

CHAPTER 2: CODE OF CONDUCT

2.1 INTRODUCTION

- 2.1.1 The purpose of this Code of Conduct is to present the minimum standards of conduct required of all Vancouver Police Board (Board) Directors. In most situations, the values of the Board will guide Board Directors to demonstrate high ethical standards in decision-making and behaviours.
- 2.1.2 This Code of Conduct provides a practical reference document to clearly define appropriate practices, fiduciary accountabilities and behaviours, to ensure a common understanding and full compliance by all Board Directors.
- 2.1.3 The Code of Conduct includes references to the comprehensive set of Board Policies (Chapter 6 of this Board Manual) that apply to the Board and all Directors, and it is expected that all Directors and VPB office staff will read, understand and abide by all such Policies.
- 2.1.4 It is acknowledged that this set of policies, guidelines and procedures cannot anticipate all situations but serves as guidance to the Board in reviewing conduct and making Board decisions using ethical standards and sound judgement.
- 2.1.5 The provisions of the Code of Conduct are in addition to, and not in substitution for, any Board Director's obligation to the Vancouver Police Board imposed by law or as outlined in this Board Manual.
- 2.1.6 Any Board Director uncertain of their duties in any particular circumstance should raise this concern with the Board Governance Chair, Executive Director, or Ethics Advisor in order to obtain appropriate guidance and advice.
- 2.1.7 Each Board Director and Board office staff shall review and sign this Code of Conduct at the time of appointment. In so doing, each Director acknowledges that they are bound by this Code of Conduct and the policies herein for the duration of their term of office, and that certain of their fiduciary obligations survive following the end of their Board service.
- 2.1.8 The Code of Conduct will be reviewed and updated by the Board from time to time as required. Any substantive amendments to the Code of Conduct must be approved by the Board. Once approved by the Board, any amendment is binding on all Directors.

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2.2 COMPLIANCE WITH LAWS AND ETHICAL STANDARDS

- 2.2.1 Board Directors are expected to comply with the spirit and letter of all laws, regulations, policies, and procedures applicable to the Board and Board Directors, including the *Police Act*. In addition, Board Directors are expected to conduct themselves in such a way as to continuously protect the reputation of the Vancouver Police Department (VPD) and the Board, and to conduct all business on behalf of VPD fairly and honestly, in the best interests of the public.
- 2.2.2 In their relationship with the VPD, no Board Director should commit or condone an unethical or illegal act or instruct another Board Director, employee, supplier, or stakeholder to do so. In addition, Board Directors must refrain from engaging in conduct that would discredit or compromise the integrity of the Board or the VPD.

2.3 BOARD ACCOUNTABILITIES

- 2.3.1 In discharging their duties as a governing Director for the Vancouver Police Board, all Board Directors are expected to:
- a. Act in the best interests of VPB as a whole;
 - b. Act in the best interests of the public, a way that is responsive to the needs and interests of the community in all its diversity, in relation to policing.
 - c. Perform their duties with due diligence, honesty, impartiality, and in good faith, and in accordance with the *Police Act*, their oath/affirmation of office, and any other applicable laws, regulations, rules or policies;
 - d. Act with the highest standards of conduct, and in so doing, comply with all Board policies, this Code of Conduct, and all other policies applicable to them;
 - e. Fully disclose to the Board any actual, potential, or apparent interests that they have which may conflict with VPB's interests, as detailed in Conflict of Interest, below;
 - f. Maintain the confidentiality of information, including all information associated with closed and *in camera* meetings, as detailed in Confidentiality Policy below, until the Board decides the information may be disclosed;
 - g. Foster a strong and positive relationship between VPD, the Board, and the community;
 - h. Uphold the Board's role in protecting the Vancouver Police Department from political interference;
 - i. Participate on standing Committees, other Committees where needed, and Board Associations (which may include the BCAPB and CAPG), and become knowledgeable about the purpose and goals of the duties required of all VPB Committees;
 - j. Participate in ensuring the Board's work is effective and productive;
 - k. Endeavour to be actively engaged in and add value to the Board's work; and
 - l. Be effective ambassadors of VPB.

