of Engineers and Geoscientists BC, it is essential that all members of Council demonstrate the core values to maintain and enhance the public's and registrants' trust and confidence in the organization. In this role, each Councillor has a fiduciary duty of loyalty to Engineers and Geoscientists of BC and must act in the overall best interests of the organization. By committing to the delivery of the vision, mission and values and adhering to the expected behaviors set out in this Code of Conduct (Code), Councillors contribute to the collective success of Engineers and Geoscientists BC in upholding its duty to protect the public.

1.2 Application and Purpose

This Code applies to all Councillors of Engineers and Geoscientists BC. The Code sets standards of expected conduct for Councillors and provides a practical framework designed to help Councillors understand what is expected in terms of appropriate conduct and behavior. The Code is designed to assist in the promotion of honest and ethical conduct, including identifying, preventing and resolving real, perceived and potential conflicts of interest for Councillors.

The provisions of the Code are in addition, and not in substitution for, any obligations imposed on Councillors by common law, equity and statute. Compliance with the Code does not relieve a Councillor from any such obligation.

A Councillor uncertain of their duties or of how the Code applies in any particular circumstance should raise this concern with the President in order to obtain appropriate guidance and advice.

As a Councillor, you are expected to uphold the highest standards of integrity for yourself and Engineers and Geoscientists BC. You are responsible for understanding and following this Code and to apply common sense, exercise good judgment and be accountable for your actions. If you are unsure of the appropriate thing to do in a certain situation, you should act in the best interests of EGBC and consider the following guiding questions:

- Is it legal?
- Is it "the right thing to do"?
- Does it reflect Engineers and Geoscientists BC's core values and culture?
- Does it comply with Engineers and Geoscientists BC's policies?

- Is it in conflict with the best interests of Engineers and Geoscientists BC?
- Could this action or decision create a negative perception of Engineers and Geoscientists BC or the Council? Would it embarrass me or Engineers and Geoscientists BC?
- Do I have a private interest that others may feel influences, or may influence, my ability to carry out my duties in a responsible way?
- Would I feel concerned if this appeared in a news headline or in social media?

2. Expectations and Duties

2.1 General

The [Councillor Position Descriptions](#) set out the key expectations and standards of conduct of individual Councillors, which all Councillors should be familiar with. The organization gains the most from a Council when its Councillors are committed and maximize their contribution.

Councillors appointed by Order In Council will also be expected to conduct themselves in accordance with the British Columbia government's Standards of Ethical Conduct established by the Crown Agencies and Board Resourcing Office.

2.2 Fiduciary Duties

In addition to the general expectations and standards of conduct expected of Councillors, each Councillor is expected to discharge the following legal duties:

a. Duty to Act in Best Interests of Engineers and Geoscientists BC

All Councillors are fiduciaries of Engineers and Geoscientists BC, and as such, are expected to act honestly and in good faith in their dealings with Engineers and Geoscientists BC and others on behalf of the organization. Councillors are expected to remain impartial and loyal with a view to serving the best interests of Engineers and Geoscientists BC as this relates to Engineers and Geoscientists BC's interest in upholding its duty to protect the public.

Councillors should not act in their own self-interest or act as a delegate or representative of any stakeholder or registrant group. Councillors are expected to exercise their own independent judgment about matters that come before them as Councillors and, while they may take into account the interests of Engineers and Geoscientists BC's stakeholders and registrants, they cannot prefer the interests or views of any particular stakeholder or member over the best interests of the organization.

b. Duty of Care

Councillors are expected to exercise the degree of care, skill, and diligence reasonably expected from a person having their knowledge and experience, and in comparable circumstances.

c. Duty of Confidentiality

In the course of their duties, Councillors will have access to confidential information relating to Engineers and Geoscientists BC and may also learn of other confidential or non-public information relating to third parties.

Councillors are expected to maintain the confidentiality of all such confidential and non-public information and are required not to disclose or release any such confidential or non-public information unless authorized by the Council or required by law to do so.

Proceedings in closed and *in-camera* sessions of the Council are confidential. Proceedings in strategy sessions, forums, workshops or other sessions the Council may hold from time to time are also confidential, unless otherwise provided. Councillors must comply with any applicable policies that may restrict circulation and disclosure of materials prepared for the Council, and Councillors must hold in confidence all views and opinions expressed by other Councillors or individuals in such sessions.

