



AMENDED

PERSONAL AND CONFIDENTIAL

Ref: 102931

July 23, 2015

Brian Fellows
s.22

Dear Brian:

Re: Assistant Deputy Minister, Real Property Division

This letter of offer is for the appointment as Assistant Deputy Minister, Real Properties Division, Ministry of Technology, Innovation and Citizens' Services with effect from September 14, 2015. This will be confirmed once the appointing Order in Council is signed.

Your salary will be \$170,000 per annum and, consistent with our Executive Compensation Plan, a 10% performance holdback will be applied. I will provide you with the criteria for the performance holdback, these criteria form part of your annual performance plan. The performance holdback is paid at the end of each annual performance review cycle. Your salary will increase to \$175,000 per annum upon successfully performing for one year in the position.

The terms and conditions of employment for Assistant Deputy Ministers are those established for Category A Order in Council appointments.

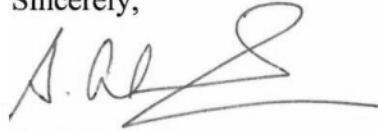
As a public service employee you must conduct yourself in a manner that maintains and enhances the public's trust and confidence in the public service. Please ensure you are familiar with the Standards of Conduct for Public Service Employees. Also, you are subject to the Post Employment Restrictions, a copy of which is attached.

Once you have signed this letter indicating your acceptance, please return the original letter to Anita Owens, BC Public Service Agency.

.../2

Lastly, I want to extend my best wishes for your success in this role.

Sincerely,

A handwritten signature in dark ink, appearing to read 'S. Ahmed', with a long horizontal flourish extending to the right.

Sarf Ahmed
Associate Deputy Minister, Citizens' Services

pc: Anita Owens, BC Public Service Agency

I have read and accept the terms and conditions of this appointment.

Brian Fellows

Date



PERSONAL AND CONFIDENTIAL

August 24, 2015

Brian Fellows
s.22

Dear Brian:

Once again, I would like to congratulate you for choosing to work for the BC Public Service. My earlier offer can now be confirmed as the Order in Council has been signed.

I look forward to working with you on September 14th, 2015.

Yours truly,

Sarf Ahmed
Associate Deputy Minister
Ministry of Technology, Innovation and Citizens' Services

att.

pc: Anita Owens, BC Public Service Agency

CONFIDENTIALITY ACKNOWLEDGEMENT

DATED: Nov 6 (the "Effective Date")

1. In this Acknowledgement, the term "**Confidential Information**" means any technical, business, financial, marketing, pricing, employee, operational, scientific, research or other information or data related to the Project defined below, whether disclosed before or after the Effective Date, that is of a confidential nature in whatsoever form or media, whether in writing, electronic form or communicated orally or visually, and that, at the time of disclosure, was designated by the Province as confidential; or is otherwise information of such a nature that a reasonable person would consider the information to be confidential.
2. By signing below, you acknowledge as follows:
 - (a) You have been invited to participate in a procurement process for certain goods and/or services related to Facilities Management Procurement (the "**Project**") being undertaken by Her Majesty the Queen in Right of the Province of British Columbia, as represented by the Ministry of Technology, Innovation and Citizens' Services (the "**Province**").
 - (b) During your participation in the Project, you will have access from time to time to certain Confidential Information belonging to the Province and other third parties in relation to the Project. This information is proprietary and confidential and unauthorized disclosure of such information would be detrimental to the Province and contrary to the public interest.
 - (c) You acknowledge that all Confidential Information in relation to the Project is information of a type that is governed by your obligations of confidentiality referenced in the BC Public Service *Standards of Conduct* as part of your *Public Service Act* "Oath of Employment", as well as the *Standards of Conduct for Public Service Employees Engaged in Government Procurement Processes*. In addition, you acknowledge that policies for the use of information that you may come into contact with on Province business are addressed in the *Core Policy and Procedures Manual*, including Chapter 12 (Information Management and Information Technology Management) thereof.
 - A copy of the standards of conduct (including for employees engaged in the procurement process) can be found on MyHR at:
<http://www2.gov.bc.ca/myhr/article.page?ContentID=45bf7662-adf9-8a5f-74f1-657fedd69edf>
 - A copy of the *Core Policy and Procedures Manual* can be found at:
<http://www.fin.gov.bc.ca/ocg/fmb/manuals/CPM/CPMtoc.htm>
 - (d) In accordance with the above-referenced standards of conduct and policies, you acknowledge that you will hold all Confidential Information in strict confidence and to treat all Confidential Information as confidential. You will not use, disclose, distribute, disseminate or give access to the Confidential Information to any person in any form or manner except as instructed by the Province or in connection with your

involvement on the Project, and then only to members of the Project team designated by the Province on a "need-to-know" basis. Exceptions to this are where:

- i. disclosure is required by a court of law,
- ii. information has been received by you has been received from another, non-confidential source; or
- iii. information which has been previously confidential is subsequently publicly disclosed by another means.

3. You are reminded that employees who are in doubt as to whether certain information is confidential, or whether such information may be disclosed must ask the appropriate authority before disclosing, releasing or transmitting such information. A copy of a Confidentiality and Conflict of Interest Checklist is attached for your reference.

ACKNOWLEDGED:

Per: Brian Fellows APM
[Name & Title]

[Signature]

CONFLICTS ACKNOWLEDGEMENT

DATED: Nov 6 (the "Effective Date")

The Ministry of Technology, Innovation and Citizens' Services (the "**Ministry**") has invited you to participate in a procurement process for certain goods and/or services related to Facilities Management Procurement (the "**Project**"). The Ministry has requested you to sign this Conflicts Acknowledgement as part of your involvement on the Project.

