

CONSENT TO ACT AS A DIRECTOR

To: PRIMECorp – Police Records Information Management Environment Incorporated (the “Company”)

I hereby consent to act as a director of the Company. This consent shall continue in effect from year to year so long as I am re-elected to the board by the shareholders, but if I revoke this consent or if I resign from the board this consent shall cease to have effect from the effective date of such revocation or resignation.

I hereby certify that:

1. I am not disqualified from becoming or acting as a director of the Company under Section 124 of the British Columbia *Business Corporations Act* (reproduced below).
2. My delivery address is as follows:

Delivery address of (i) the office at which the individual can usually be served with records between 9:00am and 4:00pm on business days, or (ii) if there is no such office, the individual's residence.

My mailing address is as follows:

Mailing address for the same office or residence if different than the delivery address.

Dated as of _____, 20 ____.

Print and sign name

PERSONS NOT QUALIFIED TO ACT AS DIRECTORS

British Columbia Business Corporations Act Section 124

- 1) A person must not become or act as a director of a company unless that person is an individual who is qualified to do so.
- 2) An individual is not qualified to become or act as a director of a company if that individual is:
 - a) under the age of 18 years,
 - b) found by a court, in Canada or elsewhere, to be incapable of managing the individual's own affairs,
 - c) an undischarged bankrupt,
 - d) convicted in or out of British Columbia of an offence in connection with the promotion, formation, or management of a corporation or unincorporated business, or of an offence involving fraud, unless:
 - i) the court orders otherwise,
 - ii) five (5) years have elapsed since the last to occur of:
 - A) the expiration of the period set for suspension of the passing of sentence without a sentence having been passed,
 - B) the imposition of a fine,
 - C) the conclusion of the term of any imprisonment, and
 - D) the conclusion of the term of any probation imposed, or
 - iii) a pardon was granted or issued under the *Criminal Records Act* (Canada).
- 3) A director who ceases to be qualified to act as a director of a company must promptly resign.

[EXTERNAL] This email came from an external source. Only open attachments or links that you are expecting from a known sender.

Hi David,

It was a pleasure meeting with you today. As discussed, we hope the information below will assist in your onboarding. Should you have any questions or require additional information, please let us know. I have attached vCards for Oliver, Wayne, Sandy, and myself to this email.

1.Meetings

- Board meeting are generally held four times per year on Wednesdays from 10:30am-1:30pm
- The 2021 meeting calendar will be included in the agenda package that goes out next week and invites for those meetings will be sent following the December 1 Board meeting

2.Agenda Packages

- Materials are emailed to Directors generally seven calendar days prior to the meeting

3.Onboarding Materials

- Strategic Plan: <https://www.primecorpbcc.ca/strategic-plan/>

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- Annual Report: <https://www.primecorpbcc.ca/publications/>

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- PRIMECorp New Director Orientation (PDF of presentation) – attached

- Articles of the Corporation – attached

- Voting Trust Agreement – attached

- Ministerial Order M-70 – attached

- PRIMECorp Board Policy Manual – attached (kindly note that this document is undergoing review and refresh, the D&O included in the package is outdated – I will obtain a copy of the current policy from our Finance Department over the coming days and forward to you)

4.Director Forms

Please complete these forms and return to me at your earliest convenience. If you have any questions regarding the forms either myself or Sandy would be happy to assist.

·Code of Conduct and Conflict of Interest Guidelines – included in Board Policy Manual

·Consent to Act as a Director – included in Board Policy Manual

We look forward to working with you. See you on December 1!

Take care,

Krystal Boros, Assistant Corporate Secretary and Freedom of Information Officer
C: 604-218-6941

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PROVINCE OF BRITISH COLUMBIA

**ORDER OF THE MINISTER OF PUBLIC SAFETY
AND SOLICITOR GENERAL**


Ministerial Order No.

M 70

Pursuant to section 68.1 of the *Police Act*, R.S.B.C. 1996, c. 367, I, Rich Coleman, Minister of Public Safety and Solicitor General, hereby order that:

1. the information management system comprised of the Versadex Records Management System configured for multi-police department and multi-jurisdictional use, and consisting of those functional components described in Addendum "A" to this Order (collectively referred to herein as "PRIME-BC (RMS)") provided to PRIMECORP Police Records Information Management Environment Incorporated under an agreement dated 16th October 2003 with Versaterm Inc., as amended Agreement Amendment No. 1, dated as of April 1, 2004 and Amendment Agreement No. 2, dated as of July 1, 2004, is approved; and
2. The standards for the maintenance of security and information and data integrity in PRIME-BC (RMS) are adopted as those to be followed by law enforcement services.

Date: MAR 10 2005



Rich Coleman
Minister of Public Safety and
Solicitor General

(Administrative Purposes only)

Act & Section: *Police Act*, section 68.1 (2) and 68.1 (4)

Other:

Addendum "A"

1. Versadex base RMS with multi jurisdictional support
2. Integrated CPIC
3. VICLAS Booklet Support
4. Desktop Mugshot Viewer
5. Justin Interface from Court Assist Module
6. Property Sub System
7. Court Assist
8. Mobile Report Entry
9. Mobile Data Terminal capability where supported by a network provider
10. Mobile Data Terminal PoliceCAD functionality where provided
11. Mobile Data Terminal functionality to RMS
12. Mobile Data Terminal functionality to CPIC
13. Mobile Data Terminal functionality to message and mail
14. Mobile Data Terminal functionality to Mugshot viewing
15. Versadex mobile software
16. Law Enforcement Information Portal (LEIP) integrated to RMS

BUSINESS CORPORATIONS ACT
ARTICLES
OF
**PRIMECORP POLICE RECORDS INFORMATION
MANAGEMENT ENVIRONMENT INCORPORATED**

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BUSINESS CORPORATIONS ACT
ARTICLES
OF
**PRIMECORP POLICE RECORDS INFORMATION
MANAGEMENT ENVIRONMENT INCORPORATED**
(the “Company”)

PART 1– INTERPRETATION

1.1 Definitions

Without limiting Article 1.2, in these Articles, unless the context requires otherwise:

“**adjourned meeting**” means the meeting to which a meeting is adjourned under Article 8.7 or 8.11;

“**board**” and “**directors**” mean the directors or sole director of the Company for the time being;

“**Business Corporations Act**” means the *Business Corporations Act*, S.B.C. 2002, c.57, and includes its regulations;

“**Interpretation Act**” means the *Interpretation Act*, R.S.B.C. 1996, c. 238;

“**trustee**”, in relation to a shareholder, means the personal or other legal representative of the shareholder, and includes a trustee in bankruptcy of the shareholder.

1.2 Business Corporations Act definitions apply

The definitions in the *Business Corporations Act* apply to these Articles.

1.3 Interpretation Act applies

The *Interpretation Act* applies to the interpretation of these Articles as if these Articles were an enactment.

1.4 Conflict in definitions

If there is a conflict between a definition in the *Business Corporations Act* and a definition or rule in the *Interpretation Act* relating to a term used in these Articles, the definition in the *Business Corporations Act* will prevail in relation to the use of the term in these Articles.

1.5 Conflict between Articles and legislation

If there is a conflict between these Articles and the *Business Corporations Act*, the *Business Corporations Act* will prevail.

PART 2 – SHARES AND SHARE CERTIFICATES

2.1 Form of share certificate

Each share certificate issued by the Company must comply with, and be signed as required by, the *Business Corporations Act*.

2.2 Right to share certificate

Each shareholder is entitled, without charge, to one certificate representing the share or shares of each class or series of shares held by the shareholder.

