
PART A:

1. The Evergreen Line Rapid Transit Project (the “Project”) recognizes the public interest and merit in promoting the following values in its competitive selection processes (“Project Values”):
 - maintaining the integrity of competitive procurement processes;
 - obtaining unbiased advice and services;
 - preventing actual and apparent favouritism in the selection of proponents and award of contracts, as applicable;
 - reducing the potential for unfair advantage to arise through the unauthorized use of confidential information, including confidential information that is obtained through employees (current or former) of the Province, or through contractors (current or former) engaged through the Project or by the Province;
 - assisting in providing for required scarce technical and professional expertise and resources to participate in the Project, including on the private sector side of Project procurement processes, for the purpose of facilitating the safe, economically feasible, and timely delivery of the Project; and
 - maintaining a degree of separation in the relationships (“Connections” as described in Part G of these Relationship Review Guidelines) between respondents or proponents sufficient to preclude the sharing or ability to share information and the coordination or ability to coordinate activities in connection with Project procurement processes.
2. The promotion of the Project Values likely involves consideration of individual and organizational Connections which may have material adverse effect on the competitiveness or integrity of Project procurement processes or relationships which may give rise to actual or perceived conflicts of interest and unfair advantage situations.
3. These Relationship Review Guidelines (the “Guidelines”) have been established to facilitate the promotion of the Project Values while maintaining safeguard measures that will allow for actual or potential Connections and actual or perceived conflicts of interest and unfair advantage situations to be identified and either avoided or appropriately managed.

PART B:

1. These Guidelines are in addition to the applicable terms of the Standards of Conduct for Public Service Employees, and the Standards of Conduct of Public Service Employees Engaged in Government Procurement Processes, that are attached to these Guidelines in Appendix “1” and Appendix “2”, respectively.
2. Issues and relationships involving actual or perceived conflicts of interest or unfair advantage situations or Connections are to be considered or assessed on a case-by-case basis, taking into account the individual circumstances of each matter and the considerations relevant to the promotion of the Project Values and to each case, including without limitation, the considerations contemplated in these Guidelines.

- 3. The reference in these Guidelines to the “Province” includes the Relationship Review Committee (the “Committee”) established for Project procurement purposes, and the Executive Project Director.**
- 4. These Guidelines are publicly posted in connection with the Project and are made available, on request, to any person, including to individuals and organizations participating as part of the public sector or private sector teams in the Project and to the Conflict of Interest Adjudicator.**

PART C:

- 1. The Committee has been established to consider, on an ongoing basis, the relationships among individuals and organizations working for the public sector side of the Project or seeking to participate from time to time as respondents, respondent team members, proponents, proponent team members, or advisors and consultants to such respondents or proponents, as the case may be, to assess whether actual or potential Connections or actual or perceived conflicts of interest or unfair advantage situations may be present in the circumstances before the Committee and if present, whether such situations may, in the discretion of the Province, be managed or mitigated. The Committee’s assessments will be delivered to the Executive Project Director and to the individual or organization subject to the assessment.**
- 2. The individual or organization, as the case may be, that is the subject of the assessment, and the Project should provide all relevant information to the Committee. Other individuals or organizations related to the subject individual or organization and having relevant information should make themselves available to the Committee and, if applicable, to the Conflict of Interest Adjudicator to facilitate assessment of the issue or relationship before the Committee or the Conflict of Interest Adjudicator, as the case may be.**
- 3. Each assessment will be based on the information before the Committee, or if applicable, the Conflict of Interest Adjudicator, at the particular point in time. The assessment may be reviewed and revised from time to time, as appropriate, to reflect changing circumstances or additional information.**
- 4. In any situation, the Province, including the Committee, or an individual or organization forming part of a respondent team or proponent team or being a prospective respondent team member or proponent team member may seek a binding ruling from the Conflict of Interest Adjudicator, including if an individual or organization disagrees with an assessment of the Committee or desires a binding ruling. In addition if, in assessing a particular situation, the Committee is unable to conclude its assessment of the situation to its satisfaction, the Committee will notify the subject individual or organization of its assessed considerations to date and may request a binding ruling from the Conflict of Interest Adjudicator.**

PART D:

- 1. As a general guideline, the Project expects that individuals evaluating proposals (“Evaluators”), individuals advising the Evaluators (“Advisors”), and individuals and organizations forming part of or considering joining any respondent or proponent or becoming respondent team members or proponent team members arrange their affairs so as to avoid situations giving rise to actual or**

potential conflicts of interest or unfair advantage or Connections and so as to reduce the potential for perceived conflicts of interest, unfair advantage or Connections arising.

