

Employee Code of Ethics

Updated: 31 August 2007

Contact: VP & General Counsel (or) Corporate Secretary

1. INTRODUCTION

- 1.1. This Code of Ethics contains policies, guidelines and principles applicable to employees of British Columbia Transmission Corporation ("BCTC"). This Code cannot and is not intended to anticipate every issue that may arise. As with any statement of policy, the exercise of judgement is required in determining applicability of this Code to each individual situation.

2. COMPLIANCE WITH POLICIES

- 2.1. Employees must at all times comply fully with all policies of the Corporation.

3. CONFLICTS OF INTEREST

- 3.1. Employees must avoid any actual or perceived conflict of interest with the Corporation.
- 3.2. A conflict of interest exists where an employee's personal interests, or those of a Related Party¹ could influence the employee's decisions and impair the employee's ability to act in the best interests of the Corporation, impartially and without bias.
- 3.3. There may be a perceived conflict of interest where a reasonably well informed person has a perception that the employee participates in decisions on behalf of BCTC that could promote the employee's personal interests or those of a Related Party.
- 3.4. Full disclosure enables employees to resolve unclear situations and gives an opportunity to dispose of conflicting interests before any difficulty arises.
- 3.5. Employees are required to immediately disclose a conflict of interest to their manager, the Corporate Secretary or General Counsel. If an employee has any concerns whether a conflict of interest exists, the employee must immediately disclose the potential conflict of interest to his or her manager, the Corporate Secretary or General Counsel.

4. COMPLIANCE WITH LAWS

- 4.1. It is the policy of BCTC to comply with all applicable laws.
- 4.2. Each employee must at all times comply fully with applicable law. Employees should avoid any situation which could be perceived as improper, unethical or indicate a casual attitude towards compliance with law. No employee has the authority to direct another employee or any other person to violate any law on behalf of the Corporation.
- 4.3. The Corporation has an obligation to ensure appropriate training and access to information for performance of particular jobs.
- 4.4. Employees are expected to be sufficiently familiar with applicable laws and to seek legal advice from the Corporation's General Counsel where appropriate.

¹ A family member, close friend, business associate, corporation or partnership in which an employee holds a significant interest, or a person to whom the employee owes an obligation.

5. CONFIDENTIALITY

- 5.1. Employees must not disclose to anyone outside BCTC any Confidential Information² obtained from BCTC except when disclosure is authorized by the Board, is done in the ordinary course of business (i.e. to auditors, financial institutions, insurers, etc.) in accordance with established Corporation policies and procedures, or is otherwise legally required.
- 5.2. Employees must not use Confidential Information obtained through their association with BCTC to further any non-Corporation interests.
- 5.3. The obligation to preserve and not use Confidential Information continues after a person is no longer an employee of the Corporation.

6. OUTSIDE BUSINESS INTERESTS

- 6.1. Employees must disclose to his or her manager any Business Activity³ that may result in a conflict of interest with BCTC before accepting such a position or business activity.
- 6.2. No employee may hold a Significant Financial Interest⁴, either directly or through a Related Party, or hold or accept a position as an officer or employee in an organization in a relationship with the Corporation, where by virtue of his or her position in the Corporation, the employee could in any way benefit the other organization by influencing the decisions of the Corporation, unless that interest has been fully disclosed in writing to his or her manager.

7. POLITICAL, NON-PROFIT AND PROFESSIONAL ACTIVITIES

- 7.1. Employees engaging in the political process must take care to separate their personal activities from their association with the Corporation.
- 7.2. BCTC appreciates the contribution employees may make through involvement with charitable, community service and professional organizations. Employees may only use Corporation resources for such activities with the prior consent of their manager.
- 7.3. In the course of any non-Corporation activity, employees must ensure that they are seen as speaking in their individual capacity and not as a Corporation employee or spokesperson.

8. PROFESSIONAL DEVELOPMENT

- 8.1. BCTC encourages and supports the professional development of its employees. Where staff are members of a profession, they are expected to keep abreast of professional developments in their field, perform their duties in accordance with the recognized standards of their profession and abide by any code of ethics adopted by their professional association.

² Confidential Information includes all non-public information that might be useful to competitors, or harmful to BCTC if disclosed.

³ A Business Activity means ownership, participation in decision-making as a member of a Board of Directors, engagement as an officer, employee, advisor or consultant to a business entity.

⁴ A Significant Financial Interest in this context is any interest substantial enough that decisions of BCTC could result in gain for the employee or Related Parties.

9. ENTERTAINMENT, GIFTS AND FAVOURS

- 9.1. Employees must not offer or accept gifts, excessive entertainment, favours or other benefits which secure or appear to secure preferential treatment for themselves, BCTC or others.
- 9.2. Gifts, entertainment and benefits may only be accepted or offered by an employee in the normal exchanges common to established business relationships. As a guide, the gift, entertainment, favours or benefit:
 - (i) should be accepted by the business community to be within the bounds of propriety;
 - (ii) should not create or be expected to create any obligation;
 - (iii) should occur infrequently; and
 - (iii) should be justifiable on a Corporation expense statement if the employee offers rather than receives it.
- 9.3. Employees must report to the Corporate Secretary receipt of any gift, entertainment, favour or benefit valued at more than \$100.00.

10. PROPER USE OF CORPORATION ASSETS

- 10.1. Corporation assets, such as information, materials, supplies, time, hardware and facilities, among other property, are valuable resources owned, licensed or otherwise belonging to the Corporation. Corporation assets also include proprietary information such as intellectual property, including patents, trademarks, trade secrets and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports.
- 10.2. Corporation assets should be used only for legitimate Corporation business purposes. Employees should not make use of Corporation assets for non-Corporation benefit or purposes.

11. INTELLECTUAL PROPERTY

- 11.1. All Intellectual Property⁵ developed by employees within the scope of their employment is the property of the Corporation, whether the intellectual property was developed while actually at work or not.

12. RESPONSIBILITY

- 12.1. Each employee must adhere to this Code of Ethics.
- 12.2. Any employee who knows of or suspects a breach of this Code of Ethics must report it. Management of BCTC will be responsible for ensuring that the privacy of an employee who reports a breach or potential breach of this Code of Ethics is respected as far as is possible in the circumstances and that such employee does not suffer adverse consequences as a result of making the report.
- 12.3. Any employee who fails to adhere to this Code of Ethics may be subject to disciplinary action including, in appropriate cases, termination of employment.

⁵ Intellectual Property includes computer programs, technical processes, inventions, research methods, reports or articles or any other form of innovation or development. Patents, rights or copyright, as appropriate, must be assigned by employees to the Corporation.