2.3 Sending of share certificate

Any share certificate to which a shareholder is entitled may be sent to the shareholder by mail and neither the Company nor any agent is liable for any loss to the shareholder because the certificate sent is lost in the mail or stolen.

2.4 Replacement of worn out or defaced certificate

If the directors are satisfied that a share certificate is worn out or defaced, they must, on production to them of the certificate and on such other terms, if any, as they think fit,

- (a) order the certificate to be cancelled, and
- (b) issue a replacement share certificate.

2.5 Replacement of lost, stolen or destroyed certificate

If a share certificate is lost, stolen or destroyed, a replacement share certificate must be issued to the person entitled to that certificate if the directors receive

- (a) proof satisfactory to them that the certificate is lost, stolen or destroyed, and
- (b) any indemnity the directors consider adequate.

2.6 Splitting share certificates

If a shareholder surrenders a share certificate to the Company with a written request that the Company issue in the shareholder's name 2 or more certificates, each representing a specified number of shares and in the aggregate representing the same number of shares as the certificate, so surrendered, the Company must cancel the surrendered certificate and issue replacement share certificates in accordance with that request.

PART 3 – ISSUE OF SHARES

3.1 Directors authorized to issue shares

The directors may, subject to the rights of the holders of the issued shares of the Company, issue, allot, sell, grant options on or otherwise dispose of the unissued shares, and issued shares held by the Company, at the times, to the persons, including directors, in the manner, on the terms and conditions and for the issue prices that the directors, in their absolute discretion, may determine.

3.2 Company need not recognize unregistered interests

Except as required by law or these Articles, the Company need not recognize or provide for any person's interests in or rights to a share unless that person is the shareholder of the share.

PART 4 – SHARE TRANSFERS

4.1 Recording or registering transfer

A transfer of a share of the Company must not be registered

- (a) unless a duly signed instrument of transfer in respect of the share has been received by the Company and the certificate representing the share to be transferred has been surrendered and cancelled, or
- (b) if no certificate has been issued by the Company in respect of the share, unless a duly signed instrument of transfer in respect of the share has been received by the Company.

4.2 Form of instrument of transfer

The instrument of transfer in respect of any share of the Company must be either in the form, if any, on the back of the Company's share certificates or in any other form that may be approved by the directors from time to time.

4.3 Signing of instrument of transfer

If a shareholder, or his or her duly authorized attorney, signs an instrument of transfer in respect of shares registered in the name of the shareholder, the signed instrument of transfer constitutes a complete and sufficient authority to the Company and its directors, officers and agents to register the number of shares specified in the instrument of transfer, or, if no number is specified, all the shares represented by share certificates deposited with the instrument of transfer,

- (a) in the name of the person named as transferee in that instrument of transfer, or
- (b) if no person is named as transferee in that instrument of transfer, in the name of the person on whose behalf the share certificate is deposited for the purpose of having the transfer registered.

4.4 Enquiry as to title not required

Neither the Company nor any director, officer or agent of the Company is bound to inquire into the title of the person named in the instrument of transfer as transferee or, if no person is named as transferee in the instrument of transfer, of the person on whose behalf the instrument is deposited for the purpose of having the transfer registered or is liable for any claim related to registering the transfer by the shareholder or by any intermediate owner or holder of the shares, of any interest in the shares, of any share certificate representing such shares or of any written acknowledgment of a right to obtain a share certificate for such shares.

4.5 Transfer fee

There must be paid to the Company, in relation to the registration of any transfer, the amount determined by the directors.

PART 5 – ACQUISITION OF SHARES

5.1 Company authorized to purchase shares

Subject to the special rights and restrictions attached to any class or series of shares, the Company may, if it is authorized to do so by the directors, purchase or otherwise acquire any of its shares.

5.2 Company authorized to accept surrender of shares

The Company may, if it is authorized to do so by the directors, accept a surrender of any of its shares by way of gift or for cancellation.

5.3 Company authorized to convert fractional shares into whole shares

The Company may, if it is authorized to do so by the directors, convert any of its fractional shares into whole shares in accordance with, and subject to the limitations contained in, the *Business Corporations Act*.

PART 6 – BORROWING POWERS

6.1 Powers of directors

The directors may from time to time on behalf of the Company

- (a) borrow money in the manner and amount, on the security, from the sources and on the terms and conditions that they consider appropriate,

- (b) issue bonds, debentures and other debt obligations either outright or as security for any liability or obligation of the Company or any other person, and at any discount or premium and on such other terms as they consider appropriate,
- (c) guarantee the repayment of money by any other person or the performance of any obligation of any other person, and
- (d) mortgage or charge, whether by way of specific or floating charge, or give other security on the whole or any part of the present and future assets and undertaking of the Company.

PART 7 – GENERAL MEETINGS

7.1 Annual general meetings

Unless an annual general meeting is deferred or waived in accordance with section 182(2)(a) or (c) of the *Business Corporations Act*, the Company must hold its first annual general meeting within 18 months after the date on which it was incorporated or otherwise recognized, and after that must hold an annual general meeting at least once in each calendar year and not more than 15 months after the last annual general meeting.

7.2 When annual general meeting is deemed to have been held

If all of the shareholders who are entitled to vote at an annual general meeting consent by a unanimous resolution under the *Business Corporations Act* to all of the business that is required to be transacted at that annual general meeting, the annual general meeting is deemed to have been held on the date of the unanimous resolution. The shareholders must, in any unanimous resolution passed under this Article 7.2, select as the Company's annual reference date a date that would be appropriate for the holding of the applicable annual general meeting.

7.3 Calling of shareholder meetings

The directors may, whenever they think fit, call a meeting of shareholders.

7.4 Notice for meetings of shareholders

The Company must send notice of the date, time and location of any meeting of shareholders, in the manner provided in these Articles, or in such other manner, if any, as may be prescribed by ordinary resolution (whether previous notice of the resolution has been given or not), to each shareholder entitled to attend the meeting, to each director and to the auditor of the Company, unless these Articles otherwise provide, at least the following number of days before the meeting:

- (a) if and for so long as the Company is a public company, 21 days;
- (b) otherwise, 10 days.

7.5 Record date for notice

The directors may set a date as the record date for the purpose of determining shareholders entitled to notice of any meeting of shareholders. The record date must not precede the date on which the meeting is to be held by more than two months or, in the case of a general meeting requisitioned by shareholders under the *Business Corporations Act*, by more than four months. The record date must not precede the date on which the meeting is held by fewer than:

- (a) if and for so long as the Company is a public company, 21 days;
- (b) otherwise, 10 days.

If no record date is set, the record date is 5 p.m. on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

7.6 Record date for voting

The directors may set a date as the record date for the purpose of determining shareholders entitled to vote at any meeting of shareholders. The record date must not precede the date on which the meeting is to be held by more than two months or, in the case of a general meeting requisitioned by shareholders under the *Business Corporations Act*, by more than four months. If no record date is set, the record date is 5 p.m. on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

7.7 Failure to give notice and waiver of notice

The accidental omission to send notice of any meeting to, or the non-receipt of any notice by, any of the persons entitled to notice does not invalidate any proceedings at that meeting. Any person entitled to notice of a meeting of shareholders may, in writing or otherwise, waive or reduce the period of notice of such meeting.

7.8 Notice of special business at meetings of shareholders

If a meeting of shareholders is to consider special business within the meaning of Article 8.1, the notice of meeting must:

- (a) state the general nature of the special business; and
- (b) if the special business includes considering, approving, ratifying, adopting or authorizing any document or the signing of or giving of effect to any document, have attached to it a copy of the document or state that a copy of the document will be available for inspection by shareholders:
 - (i) at the Company's records office, or at such other reasonably accessible location in British Columbia as is specified in the notice; and
 - (ii) during statutory business hours on any one or more specified days before the day set for the holding of the meeting.