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2.4 CONFIDENTIALITY POLICY

- 2.4.1 Board Directors and Board office staff may not disclose, divulge, or make accessible confidential information concerning either VPD or VPB's affairs received in their capacity as Directors or employees, confidential information belonging to or obtained through their affiliation with VPB or VPD, to any person, including but not limited to relatives, friends, business and professional associates, or social networks, other than to persons to whom VPB has authorized disclosure. Board Directors and employees shall use confidential information solely for the purpose of performing services as a Board Director or employee for VPB. This policy is not intended to prevent disclosure where disclosure is required by law.
- 2.4.2 No Board Director will make any statement to the news media, social media or the public regarding policing and/or police board related matters and business, unless authorized to do so by the Board. Refer to the Chapter 6 Section 3 *Communications Policy* for more information.
- 2.4.3 Board Directors and employees must exercise good judgment and care at all times to avoid unauthorized or improper disclosures of confidential information. Conversations in public places, such as restaurants, elevators, airplanes, virtual environments such as webinars, conferences, chat forums or cellphones in public venues should be limited to matters that do not pertain to information of a sensitive or confidential nature. In addition, Board Directors and employees should be sensitive to the risk of inadvertent disclosure and should, for example: minimize note-taking in Board meetings; refrain from leaving confidential information on desks or otherwise in plain view; and refrain from the use of speakerphones to discuss confidential information if the conversation could be heard by unauthorized persons.
- 2.4.4 A Board Director's and Board office staff's confidentiality obligations remain in place indefinitely following their departure.
- 2.4.5 At the end of a Board Director's term in office or upon the termination of an employee's employment, they shall return, at the request of the Vancouver Police Board, all documents, papers, and other materials that may contain or be derived from confidential information in their possession.
- 2.4.6 Refer to Chapter 6 Section *Board Confidentiality Policy*; and Chapter 6 Section 3 *Communications Policy* for more detail.

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2.5 DIRECTOR CONFLICT OF INTEREST GUIDELINE

2.5.1 Board Directors are expected to perform duties conscientiously and in a manner that will not put their personal interests in conflict with the best interests of the public, the Vancouver Police Board and the Vancouver Police Department. A conflict of interest arises when a Board Director's private interests supersede or compete with their dedication to the interests of the organization. This could arise from real, potential, or apparent conflict of interest:

- a. A **"real"** conflict of interest occurs when a Board Director exercises an official power or performs an official duty or function and, at the same time, knows that in the performance of that duty or function or in the exercise of power, there is the opportunity to further a private interest.
- b. A **"potential"** conflict of interest occurs when there exists some private interest that could influence the performance of a Board Director's duty or function or in the exercise of power, provide that he/she has not yet exercised that duty or function.
- c. An **"apparent"** conflict of interest exists when there is a reasonable apprehension that a reasonably well-informed person could properly believe that a real conflict of interest exists on the part of the Board Director.

2.5.2 Disclosure and Management of Conflicts

A Board Director has an obligation to declare a conflict of interest and make a full disclosure prior to discussion of an issue. This enables the Board to resolve unclear situations and gives an opportunity to dispose of conflicting interests before any difficulty can arise.

Upon declaration of a conflict, the person recording the events of the meeting must duly note the declaration. The Board Director may be required by the Chair to absent themselves from the proceedings during discussion or voting on that particular matter, contract or arrangement.

Board Directors are expected to avoid any situation that could, or could appear to, interfere with the Board Director's judgment in making decisions in the best interests of the VPD or the community. Examples of situations that present a conflict of interest include, but are not limited to, the following:

- a. Influencing the purchase of goods or services for the VPD or the Board from a company or firm in which a Board Director has financial interest;
- b. Using confidential or non-public information obtained as a Board Director to further the Board Director's private interest;
- c. Using their position to advance their personal interests or interests of any person or organization with whom they are associated;

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- d. Serving on the board of another organization and being in possession of information confidential to the Board and VPD that is of importance to a matter being considered by the board of the other organization;
- e. Using their office to influence, or attempting to influence the hiring or appointment of a family member or related person by the Board or VPD;
- f. Using VPD's resources or facilities for a Board Director's personal benefit; or,
- g. Any employment, association or activity, including political activity, that is, or may reasonably be seen to be, incompatible with the Board director'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 Board or VPD.