The duty to maintain information in confidence continues after the Councillor ceases to be a Councillor.

d. Duty of Compliance

Councillors are expected to comply at all times with both the letter and the spirit of all applicable laws and policies applicable to Councillors, including the *Professional Governance Act*, Engineers and Geoscientists BC's bylaws, and this Code.

e. Duty of Knowledge

Councillors are expected to be familiar with and generally knowledgeable about:

- Engineers and Geoscientists BC's mission, vision, goals, objectives, strategic plans and operations
- The environment within which Engineers and Geoscientists BC operates
- The relevant legislation and any agreements applicable to Engineers and Geoscientists BC and Councillors

f. Duty to Disclose

Councillors must disclose information within their knowledge that is of significance to Engineers and Geoscientists BC. This could include any material fact or material information that would reasonably be expected to result in a significant impact (e.g., financial, operational, reputational, etc.), and not limited to a detrimental impact only, to the business and affairs of Engineers and Geoscientists BC.

3. Diversity, Anti-Harassment and Discrimination

Engineers and Geoscientists BC is committed to maintaining an environment that supports diversity, where everyone is treated with dignity and respect and is free from bullying, harassment and discrimination of any kind, as is defined in the organization's Anti-Bullying and Anti-Harassment Policy and Anti-Discrimination Policy. All new Councillors are required to complete training on anti-bullying and anti-harassment.

Councillors are expected to adhere to and conduct themselves in a way that is consistent with and upholds Engineers and Geoscientists BC's policies, as well as obligations under applicable human rights legislation. Councillors are expected to lead by example in supporting a respectful environment. This includes:

- Being respectful of different viewpoints that may be expressed, in good faith, by others in the course of Council deliberations
- Treating Councillors, employees, stakeholders and registrants with dignity and respect and ensuring an environment that is free from discrimination including discriminatory conduct based on any of the

prohibited grounds including race or colour, religion, sex, physical or mental disability, age, ancestry or place of origin, marital status, family status, sexual orientation, gender identity or expression, and political belief

- Ensuring and supporting an environment for Councillors, staff, registrants and stakeholders that is free from bullying, harassment, unwelcome sexual attention or physical contact, psychological, verbal or physical abuse, threats or violence
- Establishing and respecting personal boundaries and engaging in consent-based interactions
- Supporting equity, diversity and inclusion initiatives as a path to changing behaviour, breaking down barriers, and promoting equity for historically marginalized or oppressed groups
- Taking a zero-tolerance approach to any display of abuse of power, ridicule, vulgarity, belittlement or impropriety (including unwelcome communication that may cause embarrassment, offence or humiliation), made privately or otherwise
- Working to ensure there is no retaliation or reprisal of any Councillor or other individual who in good faith alleges violations of this Code

At Engineers and Geoscientists BC, it is the obligation of Councillors to not engage in bullying, harassment or discrimination and to report any incidents of bullying, harassment or discrimination they may witness or of which they become aware to the President (or for incidents involving the President, to the Vice-President) so that it may be investigated and responded to appropriately.

4. Conflicts of Interest

Conflicts of interest can damage the trust between Councillors, the organization and stakeholders, including the public. Conflicts can arise and as such, it is important for the Council and individual Councillors to effectively manage conflicts.

4.1 Duty to Avoid

Every Councillor should avoid any situation in which there is an actual, potential or perceived conflict of interest which could interfere with the Councillor's judgement in making a decision in Engineers and Geoscientists BC's best interest. Councillors must also take steps to resolve any conflicts that may arise in a way that protects the public interest and the interests of Engineers and Geoscientists BC by:

- Promptly disclosing the interest and the nature of the interest
- Not taking part in any discussion or voting on the matter
- Ensuring they take no action to influence voting on the matter
- Leaving the meeting/session while the matter is being considered (whether the matter arises in an open, closed or *in camera* meeting/session)
- Depending on the nature and extent of the conflict, resigning from the Council

4.2 Conflict of Interest Defined

A conflict of interest may arise in a situation in which a Private Interest or Private Duty of a Councillor conflicts, potentially conflicts, or appears to conflict with or influence the objective exercise or proper discharge of the Councillor's duties to Engineers and Geoscientists BC, including the Councillor's duty to act in the best interests of Engineers and Geoscientists BC.