PART 8 – PROCEEDINGS AT MEETINGS OF SHAREHOLDERS

8.1 Special business

At a meeting of shareholders, the following business is special business:

- (a) at a meeting of shareholders that is not an annual general meeting, all business is special business except business relating to the conduct of or voting at the meeting;
- (b) at an annual general meeting, all business is special business except for the following:
 - (i) business relating to the conduct of or voting at the meeting;
 - (ii) consideration of any financial statements of the Company presented to the meeting;
 - (iii) consideration of any reports of the directors or auditor;
 - (iv) the setting or changing of the number of directors;
 - (v) the election or appointment of directors;
 - (vi) the appointment of an auditor;
 - (vii) the setting of the remuneration of an auditor;
 - (viii) business arising out of a report of the directors not requiring the passing of a special resolution or an exceptional resolution;

- (ix) any other business which, under these Articles or the *Business Corporations Act*, may be transacted at a meeting of shareholders without prior notice of the business being given to the shareholders.

8.2 Special majority

The majority of votes required for the Company to pass a special resolution at a meeting of shareholders is two-thirds of the votes cast on the resolution.

8.3 Quorum

Subject to the special rights and restrictions attached to the shares of any class or series of shares, the quorum for the transaction of business at a meeting of shareholders is 2 persons who are, or who represent by proxy, shareholders who, in the aggregate, hold at least 1/20 of the issued shares entitled to be voted at the meeting.

8.4 One shareholder may constitute quorum

If there is only one shareholder entitled to vote at a meeting of shareholders,

- (a) the quorum is one person who is, or who represents by proxy, that shareholder, and
- (b) that shareholder, present in person or by proxy, may constitute the meeting.

8.5 Other persons may attend

The directors, the president, if any, the secretary, if any, and any lawyer or auditor for the Company are entitled to attend any meeting of shareholders, but if any of those persons do attend a meeting of shareholders, that person is not to be counted in the quorum, and is not entitled to vote at the meeting, unless that person is a shareholder or proxy holder entitled to vote at the meeting.

8.6 Requirement of quorum

No business, other than the election of a chair of the meeting and the adjournment of the meeting, may be transacted at any meeting of shareholders unless a quorum of shareholders entitled to vote at the meeting is present at the commencement of the meeting.

8.7 Lack of quorum

If, within 1/2 hour from the time set for the holding of a meeting of shareholders, a quorum is not present,

- (a) in the case of a general meeting convened by requisition of shareholders, the meeting is dissolved, and
- (b) in the case of any other meeting of shareholders, the meeting stands adjourned to the same day in the next week at the same time and place.

8.8 Lack of quorum at succeeding meeting

If, at the meeting to which the first meeting referred to in Article 8.7 was adjourned, a quorum is not present within 1/2 hour from the time set for the holding of the meeting, the persons present and who are, or who represent by proxy, shareholders entitled to attend and vote at the meeting constitute a quorum.

8.9 Chair

The following individual is entitled to preside as chair at a meeting of shareholders:

- (a) the chair of the board, if any;
- (b) if the chair of the board is absent or unwilling to act as chair of the meeting, the president, if any.

8.10 Alternate chair

At any meeting of shareholders, the directors present must choose one of their number to be chair of the meeting if: (a) there is no chair of the board or president present within 15 minutes after the time set for holding the meeting; (b) the chair of the board and the president are unwilling to act as chair of the meeting; or (c) if the chair of the board and the president have advised the secretary, if any, or any director present at the meeting, that they will not be present at the meeting. If, in any of the foregoing circumstances, all of the directors present decline to accept the position of chair or fail to choose one of their number to be chair of the meeting, or if no director is present, the shareholders present in person or by proxy must choose any person present at the meeting to chair the meeting.

8.11 Adjournments

The chair of a meeting of shareholders may, and if so directed by the meeting must, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

8.12 Notice of adjourned meeting

It is not necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting of shareholders except that, when a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

8.13 Motion need not be seconded

No motion proposed at a meeting of shareholders need be seconded unless the chair of the meeting rules otherwise, and the chair of any meeting of shareholders is entitled to propose or second a motion.

8.14 Manner of taking a poll

Subject to Article 8.15, if a poll is duly demanded at a meeting of shareholders,

- (a) the poll must be taken
 - (i) at the meeting, or within 7 days after the date of the meeting, as the chair of the meeting directs, and
 - (ii) in the manner, at the time and at the place that the chair of the meeting directs,
- (b) the result of the poll is deemed to be a resolution of, and passed at, the meeting at which the poll is demanded, and
- (c) the demand for the poll may be withdrawn.

8.15 Demand for a poll on adjournment

A poll demanded at a meeting of shareholders on a question of adjournment must be taken immediately at the meeting.

8.16 Demand for a poll not to prevent continuation of meeting

The demand for a poll at a meeting of shareholders does not, unless the chair of the meeting so rules, prevent the continuation of a meeting for the transaction of any business other than the question on which a poll has been demanded.

8.17 Poll not available in respect of election of chair

No poll may be demanded in respect of the vote by which a chair of a meeting of shareholders is elected.

8.18 Casting of votes on poll

On a poll, a shareholder entitled to more than one vote need not cast all the votes in the same way.

8.19 Chair must resolve dispute

In the case of any dispute as to the admission or rejection of a vote given on a poll, the chair of the meeting must determine the same, and his or her determination made in good faith is final and conclusive.

8.20 Chair has no second vote

In case of an equality of votes, the chair of a meeting of shareholders does not, either on a show of hands or on a poll, have a casting or second vote in addition to the vote or votes to which the chair may be entitled as a shareholder.

8.21 Declaration of result

The chair of a meeting of shareholders must declare to the meeting the decision on every question in accordance with the result of the show of hands or the poll, as the case may be, and that decision must be entered in the minutes of the meeting.

8.22 Meetings by telephone or other communications medium

A shareholder or proxy holder who is entitled to participate in a meeting of shareholders may do so in person, or by telephone or other communications medium, if all shareholders and proxy holders participating in the meeting are able to communicate with each other; provided, however, that nothing in this Section shall obligate the Company to take any action or provide any facility to permit or facilitate the use of any communications medium at a meeting of shareholders. If one or more shareholders or proxy holders participate in a meeting a shareholders in a manner contemplated by this Section,

- (a) each such shareholder or proxy holder shall be deemed to be present at the meeting, and
- (b) the meeting shall be deemed to be held at the location specified in the notice of the meeting.

PART 9 – VOTES OF SHAREHOLDERS

9.1 Voting rights

Subject to any special rights or restrictions attached to any shares and to the restrictions imposed on joint registered holders of shares under Article 9.3,

- (a) on a vote by show of hands, every person present who is a shareholder or proxy holder and entitled to vote at the meeting has one vote, and
- (b) on a poll, every shareholder entitled to vote has one vote in respect of each share held by that shareholder that carries the right to vote on that poll and may exercise that vote either in person or by proxy.

9.2 Trustee of shareholder may vote

A person who is not a shareholder may vote on a resolution at a meeting of shareholders, whether on a show of hands or on a poll, and may appoint a proxy holder to act at the meeting in relation to that resolution, if, before doing so, the person satisfies the chair of the meeting at which the resolution is to be considered, or satisfies all of the directors present at the meeting, that the person is a trustee for a shareholder who is entitled to vote on the resolution.