Entertainment, Gifts and Other Benefits

Board Directors should not accept entertainment, gifts or benefits that grant or may appear to grant preferential treatment to an individual or entity that conducts activities with the Board or the VPD. Similarly, no Board Director may offer entertainment, gifts or benefits in order to secure preferential treatment for the Board or VPD.

Disclosure of relationships

Board Directors should fully and promptly disclose to the Board any situation where friends, family members or associates of the Board Director (either as an employee or consultant) provide services to the Board or VPD.

Where a Board Director finds themselves in an actual, potential or apparent conflict of interest, they must disclose the conflict to the Board and the Executive Director prior to discussion of the matter in question to enable the Board to resolve unclear situations and determine how to manage the conflict before any difficulty can arise. The Board Director may, depending on the circumstances, be required to abstain from voting, recuse themselves from discussion of the matter, or take other actions that impact the outcome of the activity, as decided by the Board.

In all cases, conflicts brought to the attention of the Board, the Board Chair, the Vice-Chair, or the Executive Director must be resolved in a manner that preserves and enhances public confidence and trust in the objectivity and impartiality of the Board, which may include voluntary resignation by the Board Director.

2.5.3 Conflicts Requiring Resignation

Any Board Director (other than the Board Chair who is Mayor) who wishes to seek public office must take a leave of absence from the Board if nominated as a candidate for the duration of the election period, and must resign as a Board Director if elected.

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Any Board Director who wishes to apply for employment with the VPD must first resign their position as a Board Director prior to applying.

2.5.4 Conflicts Involving the Board Chair

As the Chair of the Board, the Mayor provides a direct link between the Board and City Council and plays an important role in sharing information with the Board concerning City Council's priorities and putting considerations for the VPD in the broader context of City Council's policy. The Board Chair's role as Mayor is paramount, and as such, there may be times where their duties and responsibilities as Mayor may conflict with or be in opposition to their duties and responsibilities as Board Chair. An example might be decisions concerning VPD's budgeting priorities and needs, or the oversight of policing policies. Where there is a conflict between the Board Chair's responsibilities as Board Chair and the Board Chair's responsibilities as Mayor, the Vice-Chair will assume the role of the Chair in dealing with such issues.

2.5.5 Advice Concerning Conflicts of Interest

If a Board Director is in doubt whether a situation involves a conflict, the Board Director should seek the advice of the Board Chair (or the Vice-Chair, in the case of a conflict involving the Board Chair), the Executive Director or the Ethics Advisor.

2.5.6 Responsibility for Notification

Board Directors who are concerned another Board Director may have a conflict of interest must bring the matter to the attention of the Board Chair (or the Vice-Chair, in the case of the Board Chair) as soon as possible. Board Directors who are not comfortable raising the issue with the Board Chair (or Vice-Chair) may seek the advice of the Ethics Advisor who may provide advice or recommend an appropriate course of action.

Refer to Chapter 6 Section XI ([link](#)) Board Conflict of Interest Policy and Procedures for more detail.

2.6 DIVERSITY, HARASSMENT AND DISCRIMINATION

2.6.1 The Board and the VPD are committed to maintaining an environment that is respectful, inclusive, supportive of diversity in all forms, and free from harassment of any nature. Board Directors are expected to uphold the spirit and principles of VPD's Respectful Workplace Policy, and all other organizational policies relating to harassment, employee safety, diversity and inclusion. In addition, Board Directors are expected to act honestly and fairly without discrimination based on race, color, Indigeneity, religion, age, sex, sexual

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orientation, gender identity and expression, ethnic origin, disability or any other grounds prohibited by human rights legislation and identities that are not enshrined in existing human rights legislation including income, location and sizeism.