2. Any individual or organization forming part of or considering joining any respondent or proponent or respondent team or proponent team who has concerns regarding existing circumstances or becomes aware of circumstances that may constitute a Connection or that may constitute or give rise to an actual, perceived or potential conflict of interest or unfair advantage is encouraged to disclose the matter to the Province in writing through the contact person designated in the procurement documents. The matter will be referred to the Committee or to the Conflict of Interest Adjudicator for an assessment or ruling, as the case may be.
3. The responsibility to disclose is ongoing. If an individual or organization becomes aware of an actual or potential Connection or of an actual, perceived or potential conflict of interest or unfair advantage at any time during the course of the Project, including any procurement process associated with the Project, the individual or organization, as the case may be, is encouraged to disclose the matter as described in paragraph 2 of this Part D.

PART E:

1. In assessing an actual or potential Connection or an actual or perceived conflict of interest or unfair advantage, consideration should be given to all factors that are relevant to the specific matter, the individual circumstances of each matter, and the considerations contemplated in these Guidelines. While the interests of third parties and other provincial initiatives may be taken into account in any assessment, the process is not intended to protect such other interests or initiatives.
2. Disclosure to the Province and delivery of information and documentation in connection with any such disclosure should provide for sufficient time for reasonable due diligence, including, as applicable, necessary conflict searches, and should demonstrate that such reasonable due diligence has been undertaken by the disclosing individual or organization and that individual's or organization's firm, as the case may be (e.g., first-hand knowledge of individuals regarding personal and professional relationships and formal intra-firm conflict searches, as applicable).
3. In assessing an actual or perceived conflict of interest or unfair advantage, after taking into account the relevant information before the Committee or the Conflict of Interest Adjudicator, as the case may be, consideration will be given as to whether, based on that information, the Committee or the Conflict of Interest Adjudicator considers there to be:
 - (a) an actual conflict of interest,
 - (b) a perceived conflict of interest, or
 - (c) an actual or possible unfair advantage.
4. If the answer under paragraph 3 is "no" to each of the matters, then the subject individual or organization, as the case may be, is free to participate in the Project.
5. If the answer under paragraph 3 is "yes" to an actual conflict of interest or to an actual unfair advantage, then consideration should be given to whether:

- (a) the individual or organization and/or related respondent or proponent or respondent team member or proponent team member has been rendered ineligible to participate or continue to participate in the Project, including in any Project procurement process or
 - (b) the individual or organization and/or related respondent or proponent or respondent team member or proponent team member may be permitted to participate or to continue to participate in the Project, subject to the implementation of suitable measures designed to mitigate or manage the conflict of interest or the unfair advantage.
6. While it will usually be the case that an individual, organization, and/or related respondent or proponent or respondent team member or proponent team member that is in an actual conflict of interest will be automatically ineligible to participate or continue participating in the Project, exceptions may be considered in circumstances where the applicable legislation and policies permit such conflicts, where the Province will not be exposed to legal liability as a result of the exception, or where the Province or the Conflict of Interest Adjudicator considers that the public interest would be furthered by allowing the exception.
7.
 - (a) Circumstances that would, subject to case-specific considerations, likely give rise to automatic ineligibility would include:
 - circumstances of familial relationships,
 - circumstances giving rise to the breach of applicable legislation or government policy, and
 - circumstances giving rise to the breach of professional or other governing body rules regarding these matters.
 - (b) Circumstances that would not, subject to case-specific considerations, likely give rise to automatic ineligibility would include:
 - where an individual or organization forming part of a respondent team or proponent team or being a prospective respondent team member or proponent team member has worked on the Project, but has not been involved in any strategic planning or preparatory work and the work product has been disclosed as part of the applicable Project procurement process (e.g., involved in preliminary design assignments for various sections of the Project, or involved in providing geotechnical engineering services).
8. If the answer under paragraph 3 is “yes” to a perceived conflict of interest or a possible unfair advantage, the Project should consider, among other relevant factors, whether suitable safeguard measures have been implemented or may be implemented for the purpose of mitigating the perceived conflict of interest or possible unfair advantage, whether applicable legislation and policies recognize the suitability of such measures to address the perceived conflict of interest or possible unfair advantage, the potential exposure of the Province to legal liability, and whether the Province or the Conflict of Interest Adjudicator, as the case may be, considers that the public interest would be furthered by implementing such mitigation measures.