9.3 Votes by joint shareholders

If there are joint shareholders registered in respect of any share,

- (a) any one of the joint shareholders, but not both or all, may vote at any meeting, either personally or by proxy, in respect of the share as if that joint shareholder were solely entitled to it, or
- (b) if more than one of the joint shareholders is present at any meeting, personally or by proxy, the joint shareholder present whose name stands first on the central securities register in respect of the share is alone entitled to vote in respect of that share.

9.4 Trustees as joint shareholders

Two or more trustees of a shareholder in whose sole name any share is registered are, for the purposes of Article 9.3, deemed to be joint shareholders.

9.5 Representative of a corporate shareholder

If a corporation that is not a subsidiary of the Company is a shareholder, that corporation may appoint a person to act as its representative at any meeting of shareholders of the Company, and,

- (a) for that purpose, the instrument appointing a representative must
 - (i) be received at the registered office of the Company or at any other place specified, in the notice calling the meeting, for the receipt of proxies, at least 2 business days before the day set for the holding of the meeting, or
 - (ii) be provided, at the meeting, to the chair of the meeting, and
- (b) if a representative is appointed under this Article 9.5,
 - (i) the representative is entitled to exercise in respect of and at that meeting the same rights on behalf of the corporation that the representative represents as that corporation could exercise if it were a shareholder who is an individual, including, without limitation, the right to appoint a proxy holder, and
 - (ii) the representative, if present at the meeting, is to be counted for the purpose of forming a quorum and is deemed to be a shareholder present in person at the meeting.

9.6 When proxy provisions do not apply

Articles 9.7 to 9.13 do not apply to the Company if and for so long as it is a public company or a pre-existing reporting company.

9.7 Appointment of proxy holder

Every shareholder of the Company, including a corporation that is a shareholder but not a subsidiary of the Company, entitled to vote at a meeting of shareholders of the Company may, by proxy, appoint a proxy holder to attend and act at the meeting in the manner, to the extent and with the powers conferred by the proxy.

9.8 Alternate proxy holders

A shareholder may appoint one or more alternate proxy holders to act in the place of an absent proxy holder.

9.9 When proxy holder need not be shareholder

A person must not be appointed as a proxy holder unless the person is a shareholder, although a person who is not a shareholder may be appointed as a proxy holder if

- (a) the person appointing the proxy holder is a corporation or a representative of a corporation appointed under Article 9.5,
- (b) the Company has at the time of the meeting for which the proxy holder is to be appointed only one shareholder entitled to vote at the meeting, or
- (c) the shareholders present in person or by proxy at and entitled to vote at the meeting for which the proxy holder is to be appointed, by a resolution on which the proxy holder is not entitled to vote but in respect of which the proxy holder is to be counted in the quorum, permit the proxy holder to attend and vote at the meeting.

9.10 Form of proxy

A proxy, whether for a specified meeting or otherwise, must be either in the following form or in any other form approved by the directors or the chair of the meeting:

(Name of Company)

The undersigned, being a shareholder of the above named Company, hereby appoints or, failing that person,, as proxy holder for the undersigned to attend, act and vote for and on behalf of the undersigned at the meeting of shareholders to be held on the day of and at any adjournment of that meeting.

Signed this day of,

.....
Signature of shareholder

9.11 Provision of proxies

A proxy for a meeting of shareholders must

- (a) be received at the registered office of the Company or at any other place specified, in the notice calling the meeting, for the receipt of proxies, at least the number of business days specified in the notice, or if no number of days is specified, 2 business days, before the day set for the holding of the meeting, or
- (b) unless the notice provides otherwise, be provided at the meeting to the chair of the meeting.

9.12 Revocation of proxies

Subject to Article 9.13, every proxy may be revoked by an instrument in writing that is

- (a) received at the registered office of the Company at any time up to and including the last business day before the day set for the holding of the meeting at which the proxy is to be used, or
- (b) provided at the meeting to the chair of the meeting.

9.13 Revocation of proxies must be signed

An instrument referred to in Article 9.12 must be signed as follows:

- (a) if the shareholder for whom the proxy holder is appointed is an individual, the instrument must be signed by the shareholder or his or her trustee;
- (b) if the shareholder for whom the proxy holder is appointed is a corporation, the instrument must be signed by the corporation or by a representative appointed for the corporation under Article 9.5.

9.14 Validity of proxy votes

A vote given in accordance with the terms of a proxy is valid despite the death or incapacity of the shareholder giving the proxy and despite the revocation of the proxy or the revocation of the authority under which the proxy is given, unless notice in writing of that death, incapacity or revocation is received

- (a) at the registered office of the Company, at any time up to and including the last business day before the day set for the holding of the meeting at which the proxy is to be used, or
- (b) by the chair of the meeting, before the vote is taken.

9.15 Production of evidence of authority to vote

The chair of any meeting of shareholders may, but need not, inquire into the authority of any person to vote at the meeting and may, but need not, demand from that person production of evidence as to the existence of the authority to vote.

PART 10 – DIRECTORS

10.1 Number of directors

The number of directors, excluding additional directors appointed under Article 11.8, is set at:

- (a) if the Company is a public company, the greater of three and the number most recently established:
 - (i) by ordinary resolution (whether or not previous notice of the resolution was given); and
 - (ii) under Article 11.4;
- (b) if the Company is not a public company, the number most recently established:
 - (i) by ordinary resolution (whether or not previous notice of the resolution was given); and
 - (ii) under Article 11.4.

10.2 Change in number of directors

If the number of directors is set under Articles 10.1(a)(i) or 10.1(b)(i):

- (a) the shareholders may elect or appoint the directors needed to fill any vacancies in the board of directors up to that number;
- (b) if, contemporaneously with setting that number, the shareholders do not elect or appoint the directors needed to fill vacancies in the board of directors up to that number, then the directors may appoint, or the shareholders may elect or appoint, directors to fill those vacancies.

10.3 Directors' acts valid despite vacancy

An act or proceeding of the directors is not invalid merely because fewer directors have been appointed or elected than the number of directors set or otherwise required under these Articles.

10.4 Qualifications of directors

A director is not required to hold a share in the capital of the Company as qualification for his or her office but must be qualified as required by the *Business Corporations Act* to become, act or continue to act as a director.

10.5 Remuneration of directors

The directors are entitled to the remuneration, if any, for acting as directors as the directors may from time to time determine. If the directors so decide, the remuneration of the directors will be determined by the shareholders. That remuneration may be in addition to any salary or other remuneration paid to a director in such director's capacity as an officer or employee of the Company.

10.6 Reimbursement of expenses of directors

The Company must reimburse each director for the reasonable expenses that he or she may incur in and about the business of the Company.

10.7 Special remuneration for directors

If any director performs any professional or other services for the Company that in the opinion of the directors are outside the ordinary duties of a director, or if any director is otherwise specially occupied in or about the Company's business, he or she may be paid remuneration fixed by the directors, or, at the option of that director, fixed by ordinary resolution, and such remuneration may be either in addition to, or in substitution for, any other remuneration that he or she may be entitled to receive.

10.8 Gratuity, pension or allowance on retirement of director

Unless otherwise determined by ordinary resolution, the directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any director who has held any salaried office or place of profit with the Company or to his or her spouse or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

PART 11 – ELECTION AND REMOVAL OF DIRECTORS

11.1 Election at annual general meeting

At every annual general meeting and in every unanimous resolution contemplated by Article 7.2:

- (a) the shareholders entitled to vote at the annual general meeting for the election of directors must elect, or in the unanimous resolution appoint, a board of directors consisting of the number of directors for the time being set under these Articles; and
- (b) all the directors cease to hold office immediately before the election or appointment of directors under paragraph (a), but are eligible for re-election or re-appointment.

