

June 15, 2022

**ANNUAL GOVERNANCE DOCUMENTS
CODE OF CONDUCT AND BUSINESS ETHICS**

PURPOSE

In accordance with the code of business conduct and ethics ("code"), directors, officers and certain senior level employee are required to complete an annual disclosure form certifying compliance with the code, and setting out any relatives employed by British Columbia Ferry Services Inc. ("BCFS").

DISCUSSION

a. Review of Disclosures – Directors

b. Review of Disclosures – Officers

i. Relatives Employed at British Columbia Ferry Services Inc. - Officers

The written annual disclosures of Directors and Officers of BCFS pertaining to the code of business conduct and ethics, as well as the disclosures of Officers respecting relatives employed at BCFS, have been completed and circulated for review by the Chair of the Board, the Chair of the Governance & Human Resources Committee, the President & Chief Executive Officer, and the Corporate Secretary. There was nothing untoward indicated in the annual disclosures respecting the code of business conduct and ethics and the employment of relatives, and there are no direct reporting relationships with any of the Officers who have relatives employed at BCFS. The written disclosures have been filed with the Corporate Secretary.

The following specific disclosures have been made by Directors:

- Director Chan is a director of the Vancouver Fraser Port Authority;
- Director Morgan-Silvester is a member of the Partnership Board of Grant Thornton LLP and Grant Thornton Consulting; a member of the Board of the CWB Financial Group; and Chair of the Board and director for Grosvenor America Partners; and
- Director North is a director of Mercer International Inc.;
- Director Kukec is a director of Nano One® Materials Corp.; and
- Director Denhoff is President of H2 Ventures 1 Inc.

The Corporate Secretary will identify any matters as they come forward to the Board in the future for which Directors Morgan-Silvester, North, Chan, Kukec or Denhoff should recuse themselves in view of their holding these positions.

c. Report on Management Disclosures

The written annual disclosures of Management of BCFS in Executive Director, Director, and equivalent positions pertaining to the code of business conduct and ethics, as well as the disclosures of Management respecting relatives employed at BCFS, have been completed and circulated for review by the President & Chief Executive Officer, and the Corporate Secretary. There was nothing untoward indicated in the annual disclosures respecting the code of business conduct and ethics and the employment of relatives, and there are no direct reporting relationships with any of the Management who have relatives employed at BCFS. The written disclosures have been filed with the Corporate Secretary and with the Human Resources division.

RECOMMENDATION



This document is provided for information.

Minutes for Governance & Human Resources Committee

06/22/2022 | 11:15 AM - 12:30 PM - Pacific Time (US and Canada)

Crofton Room, Harbour House Hotel - 121 Upper Ganges Rd, Salt Spring Island, BC

<p>Attendance: Janine M. North <u>Brenda J. Eaton</u> Eric A. Denhoff Jan K. Grude Shona A. Moore Sarah A. Morgan-Silvester David Podmore Michael W. Pucci Judith F. Sayers</p> <p>Management Attendance: Mark F. Collins Brian Anderson Jason W. Barabash Jody Drope Corrine Storey Jill N. Sharland Dean Dobrinsky Meghan J. Taylor</p>	<p>Committee Chair <u>Ex-Officio Member</u> Invitee</p> <p>Invitee</p> <p><i>[With the exception of M. Collins, Management was excused from the meeting following Agenda Item 4.]</i></p> <p>President & Chief Executive Officer Vice President, Strategy & Community Engagement Vice President, General Counsel & Corporate Secretary Vice President People & Culture Vice President & Chief Operating Officer Vice President, Finance & Chief Financial Officer Executive Director, Labour Relations Deputy Corporate Secretary</p>
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<p>Confirmation:</p> <p>s. 22 </p> <p>_____ Committee Chair</p>	<p>s. 22 </p> <p>_____ Corporate Secretary</p>
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Call to Order

Director North, Chair, called the meeting to order.

The Chair declared that notice of the meeting having been given to all members of the Committee, and as a quorum of Directors was present, the meeting was duly constituted and authorized to proceed with business.

1. Adoption of Agenda

The agenda was agreed as circulated.

2. Consent Agenda

Director North confirmed that documents had been circulated to the Committee in advance of the meeting respecting the following:

2.1. Adoption of Minutes - February 16, 2022