Conflicts are generally divided into the following categories:

- a. a **real conflict of interest** refers to a situation where a Councillor exercises a power or performs a duty or responsibility, and in so doing, there is the opportunity to further his or her Private Interest, or there is a conflict with the Councillor's Private Duty
- b. a **potential conflict of interest** refers to a situation where a Private Interest or Private Duty of a Councillor could influence the exercise of the Councillor's power or performance of his or her duties or responsibilities, where the Councillor has not yet exercised that power or performed that duty or responsibility
- c. a **perceived conflict of interest** refers to a situation where there is not technically an actual conflict but where it might appear to an outsider that there is a conflict of interest on the part of a Councillor in relation to a Private Interest or Private Duty

4.3 Conflict of Interest Situations

A conflict of interest may be direct, indirect, personal, professional, financial or non-financial. A conflict of interest may arise from:

- Directorships or other employment, or interests in business enterprises, organization or professional practices that have competing fiduciary interests with Engineers and Geoscientists BC
- Share ownership
- Beneficial interests in trusts
- Existing professional or personal associations with Engineers and Geoscientists BC
- Professional or personal associations or relationships with other organizations or groups
- Family relationships

Some conflicts are quite clear, whereas others are less obvious. The following are provided as examples of conflicts of interest situations for Councillors. This is not an exhaustive list.

- A Councillor or the Councillor's Associate contracting or transacting with Engineers and Geoscientists BC
- Influencing the purchase of goods or services for Engineers and Geoscientists BC from a company or firm in which the Councillor or an Associate has a financial interest
- Using the position as Councillor to obtain employment with Engineers and Geoscientists BC
- Participating in or attempting to influence the appointment, hiring, promotion or evaluation of an Associate to positions within Engineers and Geoscientists BC
- Using confidential or non-public information obtained as a Councillor to further the Councillor's Private Interest

- Serving on the board of another organization and being in possession of information confidential to Engineers and Geoscientists BC that is of importance to a matter being considered by the board of the other organization
- Assisting an Associate in its dealings with Engineers and Geoscientists BC when such intervention may result in real or perceived preferential treatment to that person or organization by Engineers and Geoscientists BC
- Using Engineers and Geoscientists BC's resources or facilities (including Engineers and Geoscientists BC's name) for a Councillor's personal benefit or for the benefit of the Councillor's Associates
- Any current or recent employment, association or activity, including political activity, that is, or may reasonably be seen to be incompatible with the Councillor's duties, or otherwise be seen to impair their ability to discharge their duties in an impartial fashion, or cast doubt on the integrity or impartiality of the Council or Engineers and Geoscientists BC

4.4 Declaration

Upon becoming a Councillor and annually thereafter, each Councillor must complete an Acknowledgement and Disclosure Statement which identifies any known or potential conflicts of interest involving the Councillor (set out at **Appendix B**). Acknowledgement and Disclosure Statements are filed with the CEO who will retain the records at the Council's office and make copies available to the President and Vice-President.

In addition, a Councillor has an obligation to declare a real, potential or perceived conflict of interest as soon as reasonably practicable and, in any event, prior to discussion or decision of an issue at a Council meeting. The declaration should be directed to the President with a copy to the CEO. For conflicts involving the President, declaration should be directed to the Vice-President with a copy to the CEO.

A Councillor who perceives another Councillor to be in conflict should identify the potential conflict to the President at the first opportunity. A Councillor who perceives the President to be in a conflict of interest should identify the potential conflict to the Vice-President at the first opportunity.

4.5 Protocol for Dealing with Conflicts of Interest

In straight-forward cases, the President will review the circumstances and provide the Councillor in a conflict or potential conflict of interest situation with advice on whether a conflict of interest exists and, if so, the steps required to manage the conflict. In such cases, the President will inform the Council of the issue raised and how it was resolved.

For more complex cases, the President can also request the Council as a whole or a Sub-Committee to determine whether a conflict exists and the action that should be taken to manage the conflict. Where the Council or a Sub-Committee determines whether a conflict exists, the Council or Sub-Committee will do so by a simple majority vote.

In any given case, throughout the process a Councillor, the President, the Council or Sub-Committee can seek guidance or advice from the CEO, a designated member of Engineers and Geoscientists BC management, or external advisor, as appropriate.

Where a Councillor's conflict of interest is discovered after consideration of the matter, the conflict must be declared to the Council as soon as reasonably practicable. If the President or, if referred to the Council or a Sub-Committee, determines that the involvement of the Councillor influenced the decision of the matter, the

President or the Council or Sub-Committee, as the case may be, shall re-examine the matter and may rescind, vary or confirm the decision.

The Councillor shall be counted in the quorum for a meeting at which the Councillor attends, notwithstanding that the Councillor is absent while any matter is considered in respect of which a conflict of interest exists for that Councillor.

4.6 Role of the CEO

If the CEO has reason to believe that an agenda item could result in a conflict of interest for a Councillor, the CEO will alert the Councillor, and make reasonable efforts to discuss the issue with the Councillor before circulating information to that Councillor and so that Councillor can make a declaration accordingly. If the matter is scheduled for a closed or *in camera* session, the CEO will ensure the information is withheld from a conflicted Councillor.