11.2 Consent to be a director

No election, appointment or designation of an individual as a director is valid unless:

- (a) that individual consents to be a director in the manner provided for in the *Business Corporations Act*; or
- (b) that individual is elected or appointed at a meeting at which the individual is present and the individual does not refuse, at the meeting, to be a director.

11.3 Failure to elect or appoint directors

If:

- (a) the Company fails to hold an annual general meeting, and all the shareholders who are entitled to vote at an annual general meeting fail to pass the unanimous resolution contemplated by Article 7.2, on or before the date by which the annual general meeting is required to be held under the *Business Corporations Act*; or
- (b) the shareholders fail, at the annual general meeting or in the unanimous resolution contemplated by Article 7.2, to elect or appoint any directors;

then each director in office at such time continues to hold office until the earlier of:

- (c) the date on which his or her successor is elected or appointed; and
- (d) the date on which he or she otherwise ceases to hold office under the *Business Corporations Act* or these Articles.

11.4 Places of retiring directors not filled

If, at any meeting of shareholders at which there should be an election of directors, the places of any of the retiring directors are not filled by that election, those retiring directors who are not re-elected and who are asked by the newly elected directors to continue in office will, if willing to do so, continue in office to fill the vacancies in the number of directors set pursuant to these Articles until further new directors are elected at a meeting of shareholders convened for that purpose. If any such election or continuance of directors does not result in the election or continuance of the number of directors set pursuant to these Articles, the number of directors of the Company is deemed to be set at the number of directors actually elected or continued in office.

11.5 Directors may fill casual vacancies

Any casual vacancy occurring in the board of directors may be filled by the directors.

11.6 Remaining directors' power to act

The directors may act notwithstanding any vacancy in the board of directors, but if the Company has fewer directors in office than the number set pursuant to these Articles as the quorum of directors, the directors may only act for the purpose of appointing directors up to that number or for the purpose of summoning a meeting of shareholders to fill any vacancies on the board of directors or for any other purpose permitted by the *Business Corporations Act*.

11.7 Shareholders may fill vacancies

If the Company has no directors or fewer directors in office than the number set pursuant to these Articles as the quorum of directors, the shareholders may elect or appoint directors to fill any vacancies on the board of directors.

11.8 Additional directors

Notwithstanding Articles 10.1 and 10.2, between annual general meetings or unanimous resolutions contemplated by Article 7.2, the directors may appoint one or more additional directors, but the number of additional directors appointed under this Article 11.8 must not at any time exceed:

- (a) one-third of the number of first directors, if, at the time of the appointments, one or more of the first directors have not yet completed their first term of office; or
- (b) in any other case, one-third of the number of the current directors who were elected or appointed as directors other than under this Article 11.8.

Any director so appointed ceases to hold office immediately before the next election or appointment of directors under Article 11.1(a), but is eligible for re-election or re-appointment.

11.9 Ceasing to be a director

A director ceases to be a director when:

- (a) the term of office of the director expires;
- (b) the director dies;
- (c) the director resigns as a director by notice in writing provided to the Company or a lawyer for the Company; or
- (d) the director is removed from office pursuant to Articles 11.10 or 11.11.

11.10 Removal of director by shareholders

The Shareholders may, by special resolution, remove any director before the expiration of his or her term of office, and may, by ordinary resolution, elect or appoint a director to fill the resulting vacancy. If the shareholders do not contemporaneously elect or appoint a director to fill the vacancy created by the removal of a director, then the directors may appoint, or the shareholders may elect or appoint by ordinary resolution, a director to fill that vacancy.

11.11 Removal of director by directors

The directors may remove any director before the expiration of his or her term of office if the director is convicted of an indictable offence, or if the director ceases to be qualified to act as a director of a company and does not promptly resign, and the directors may appoint a director to fill the resulting vacancy.

PART 12 – PROCEEDINGS OF DIRECTORS

12.1 Meetings of directors

The directors may meet together for the conduct of business, adjourn and otherwise regulate their meetings as they think fit, and meetings of the board held at regular intervals may be held at the place, at the time and on the notice, if any, that the board may by resolution from time to time determine.

12.2 Chair of meetings

Meetings of directors are to be chaired by

- (a) the chair of the board, if any,
- (b) in the absence of the chair of the board, the president, if any, if the president is a director, or
- (c) any other director chosen by the directors if
 - (i) neither the chair of the board nor the president, if a director, is present at the meeting within 15 minutes after the time set for holding the meeting,
 - (ii) neither the chair of the board nor the president, if a director, is willing to chair the meeting, or
 - (iii) the chair of the board and the president, if a director, have advised the secretary, if any, or any other director, that they will not be present at the meeting.

12.3 Voting at meetings

Questions arising at any meeting of directors are to be decided by a majority of votes and, in the case of an equality of votes, the chair of the meeting does not have a second or casting vote.

12.4 Meetings by telephone or other communications medium

A director may participate in a meeting of the directors or of any committee of the directors in person, or by telephone or other communications medium, if all directors participating in the meeting are able to communicate with each other. A director may participate in a meeting of the directors or of any committee of the directors by a communications medium other than telephone if all directors participating in the meeting, whether in person or by telephone or other communications medium, are able to communicate with each other and if all directors who wish to participate in the meeting agree to such participation. A director who participates in a meeting in a manner contemplated by this Article 12.4 is deemed for all purposes of the *Business Corporations Act* and these Articles to be present at the meeting and to have agreed to participate in that manner.

12.5 Who may call extraordinary meetings

A director may call a meeting of the board at any time. The secretary, if any, must on request of a director, call a meeting of the board.

12.6 Notice of extraordinary meetings

Subject to Articles 12.7 and 12.8, if a meeting of the board is called under Article 12.4, reasonable notice of that meeting, specifying the place, date and time of that meeting, must be given to each of the directors

- (a) by mail addressed to the director's address as it appears on the books of the Company or to any other address provided to the Company by the director for this purpose,
- (b) by leaving it at the director's prescribed address or at any other address provided to the Company by the director for this purpose, or
- (c) orally, by delivery of written notice or by telephone, voice mail, e-mail, fax or any other method of legibly transmitting messages.

12.7 When notice not required

It is not necessary to give notice of a meeting of the directors to a director if

- (a) the meeting is to be held immediately following a meeting of shareholders at which that director was elected or appointed or is the meeting of the directors at which that director is appointed, or
- (b) the director has filed a waiver under Article 12.9.

12.8 Meeting valid despite failure to give notice

The accidental omission to give notice of any meeting of directors to any director, or the non-receipt of any notice by any director, does not invalidate any proceedings at that meeting.

12.9 Waiver of notice of meetings

Any director may file with the Company a document signed by the director waiving notice of any past, present or future meeting of the directors and may at any time withdraw that waiver with respect to meetings of the directors held after that withdrawal.

12.10 Effect of waiver

After a director files a waiver under Article 12.9 with respect to future meetings of the directors, and until that waiver is withdrawn, notice of any meeting of the directors need not be given to that director unless the director otherwise requires in writing to the Company.

12.11 Quorum

The quorum necessary for the transaction of the business of the directors may be set by the directors and, if not so set, is a majority of the directors.

12.12 If only one director

If, in accordance with Article 10.1, the number of directors is one, the quorum necessary for the transaction of the business of the directors is one director, and that director may constitute a meeting.

PART 13 – COMMITTEES OF DIRECTORS

13.1 Appointment of committees

The directors may, by resolution,

- (a) appoint one or more committees consisting of the director or directors that they consider appropriate,
- (b) delegate to a committee appointed under paragraph (a) any of the directors' powers, except
 - (i) the power to fill vacancies in the board,
 - (ii) the power to change the membership of, or fill vacancies in, any committee of the board, and
 - (iii) the power to appoint or remove officers appointed by the board, and
- (c) make any delegation referred to in paragraph (b) subject to the conditions set out in the resolution.