PART F:

1. In assessing an actual or perceived conflict of interest or unfair advantage, safeguard measures and factors to be considered, subject to case-specific considerations, include the following

measures and factors. The following list is indicative and not exhaustive of the measures and factors that the Province, including the Committee, and the Conflict of Interest Adjudicator may take into account. In this Part the expression “affected individual” refers to an individual who is considered ineligible to participate as part of a respondent team or proponent team.

(a) Firewalls -

- (1) The organization forming part of a respondent team or proponent team or being a prospective respondent team member or proponent team member should ensure that the affected individual does not have any involvement in the preparation of responses to any element of the applicable Project procurement process (request for qualification processes, request for proposals processes, interview processes, etc.).**
- (2) The organization forming part of a respondent team or proponent team or being a prospective respondent team member or proponent team member should ensure that the affected individual does not discuss the Project or any information relating to the Project with anyone in that organization and that the affected individual is not put in a position where such discussions can occur.**
- (3) No other member of the organization is to discuss the Project with the affected individual.**
- (4) The organization forming part of a respondent team or proponent team or being a prospective respondent team member or proponent team member is to segregate all files, including computer files, relating to the Project and the affected individual’s files must be physically segregated in a secure manner from the organization’s regular filing system and accessible only to the affected individual.**
- (5) No member of the organization forming part of a respondent team or proponent team or being a prospective respondent team member or proponent team member is to disclose to or discuss with the affected individual any documents relating to the entity’s intended response in the applicable Project procurement process.**
- (6) The measures taken by the organization forming part of a respondent team or proponent team or being a prospective respondent team member or proponent team member to screen the affected individual should be stated in a written policy explained to all employees who are involved in the preparation of proposals, or contractors as applicable, supported by a warning that violation of the policy may result in sanctions up to and including dismissal or termination.**
- (7) Affected individuals and other appropriate organization members (including those directly involved in the applicable Project procurement process on behalf of the organization, including those preparing responses to requests for qualifications or requests for proposals) are to provide affidavits or declarations or other acceptable evidence of compliance to the Committee or the Conflict of Interest Adjudicator, at the time or times and in form and content, that the Committee or the Conflict of Interest Adjudicator, as applicable, considers appropriate, confirming that they have adhered to and will continue to adhere to all elements of the screen.**
- (8) The affected individual’s office or work station should be at a separate location or otherwise adequately and securely segregated from the offices or work stations of those working on responses to the Project’s procurement processes.**