A summary of the disclosure, as well as any restrictions on the Councillor's participation, will be recorded in the minutes of the meeting.

5 Professional Governance Act Application

Subject to the *Professional Governance Act* (the Act), if a Councillor:

- a. Has been served a Notice of Inquiry, they are required to immediately cease participating in the related work of the Council or Council Sub-Committee until the complaint is resolved
- b. Has been found guilty in a Discipline Hearing¹, they are expected to resign from the Council

Councillors may also be removed from Council in accordance with applicable provisions of the Professional Governance Act, including where a Councillor contravenes a provision of the Act, applicable regulations, rules and bylaws.²

6 Breaches of the Code

6.1 Reporting a Concern

Councillors are expected to raise a concern in the event they become aware of or suspect any violation of the Code to the President. Any other person who believes there may be any misconduct or a breach of the Code on the part of a Councillor should raise the matter in writing to the President. If the situation involves the President, the matter should be raised to the Vice-President.

The privacy of an individual who makes a complaint in respect of this Code will be respected as much as is possible in the circumstances. All disclosures will be kept confidential unless the matter disclosed constitutes an actual or potential threat of serious harm to Engineers and Geoscientists BC or to the general public.

¹ Established under section 75 of the *Professional Governance Act*

² Section 30 of the *Professional Governance Act*

6.2 Conduct Review by the President/Sub-Committee

In the event that a reported misconduct or Code violation is raised, the President (or the Vice-President where the conduct relates to the President) shall review the concern and conduct initial inquiries. If the President determines that the conduct in question was not inappropriate or did not constitute a violation of the Code, no further action is required.

The President (or the Vice-President where the conduct relates to the President) may decide to refer the reported misconduct or Code violation to a Sub-Committee of the Council for further inquiry. The Councillor whose conduct is called into question shall have a reasonable opportunity to respond to any allegations of misconduct and to present information to the Sub-Committee.

In conducting any inquiry in accordance with this Code, the President and/or the Sub-Committee may refer the matter to an Independent Investigator to conduct an independent investigation and make recommendations. The President and/or the Sub-Committee may take the Independent Investigator's recommendations into account in determining the appropriate course of action.

The Councillor whose conduct is in question shall refrain from participating in any Council review or discussions concerning their conduct and refrain from participating in all regular Council deliberations for so long as the Councillor's conduct is under inquiry.

If the Councillor is found to have breached the Code, the President and/or the Sub-Committee will determine an appropriate course of action, including but not limited to the following:

- Issue an oral or written reprimand to the Councillor
- Request the Councillor to take courses or additional training or to review educational materials
- Request the Councillor to take appropriate corrective action
- Request the Councillor to resign

If an appointed Councillor is found to have breached the Code, the President and/or Sub-Committee may submit a written report to the Office of the Superintendent of Professional Governance, detailing the circumstances of the breach.

7 Responsibilities and Administration of the Code

7.1 Council

The Council is responsible for this Code and for its review and approval.

7.2 Councillor

Upon becoming a Councillor, and annually thereafter, each Councillor must sign an Acknowledgement and Disclosure Statement³ acknowledging in writing that the Councillor has read, considered, and agreed to abide by the Code and disclosed any real, potential or apparent conflicts of interest.

³ Form of the Acknowledgement and Disclosure Statement is set out at Appendix B

Additionally, Councillors are expected, by oath or solemn affirmation, to take and sign the oath of office.⁴

7.3 CEO

The CEO is responsible to ensure:

- a. Each Councillor, upon election or appointment, is provided with a copy of the Code and an Acknowledgement and Disclosure Statement form
- b. A current record of Acknowledgement and Disclosure Statements and ensuring the Acknowledgement and Disclosure Statements is maintained and updated annually
- c. Councillors with conflict of interest issues are assisted, and monitoring the subject matter of Council agendas for potential conflicts of interest for individual Councillors; Councillors are alerted to business coming before the Council that might raise a conflict of interest for the Councillor; and, information is withheld as required by the circumstances

7.4 External Advisors

The President, the CEO, Council and/or a Sub-Committee may consult external advisors, including legal counsel, on the interpretation, implementation and operation of this Code, including possible conflict of interest situations that have been raised under this Code.

7 Code Amendments

The Council in its sole discretion may amend this Code from time to time. All Councillors are expected to continue to abide by the Code as amended.