13.2 Obligations of committee

Any committee formed under Article 13.1, in the exercise of the powers delegated to it, must

- (a) conform to any rules that may from time to time be imposed on it by the directors, and

- (b) report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held after the act or thing has been done.

13.3 Powers of board

The board may, at any time,

- (a) revoke the authority given to a committee, or override a decision made by a committee, except as to acts done before such revocation or overriding,
- (b) terminate the appointment of, or change the membership of, a committee, and
- (c) fill vacancies in a committee,

13.4 Committee meetings

Subject to Article 13.2(a),

- (a) the members of a directors' committee may meet and adjourn as they think proper,
- (b) a directors' committee may elect a chair of its meetings but, if no chair of the meeting is elected, or if at any meeting the chair of the meeting is not present within 15 minutes after the time set for holding the meeting, the directors present who are members of the committee may choose one of their number to chair the meeting,
- (c) a majority of the members of a directors' committee constitutes a quorum of the committee, and
- (d) questions arising at any meeting of a directors' committee are determined by a majority of votes of the members present, and in case of an equality of votes, the chair of the meeting has no second or casting vote.

PART 14 – OFFICERS

14.1 Appointment of officers

The board may, from time to time, appoint a president, secretary or any other officers that it considers necessary, and none of the individuals appointed as officers need be a member of the board.

14.2 Functions, duties and powers of officers

The board may, for each officer,

- (a) determine the functions and duties the officer is to perform,
- (b) entrust to and confer on the officer any of the powers exercisable by the directors on such terms and conditions and with such restrictions as the directors think fit, and
- (c) from time to time revoke, withdraw, alter or vary all or any of the functions, duties and powers of the officer.

14.3 Remuneration

All appointments of officers are to be made on the terms and conditions and at the remuneration (whether by way of salary, fee, commission, participation in profits or otherwise) that the board thinks fit and are subject to termination at the pleasure of the board.

PART 15 – CERTAIN PERMITTED ACTIVITIES OF DIRECTORS

15.1 Other office of director

A director may hold any office or place of profit with the Company (other than the office of auditor of the Company) in addition to his or her office of director for the period and on the terms (as to remuneration or otherwise) that the directors may determine.

15.2 No disqualification

No director or intended director is disqualified by his or her office from contracting with the Company either with regard to the holding of any office or place of profit the director holds with the Company or as vendor, purchaser or otherwise.

15.3 Professional services by director or officer

Subject to compliance with the provisions of the *Business Corporations Act*, a director or officer of the Company, or any corporation or firm in which that individual has an interest, may act in a professional capacity for the Company, except as auditor of the Company, and the director or officer or such corporation or firm is entitled to remuneration for professional services as if that individual were not a director or officer.

15.4 Remuneration and benefits received from certain entities

A director or officer may be or become a director, officer or employee of, or may otherwise be or become interested in, any corporation, firm or entity in which the Company may be interested as a shareholder or otherwise, and, subject to compliance with the provisions of the *Business Corporations Act*, the director or officer is not accountable to the Company for any remuneration or other benefits received by him or her as director, officer or employee of, or from his or her interest in, such other corporation, firm or entity.

PART 16 – INDEMNIFICATION

16.1 Indemnification of directors

The directors must cause the Company to indemnify its directors and former directors, and their respective heirs and personal or other legal representatives to the greatest extent permitted by Division 5 of Part 5 of the *Business Corporations Act*.

16.2 Deemed contract

Each director is deemed to have contracted with the Company on the terms of the indemnity referred to in Article 16.1.

PART 17 – AUDITOR

17.1 Remuneration of an auditor

The directors may set the remuneration of the auditor of the Company.

17.2 Waiver of appointment of an auditor

The Company shall not be required to appoint an auditor if all of the shareholders of the Company, whether or not their shares otherwise carry the right to vote, resolve by a unanimous resolution to waive the appointment of an auditor. Such waiver may be given before, on or after the date on which an auditor is required to be appointed under the *Business Corporations Act*, and is effective for one financial year only.

PART 18 – DIVIDENDS

18.1 Declaration of dividends

Subject to the rights, if any, of shareholders holding shares with special rights as to dividends, the directors may from time to time declare and authorize payment of any dividends the directors consider appropriate.

18.2 No notice required

The directors need not give notice to any shareholder of any declaration under Article 18.1.

18.3 Directors may determine when dividend payable

Any dividend declared by the directors may be made payable on such date as is fixed by the directors.

18.4 Dividends to be paid in accordance with number of shares

Subject to the rights of shareholders, if any, holding shares with special rights as to dividends, all dividends on shares of any class or series of shares must be declared and paid according to the number of such shares held.

18.5 Manner of paying dividend

A resolution declaring a dividend may direct payment of the dividend wholly or partly by the distribution of specific assets or of paid up shares or fractional shares, bonds, debentures or other debt obligations of the Company, or in any one or more of those ways, and, if any difficulty arises in regard to the distribution, the directors may settle the difficulty as they consider expedient, and, in particular, may set the value for distribution of specific assets.

18.6 Dividend bears no interest

No dividend bears interest against the Company.

18.7 Fractional dividends

If a dividend to which a shareholder is entitled includes a fraction of the smallest monetary unit of the currency of the dividend, that fraction may be disregarded in making payment of the dividend and that payment represents full payment of the dividend.

18.8 Payment of dividends

Any dividend or other distribution payable in cash in respect of shares may be paid by cheque, made payable to the order of the person to whom it is sent, and mailed

- (a) subject to paragraphs (b) and (c), to the address of the shareholder,
- (b) subject to paragraph (c), in the case of joint shareholders, to the address of the joint shareholder whose name stands first on the central securities register in respect of the shares, or
- (c) to the person and to the address as the shareholder or joint shareholders may direct in writing.

18.9 Receipt by joint shareholders

If several persons are joint shareholders of any share, any one of them may give an effective receipt for any dividend, bonus or other money payable in respect of the share.

PART 19 – ACCOUNTING RECORDS

19.1 Recording of financial affairs

The board must cause adequate accounting records to be kept to record properly the financial affairs and condition of the Company and to comply with the provisions of the *Business Corporations Act*.

PART 20 – EXECUTION OF INSTRUMENTS

20.1 Who may attest seal

The Company's seal, if any, must not be impressed on any record except when that impression is attested by the signature or signatures of

- (a) any 2 directors,
- (b) any officer, together with any director,
- (c) if the Company has only one director, that director, or
- (d) any one or more directors or officers or persons as may be determined by resolution of the directors.

20.2 Sealing copies

For the purpose of certifying under seal a true copy of any resolution or other document, the seal must be impressed on that copy and, despite Article 20.1, may be attested by the signature of any director or officer.

20.3 Execution of documents not under seal

Any instrument, document or agreement for which the seal need not be affixed may be executed for and on behalf of and in the name of the Company by any one director or officer of the Company, or by any other person appointed by the directors for such purpose.