- (9) Support staff to the affected individual should be subject to the same restrictions as the affected individual.
- (b) **Relevance or Materiality of Subject Information -**
- (1) This factor may include considering whether or not the organization forming part of a respondent team or proponent team or being a prospective respondent team member or proponent team member has in its possession information that will or could be made public or disclosed to other participants in the applicable Project procurement process, as the case may be, or that gives no material advantage to the organization forming part of a respondent team or proponent team or the related respondent or proponent.
- (2) There will be an initial presumption that where the information that an individual or organization forming part of a respondent team or proponent team or being a prospective respondent team member or proponent team member has is ‘raw data’ that may be disclosed in the applicable Project procurement process, the information will not be considered material.
- (3) This factor may include considering whether or not the organization forming part of a respondent team or proponent team or being a prospective respondent team member or proponent team member has in its possession information that will not and should not be made public or disclosed in the applicable Project procurement process, as the case may be, or that will give a material advantage to the respondent or proponent related to the subject organization, including the following:
- + planning, budgetary, or business information, or
 - + information prepared for use by the Project for the purpose of evaluating proposals, for defining the scope of the work, or for determining specifications.
- (4) This factor may include considering whether the information is current, in that the length of time between the acquisition of the information and the current Project, combined with interim developments within the Project (e.g. transaction structure, design, etc.), may be sufficient to render the information irrelevant, immaterial, or of little or no value.
- (c) **Materiality of the Relationship**
- (1) This factor may involve the length of time between the subject individual’s engagement with the Project or the Province in work associated with the Project.
- (2) This factor may involve considering whether the subject relationship involves branch offices or a parent company of or person affiliated with the subject individual, and the degree of separation of work teams and information between the offices and companies.
- (3) This factor may include considering the substance of a subject relationship, including whether the relationship is so indirect or remote that an actual or perceived conflict of interest is sufficiently mitigated (e.g. no effective risk of passing or use of confidential information or bias in the discharge of functions).
- (d) **Role of the Subject Individual or Organization**
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- (1) This factor may include considering whether the role of the individual or organization with the Project is that of an Advisor (significant or otherwise), Evaluator, or resource person.
 - (2) It may be that as an Advisor, the subject individual may be sufficiently segregated (e.g. advising on a ‘no – names’ basis etc.) that an actual or perceived conflict of interest may be sufficiently mitigated.
 - (3) In the case of an assessment of a prospective Evaluator or Advisor, relevant considerations would include whether or not a responsible person from each prospective Evaluator’s or Advisor’s firm has conducted a formal internal conflict search within the organization to identify and disclose past, present and anticipated relationships they have or have had with any prospective respondent or proponent or prospective respondent team member or proponent team member.
- (e) **Resources and Expertise -**
- (1) This factor may include considering the expertise required to undertake the subject work and the availability of suitably qualified and skilled participants.
 - (2) This factor may include considering the magnitude of the resources required to delivery the Project in a timely manner.
 - (3) This factor may include disclosing these exigencies in a competitive process, including to any relevant governing association or body to obtain its concurrence, and requiring the participation of prospective participants in the process to be conditioned on their acknowledgement of and acceptance of the participation of participants that might otherwise be excluded due to actual or perceived conflicts.
- (f) **Professional Governing Body Rules - Common Law**
- (1) This factor may include considering the rules that are put in place by professional or other governing bodies regarding actual and perceived conflicts of interest or unfair advantage and determining whether delivery of a certification or acknowledgement by a subject individual or organization of its compliance with any such rules would be sufficient mitigation.
 - (2) This factor may include obtaining the advice of any such professional or governing body with respect to the participation or proposed participation of the subject individual or organization.
 - (3) This factor may include considering the case law relevant to conflicts of interest and unfair advantage matters.

PART G:

1. A “Connection” for the purposes of these Guidelines includes:

- (a) any connection arising directly or indirectly through the ownership or holding of shares or other equity interests, including the ownership or holding by a respondent or any of its respondent team members, or a proponent or any of its proponent team members of shares or other equity interests in another respondent or any of its respondent team members, or a proponent or any of its proponent team members, and including the ownership or holding by any person, whether direct or indirect, of shares or other equity interests in more than

- one respondent or respondent team members of more than one respondent, or a proponent or any of its proponent team members of more than one proponent; provided that the ownership or holding of shares or other equity interests which does not confer or result in, and which could not reasonably be considered to confer or result in, the ability to influence the activities of the relevant respondent(s) or respondent team members(s), or the relevant proponent(s) or proponent team member(s), in connection with a Project procurement process will not be considered to fall within this paragraph (a);
- (b) any comparison, transfer or exchange of knowledge or information in relation to the Project or a Project procurement process or potential for the comparison, transfer or exchange of such knowledge or information, whether direct or indirect including by way of common directors, officers, employees, consultants, advisors, agents or representatives or any other arrangement, between a respondent or any of its respondent team members and another respondent or any of its respondent team members, or between a proponent or any of its proponent team members and another proponent or any of its proponent team members; or
- (c) any other connection or relationship between a respondent or any of its respondent team members and another respondent or any of its respondent team members, or between a proponent or any of its proponent team members and another proponent or any of its proponent team members, which the Province in its discretion considers has or may have the effect of materially adversely affecting the competitiveness or integrity of a Project procurement process.

APPENDIX “1”

“Standards of Conduct for Public Service Employees”

APPENDIX “2”

Standards of Conduct for Public Service Employees Engaged in Government Procurement Processes