1. By signing below, you acknowledge as follows:

(a) Throughout your participation in the Project, you may be exposed to situations, vendors and information that may pose a potential, perceived or actual conflict of interest.

(b) You acknowledge that work situations that may give rise to a conflict of interest are addressed in the BC Public Service *Standards of Conduct* as part of your *Public Service Act* "Oath of Employment" as well as within the *Standards of Conduct for Public Service Employees Engaged in Government Procurement Processes*. In addition, use of information you may come into contact with on Province business is addressed in the *Core Policy and Procedures Manual*.

- A copy of the standards of conduct (including for employees engaged in the procurement process) can be found on MyHR at:

<http://www2.gov.bc.ca/myhr/article.page?ContentID=45bf7662-adf9-8a5f-74f1-657fedd69edf>

- A copy of the *Core Policy and Procedures Manual* can be found at:

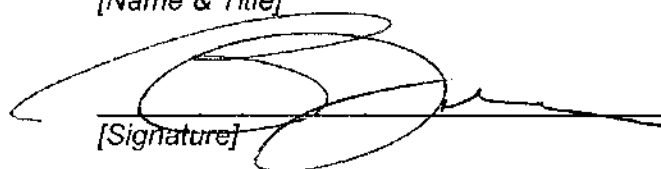
<http://www.fin.gov.bc.ca/ocg/fmb/manuals/CPM/CPMtoc.htm>

(c) While you are participating in the Project, you agree that you must immediately declare all potential and actual conflicts of interest to the Project representative designated by the Ministry, including any situation which could reasonably be perceived as a conflict of interest.

(d) A copy of a Confidentiality and Conflict of Interest Checklist is attached for your reference.

ACKNOWLEDGED:

Per: Brian Fellows . ADM
[Name & Title]


[Signature]

Confidentiality and Conflict of Interest Checklist

In order to participate or otherwise receive information regarding this Project you are required to sign a CONFIDENTIALITY and CONFLICT OF INTEREST ACKNOWLEDGEMENT/ AGREEMENT FORM and to disclose any conflict(s) you may have. If you are in a conflict of interest, which may be real or perceived, you may not be able to work on this Project or your participation may be limited.

The Province takes conflict of interest very seriously as the consequences may have both professional and personal ramifications.

The following is a non-exhaustive checklist to help you identify possible situations that could be considered a conflict of interest. Please take the time to go through the checklist and if you have any questions or concerns please contact the Project representative (Diane Francis) for the Project at: Diane.Francis@gov.bc.ca.

The Project will result in procurement(s) that may involve different vendors competing for a contract. Some of these prospective vendors may be known at this point, whereas others may show up later during the process. In this document these prospective vendors are referred to as Potential Contractors and include any subcontractors. A Potential Contractor can be any vendor that provides goods or services as a prime contractor or major subcontractor in the Project subject matter space.

Question:

	Yes	No
1. Do you have a financial interest in any Potential Contractor?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
2. Are you or any affiliates of yours performing any activity, paid or unpaid, with a Potential Contractor?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
3. Do you have any family members or close friends that work for a Potential Contractor?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
4. Do you meet with any individual who works for a Potential Contractor on a regular basis for reasons other than work?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
5. Have you worked for any Potential Contractor in the last 18 months?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
6. Would you, your family, or close friend benefit directly or indirectly, if any Potential Contractor wins a contract?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
7. Are there any other situations, relations, etc. that makes you feel that you may be in a conflict?	<input type="checkbox"/>	<input checked="" type="checkbox"/>

If you answered YES or if you have any doubts as to how you should answer, or if you otherwise feel you may be in a conflict of interest, then please contact the Karen Liversedge at: Karen.Liversedge@gov.bc.ca.

If you answered NO to all of the questions, then please sign the forms and return a scanned copy to the Project Representative (Diane.Francis@gov.bc.ca)

The Project office deems all individuals who have signed the forms to have (i) read and stated NO to all questions on this checklist; or (ii) have otherwise been deemed clear of a declared conflict of interest.

Potential Contractors as of September 2015

1. Brookfield GIS – Workplace Solutions Inc
2. Company 2
3. Etc.

Brian Fellows



Interview with Brian Fellows - 8:00 am December 11, 2015

Brian Fellows has been in the position of Assistant Deputy Minister, Real Property Division of the Ministry of Technology, Innovation and Citizens' Services since mid-September 2015. Brian submitted a conflict of interest (COI) checklist (scanned image attached) in relation to the planning and procurement of facility management services currently being delivered by WSI (Brookfield Global Integrated Solutions (Brookfield GIS)). In the COI checklist, Brian indicated that he:

- has family members or close friends that work for a Potential Contractor;
- has met with any individual who works for a Potential Contractor on a regular basis other than work; and
- has worked for any Potential Contractor in the last 18 months.

We met at 8:00 am December 11, 2015 to discuss the facts underlying his responses.

- (1) Brian confirmed that he does not have any family members that work for a Potential Contractor.
- (2) Brian had previously worked s.22
s.22 He indicated that there were a number of people with that organization that he considered to be close friends. Having worked in the industry with considerable corporate restructurings and personnel changes, he also identified other organizations with employees that he considered to be close friends. The individuals that we discussed include:
s.22

There are individuals with other organizations that Brian indicated were business contacts but would not likely fall within the concept of close friends.

- (3) Brian indicated that he had and would likely continue to meet with such individuals from time to time for non-business (social) reasons.
- (4) Brian demonstrated understanding and sensitivity to real and perceived conflict of interest situations and indicated that he would exercise particular caution with his social connections during upcoming procurement activities.

In my interactions with Brian, I have been impressed with his candour, professionalism and thoughtfulness.

George Macauley
January 04, 2015