PART 21 – NOTICES

21.1 Method of giving notice

Unless the *Business Corporations Act* or these Articles provides otherwise, a notice, statement, report or other record required or permitted by the *Business Corporations Act* or these Articles to be sent by or to a person may be sent by any one of the following methods:

- (a) mail addressed to the person at the applicable address for that person as follows:
 - (i) for a record mailed to a shareholder, the shareholder's registered address;
 - (ii) for a record mailed to a director or officer, the prescribed address for mailing shown for the director or officer in the records kept by the Company or the mailing address provided by the recipient for the sending of that record or records of that class;
 - (iii) in any other case, the mailing address of the intended recipient;
- (b) delivery at the applicable address for that person as follows, addressed to the person:
 - (i) for a record delivered to a shareholder, the shareholder's registered address;
 - (ii) for a record delivered to a director or officer, the prescribed address for delivery shown for the director or officer in the records kept by the Company or the delivery address provided by the recipient for the sending of that record or records of that class;
 - (iii) in any other case, the delivery address of the intended recipient;
- (c) sending the record by fax to the fax number provided by the intended recipient for the sending of that record or records of that class;
- (d) sending the record by email to the email address provided by the intended recipient for the sending of that record or records of that class;
- (e) physical delivery to the intended recipient.

21.2 Deemed receipt of mailing

A record that is mailed to a person by ordinary mail to the applicable address for that person referred to in Article 21.1 is deemed to be received by the person to whom it was mailed on the day, Saturdays, Sundays and holidays excepted, following the date of mailing.

21.3 Certificate of sending

A certificate signed by the secretary, if any, or other officer of the Company or of any other corporation acting in that behalf for the Company stating that a notice, statement, report or other record was addressed as required by Article 21.1, prepaid and mailed or otherwise sent as permitted by Article 21.1 is conclusive evidence of that fact.

21.4 Notice to joint shareholders

A notice, statement, report or other record may be provided by the Company to the joint registered shareholders of a share by providing the notice to the joint registered shareholder first named in the central securities register in respect of the share.

21.5 Notice to trustees

A notice, statement, report or other record may be provided by the Company to the persons entitled to a share in consequence of the death, bankruptcy or incapacity of a shareholder by:

- (a) mailing the record, addressed to them:
 - (i) by name, by the title of the legal personal representative of the deceased or incapacitated shareholder, by the title of trustee of the bankrupt shareholder or by any similar description; and
 - (ii) at the address, if any, supplied to the Company for that purpose by the persons claiming to be so entitled; or
- (b) if an address referred to in Article 21.5(a)(ii) has not been supplied to the Company, by giving the notice in a manner in which it might have been given if the death, bankruptcy or incapacity had not occurred.

PART 22 – RESTRICTION ON SHARE TRANSFER

22.1 Application

Article 22.2 does not apply to the Company if and for so long as it is a public company or a pre-existing reporting company.

22.2 Consent required for transfer

No shares may be sold, transferred or otherwise disposed of without the consent of the directors and the directors are not required to give any reason for refusing to consent to any such sale, transfer or other disposition.

SHARE VOTING AGREEMENT

This Agreement dated April 26, 2010 is made by and between Her Majesty the Queen in Right of British Columbia represented by the Ministry of Public Safety and Solicitor General, Police Services Division (the "Minister") and E-Comm Emergency Communications for Southwest British Columbia Incorporated ("E-Comm")

WHEREAS:

A. At the request of the Minister, E-Comm became the registered owner of 1,000 Common shares (the "Shares") in the capital PRIMECorp Police Records Information Management Environment Incorporated ("PRIMECorp"); and

B. The parties wish to enter into this Agreement to set forth the terms and conditions by which E-Comm will vote the Shares.

NOW THEREFORE THIS AGREEMENT WITNESSES that, in consideration of the mutual agreements set forth herein, and for other good and valuable consideration (the receipt and sufficiency of which is hereby acknowledged by each party), the parties hereby agree as follows:

1. E-Comm will vote the Shares only as directed in writing by the Minister from time to time and, in connection therewith, will execute all consent resolutions and other documents and will give all consents, waivers and ratifications as may be necessary to give effect to the foregoing.
2. Provided that E-Comm fulfils its obligations under Section 1 of this Agreement, the Minister hereby agrees to indemnify and save harmless E-Comm from any liability or other obligation, whether to the Minister or to any other person, firm, corporation (including PRIMECorp), government, government agency or other similar body resulting from any action taken or permitted to be taken, or any action omitted, by E-Comm as shareholder of PRIMECorp in good faith in reliance upon instructions received from the Minister pursuant to this Agreement.
3. The provisions of Section 1 of this Agreement will terminate:
 - (a) immediately, upon E-Comm ceasing to be the registered owner of any Shares;
 - (b) immediately, upon the dissolution, winding-up or liquidation of PRIMECorp; or
 - (c) upon E-Comm giving not less than 120 days' notice of termination to the Minister.

whichever is the first to occur.
4. In fulfilling its duties under this Agreement, E-Comm is entitled to assume: (a) the authenticity of documents purporting to be originals, or photocopies or facsimile copies of originals, (b) the proper authority of all signatories and (c) the genuineness of all signatures.

5. Nothing contained in this Agreement will or is intended to create or will be construed to create any right in or any duty or obligation by either party to any third party. There are no third party beneficiaries of this Agreement.
6. No provision of this Agreement may be changed, modified or amended from time to time unless with the express written agreement of the parties executed by their authorized representatives.
7. The provisions of Section 2 of this Agreement will survive any termination of this Agreement and will continue in full force and effect for a period of 2 years after the effective date of termination.
8. This Agreement will enure to the benefit of and be binding upon the parties and their respective successors and assigns.
9. This Agreement may be executed in counterparts, each of which, when so executed, will be deemed to be an original copy hereof, and all such counterparts together will constitute but one single agreement. Either party may deliver a counterpart signature page by facsimile transmission.

IN WITNESS WHEREOF the parties have executed this Agreement as of the date first set forth above.

**Her Majesty the Queen in Right of British
Columbia, represented by the Ministry of
Public Safety and Solicitor General, Police
Services Division**

Per: _____

Signature

KEVIN BEGG ASSISTANT DEPUTY MINISTER
Print Name and Title POLICING & COMMUNITY SAFETY BRANCH
PROVINCE OF BRITISH COLUMBIA

**E-Comm Emergency Communications for
Southwest British Columbia Incorporated**

Per: _____

Signature

KEN SHYMANSKI PRES & CEO E-Comm
Print Name and Title



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Board Manual – Tab 1
Board Policy No. 2010-01
Last Updated: August 12, 2010

CORPORATE MISSION STATEMENT & STRATEGIC PLAN

Mission Statement

To deliver a Provincial Records Management System (RMS) and Computer Aided Dispatch (CAD) that will provide immediate access to critical police information to the front-line Police Officers of British Columbia.



TERMS OF REFERENCE - BOARD

A. INTRODUCTION

1. Duties. The duties of the Board (the “Board”) of PRIMECorp - Police Records Information Management Environment Incorporated (“PRIMECorp”) are established under common law, by the Business Corporations Act (British Columbia) and as embodied in the corporate Articles of PRIMECorp filed under that Act.
2. General Role. The Board of Directors is responsible for supervising the general management of the business and affairs of PRIMECorp. This involves overseeing the conduct of the business of PRIMECorp and supervising management, which is responsible for the day-to-day conduct of business.
3. Planning. The primary responsibility of the Board of Directors is to foster the long-term success of PRIMECorp consistent with the Board’s responsibilities to its members, customers, employees, and others.

B. GENERAL

1. Board Composition. PRIMECorp has a sole shareholder, who periodically determines the appropriate composition of the Board and appoints and removes Directors of PRIMECorp. The sole shareholder has agreed to approach matters of PRIMECorp governance in collaboration with the British Columbia Minister of Public Safety and Solicitor-General (“SolGen”).
2. Delegation. The Board operates by delegating to management certain of its authorities, such as spending authorizations, and by reserving certain powers to itself.
3. Stakeholders. In performing its functions, the Board has a particular responsibility to consider the legitimate interests of the entities and jurisdictions that use the services of PRIMECorp.
4. Responsibility. The Board retains the responsibility for managing its own affairs including:
 - (a) selecting its Chair;
 - (b) providing suggestions to its sole shareholder and the SolGen regarding the criteria they should consider in making appointments to the Board;
 - (c) constituting committees of the Board; and
 - (d) determining Board Chair and director compensation.