2.7 PROVINCIAL POLICING STANDARDS ON THE PROMOTION OF UNBIASED POLICING

2.7.1 In keeping with the recently approved BC Provincial Policing Standards (July 30, 2021), the Board and VPD are accountable to emphasize the duty of all employees to provide services impartially and equitably, in a manner that upholds human rights, and without discrimination. This will require the Board, through the Governance Committee, to work with the Chief Constable to ensure that VPB and VPD have policies and procedures related to unbiased policing, and to implement ongoing monitoring and reporting on this topic. The deadlines for implementation of the standards range from 2023 to 2024. More information is included in Chapter 6. Section x.x Re: Provincial Policing Standards on the Promotion of Unbiased Policing.

2.8 PROTOCOL FOR INTERACTIONS WITH VPB AND VPD EMPLOYEES

2.8.1 Board Directors may find themselves dealing directly with VPD employees from time to time for a variety of reasons. Board Directors do not have any direct authority over VPB personnel, save and except as outlined in the Board Manual and the *Police Act*. All authority of the Board flows through approved resolutions and minutes of the Board.

2.8.2 In addition, the authority of police officers to investigate crime, arrest suspects, and lay information before the justice of the peace comes from the common law, Criminal Code and other statutory authority, and must not be interfered with by any political or administrative body, including the Board, the Board Chair, or any Board Director.

2.8.3 In all situations, Board Directors must be sensitive to the nature and frequency of contact with VPB and VPD personnel, and must respect the position of the Chief Constable and the organizational structure of VPD. The purpose of this protocol is to protect both Board Directors and VPB or VPD from perceived conflicts of interest:

- a. Board Directors must not interfere with operational decisions and responsibilities or with the day-to-day operation of VPD;
- b. Board Directors must not use their positions as Board Directors to attempt to influence the decisions or actions of VPD personnel;
- c. Board Directors may not communicate directly with VPD non-executive staff on behalf of the Board or on Board matters;

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- d. Board Directors should avoid business contact with VPD personnel unless it is not practical to have someone else conduct the business on their behalf. This does not prevent Committee Chairs from engaging with those key Executive employees who are designated by the Chief Constable to be responsible for the areas the Committees are tasked with leading on behalf of the Board. All pertinent information obtained through VPD staff as it relates to Board should be passed along to the Executive Director who will ensure information sharing where appropriate; and,
- e. Board Directors must refrain from directing any of VPD personnel in their performance of their duties.

2.9 BREACH OF CODE OF CONDUCT

- 2.9.1 Should a Board Director be found to have contravened the requirements and intent of this Code of Conduct, the Board has the ability, through the Board Chair (or the Vice-Chair, in the case of a breach involving the Board Chair), to undertake progressive action to address the behaviour, as determined by the Chair.
- 2.9.2 The Chair or Vice-Chair will make whatever inquiries or investigations they determine necessary to confirm that a Director has breached the Code of Conduct. The Chair or Vice-Chair may report the results and any steps consequently taken to the person who brought the issue forward, if the Chair determines it is appropriate to do so.
- 2.9.3 If the Chair considers that a Director may have breached the Code of Conduct, the Chair will notify the Director whose conduct is in issue and give the member an opportunity to respond, both to the allegation and to any steps proposed to address a breach.
- 2.9.4 If the Chair determines that a Director has breached the Code of Conduct, the Chair will determine what steps are to be taken, taking into account all relevant factors, including whether the breach occurred in good faith or through inadvertence. Such penalties shall include or not be limited to providing the Director with a letter of expectation, to recommending to the appointing authority that the member not be reappointed for another term, or, in the most egregious circumstance, that the appointment be rescinded.
- 2.9.5 In the case of the Board Chair who cannot be removed from the Board, the Vice-Chair steps in to lead the Board.
- 2.9.6 Nothing in this procedure prevents the presiding chair of board or committee meetings from exercising their power to expel or exclude from any meeting any person who has been guilty of improper conduct. For greater certainty this may be done at the sole

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discretion of the presiding chair and without the necessity of a complaint or conducting an inquiry before an expulsion or exclusion from a meeting. The rationale for this provision is that a chair must have the ability to control a meeting. A Director who does not abide by a reasonable expulsion or exclusion from a meeting is deemed to have breached this Code.