⁴ Section 28 of the *Professional Governance Act*

APPENDIX A

Interpretation and Definitions

In this Code:

"Associate" includes but is not limited to:

- i. a spouse of a Councillor, to whom the Councillor is married or with whom the Councillor is living in a marriage-like relationship, including a person of the same gender;
- ii. a child of a Councillor, regardless of age;
- iii. a relative of the Councillor, by blood, adoption, or marriage, who is living in the same residence as the Councillor;
- iv. a friend of the Councillor whom is connected by frequent or close association;
- v. a corporation, partnership or organization of which the Councillor is an officer or partner or beneficially owns, directly or indirectly, or exercises control or direction over, equity interests of the corporation, partnership, or organization carrying more than 10% of the voting rights attached to all equity interests of the corporation, partnership, or organization for the time being outstanding; and
- vi. a trust or estate in which the Councillor has a substantial beneficial interest or for which the Councillor serves as trustee.

"Councillor" reference to Councillor means a member of the Council, the President, Vice President and Past President.

"Acknowledgement and Disclosure Statement" means the Acknowledgement and Disclosure Statement in the form attached as Appendix B to this Code (as may be amended from time-to-time) and to be completed by each Councillor upon election/appointment and annually.

"Independent Investigator" means an external third party who is experienced in carrying out regulatory investigations.

"Private Duty" means a duty that a Councillor owes to someone other than Engineers and Geoscientists BC.

"Private Interest" means a pecuniary or economic interest or advantage and includes any real or tangible benefit that personally benefits the Councillor or their Associate.

"Sub Committee" means such committee of the Council as may be delegated by the Council from time-to-time to have authority for interpreting and applying Code provisions and investigating misconduct or Code violations, which may consist of the Governance Sub-Committee, Executive Sub-Committee, any other Council Sub-committee, or a special committee appointed by the Council for such purpose.

APPENDIX B Acknowledgement and Disclosure Statement⁵

As part of your commitment as a Councillor, you are required to acknowledge that you have read and understood the Councillors Code of Conduct for Engineers and Geoscientists BC (the Code) and will comply with it. In addition, you are required to disclose information relevant to conflict of interest procedures.

I, _____ (print name), declare that:

- a) I have read and understood the Code.
- b) I agree to conduct myself in accordance with the provisions of the Code.
- c) I agree to disclose any situation that may be reasonably construed as constituting a real, potential or perceived conflict of interest in connection with my duties and role as a Councillor at my earliest opportunity upon becoming aware of same.

- In completing part (d) below, you are required to disclose circumstances that may be reasonably construed as constituting an actual, perceived or potential conflict of interest. The following are examples of conflict of interest situations which would need to be disclosed, but this is not an exhaustive list:
 - Directorships, trusteeships or partnerships with other organizations
 - Organizations from which you or an Associate receive financial remuneration (for services performed directly or indirectly as an owner or part owner, trustee or employee)
 - Offices, interests, relationships or activities (financial⁶ or otherwise) that could create a real, potential or perceived conflict of interest for you or an Associate
 - Real property interests for you or an Associate (other than personal real estate holdings that have no bearing on potential conflicts of interest with Engineers and Geoscientists BC's interest)
 - Facts or matters that if publicly disclosed could cause Engineer and Geoscientists BC embarrassment or hinder your performance as a Councillor
 - Other circumstances that could lead a reasonable person to question your objectivity or whether an unfair advantage has been created
- Disclosure on this form does not automatically mean that a conflict is present. If in doubt about whether an interest should be disclosed, you are encouraged to seek guidance or to disclose that information in accordance with the Code.

⁵ This form is subject to change from time to time. Please ensure that you use the current form

⁶ Financial interests, relationships or activities may include employment, stock ownership, a creditor or debtor relationship, or a prospective employee or employer relationship with another person or entity. Other interests, relationships or activities may include volunteer activities or the provision of services for which no remuneration is received.

d) As of _____ a real, potential or perceived conflict with my duty as a Councillor may arise because:

- e) Other than disclosed above and to the best of my knowledge and belief, I do not have any relationships or interests that could compromise, or be perceived to compromise, my ability to exercise judgment with a view to the best interests of Engineers and Geoscientists BC.
- f) I agree to promptly provide an updated Acknowledgement and Disclosure Statement annually or as may be required by changed circumstances.
- g) As a member of the Council of the Association of Professional Engineers and Geoscientists of the Province of British Columbia, I declare and affirm that I will carry out my roles and responsibilities to the best of my ability and in the best interest of the public and the engineering and geoscience professionals, and that I will adhere to and be bound by the Code.

Signature

Date

REVIEW DATES

April 23, 2021 (CO-21-67) – Approved by Council