C. DUTIES AND RESPONSIBILITIES

5. Selection of Management

The Board has the responsibility to

- (a) establish the scope of duties of the General Manager;
- (b) appoint the General Manager;
- (c) monitor and evaluate the General Manager's performance.
- (d) establish and approve the General Manager's compensation.
- (e) provide advice and counsel to the General Manager in the execution of the General Manager's duties; and
- (f) ensure plans are in place for management succession and development.

6. Corporate Strategy

The Board has the responsibility to:

- (a) review, with management, PRIMECorp's mission and objectives, and the strategies by which it proposed to reach those objectives; and
- (b) review progress in achieving the goals established in the strategic plans.

7. Monitoring and Acting

The Board has the responsibility to:

- (a) monitor PRIMECorp's progress towards its goals, and to revise and alter its direction through management in light of changing circumstances;
- (b) approve the annual operating and capital budgets;
- (c) determine and approve the long term capital requires of PRIMECorp;
- (d) approve all contracts which are outside the authorized annual operating budgets;
- (e) approve borrowing or financings;
- (f) approve contracting of services to others;
- (g) identify the principal risks of PRIMECorp's business and take all reasonable steps to ensure the implementation of appropriate systems to manage these risks; and
- (h) direct management to ensure systems are in place for maintaining the integrity of and implementing PRIMECorp's internal financial, operating and administrative controls and management information systems.

8. Policies and Procedures

The Board has the responsibility to:

- (a) approve and monitor compliance with all significant policies and procedures which govern PRIMECorp's operations; and
- (b) direct management to implement systems designed to ensure PRIMECorp operates at all times within applicable laws and regulations, and to the highest ethical and moral standards.

9. Compliance Reporting and Communications

The Board has the responsibility to:

- (a) exercise due diligence in ensuring PRIMECorp is in compliance with all regulatory requirements;
- (b) to ensure the financial performance of PRIMECorp is adequately and promptly reported to the sole member, and to others as appropriate;
- (c) to ensure the financial results are reported fairly and in accordance with generally accepted accounting principles;
- (d) to ensure the timely reporting of any other developments that have a significant and material effect on the performance of PRIMECorp and as required by legislation;
- (e) to report annually on the Board's stewardship for the preceding year; and
- (f) to ensure PRIMECorp has in place a policy to enable it to communicate effectively with the SolGen, employees, partners, customers, and the communities it serves.

D. GENERAL LEGAL OBLIGATIONS OF THE BOARD OF DIRECTORS

- 10. Legal Requirements. The Board is responsible for directing management to ensure legal requirements have been met, and documents and records have been properly prepared, approved, and maintained.
- 11. Fiduciary Duties. Directors are under a fiduciary duty to PRIMECorp to carry out the duties of their office:
 - (a) honestly and in good faith;
 - (b) in the best interests of PRIMECorp;
 - (c) with the care, diligence, and skill of a reasonably prudent person.
- 12. Statutory Obligations. Directors have specific statutory duties and obligations under employment, environmental, and financial reporting law as well as under the withholding provisions of taxation law.



TERMS OF REFERENCE - DIRECTOR

A. INTRODUCTION

1. Duties. Broadly speaking, service on the PRIMECorp Board creates a personal obligation for the individual. The nature of this obligation differs from appointment to other types of public sector stakeholder groups or task forces, where the nature of service may primarily be one of serving as a delegate of a nominating or appointing agency, with alternate delegates or power of substitution permitted. No such alternate or substitution is permitted when serving on a corporate board such as PRIMECorp's.
2. Obligations. In general terms, the individual has three fundamental obligations to perform.
3. Honesty and Good Faith. Both the common law and the *Business Corporations Act* (British Columbia) require a director to act honestly and in good faith with a view towards the best interests of the Corporation (PRIMECorp). The key elements of this standard of behaviour are:
 - (a) A director must act in the best interests of PRIMECorp and not in his or her self-interest. This also means a director should not be acting in the best interests of some special interest group or constituency with which they serve.
 - (b) A director cannot take advantage personally of opportunities that come before him/her in the course of performing his/her corporate duties.
 - (c) A director must disclose to the Board any interests which he/she holds that may conflict with the interests of PRIMECorp.
 - (d) The director must respect the confidentiality requirements of PRIMECorp's Code of Conduct and Conflict of Interest Guidelines.
4. Skillful Management. Both common law and the *Business Corporations Act* (British Columbia) expect that a director will exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances. This means:
 - (a) The standard of behaviour expected of a director will depend upon the particular qualities or characteristics that the director brings to PRIMECorp in relation to the particular matters under consideration.
 - (b) The director must be proactive in the performance of his or her duties by:

- (i) attending meetings;
- (ii) participating in a meaningful way; and
- (iii) being vigilant to ensure PRIMECorp is being properly managed and is complying with laws affecting PRIMECorp.

5. Disclosure of Interests.

- (a) A director who is, in any way, directly or indirectly interested in an existing or proposed contract or transaction with PRIMECorp must disclose the nature and extent of that interest in accordance with the provisions of the Business Corporations Act (British Columbia).
- (b) A director who holds any office (including public office) or possesses any property whereby, directly or indirectly, a duty or interest might be created in conflict with that director's duty or interest as a director, shall declare the fact, and the nature and extent of the conflict or potential conflict in accordance with the provisions of the Business Corporations Act (British Columbia).

B. STANDARD OF BEHAVIOUR ESTABLISHED BY THE BOARD

1. Standards. The Board has established the following standards of behavior for directors.
2. General. As a member of the Board, each director will:
 - (a) fulfill the legal requirements and obligations of a director, which includes a comprehensive understanding of the statutory and fiduciary roles;
 - (b) consider the interests of the customers PRIMECorp serves, always ensuring the best overall interests of PRIMECorp are paramount; and
 - (c) participate in the review and approval of PRIMECorp strategy, budgets and policies and in monitoring their implementation.
3. Board Activity. As a member of the Board, each director will:
 - (a) act with integrity;
 - (b) use his or her ability, experience, and influence constructively;
 - (c) be available as a resource to management and the Board;
 - (d) respect confidentiality;
 - (e) advise the General Manager or Chair in advance of introducing significant and previously unknown information at a Board meeting;
 - (f) understand the difference between governing and managing, and not encroach on management's area of responsibility;
 - (g) as necessary and appropriate, communicate with the Chair and with the General Manager between meetings;

- (h) demonstrate a willingness and availability for individual consultation with the Chair or General Manager; and
 - (i) evaluate the performance of the General Manager and PRIMECorp.
4. Preparation and Attendance. To enhance the effectiveness of Board and committee meetings, each director will:
- (a) prepare for each Board and committee meeting by reading the reports and background materials provided for the meeting; and
 - (b) maintain an excellent Board and committee meeting personal attendance record.
5. Communication. Communication is fundamental to Board effectiveness and therefore each director will:
- (a) participate fully and frankly in the deliberations and discussions of the Board;
 - (b) encourage free and open discussion of PRIMECorp's affairs by the Board;
 - (c) establish and effective, independent and respected presence and a collegial relationship with other directors; and
 - (d) focus inquiries on issues related to strategy, policy, implementation and results rather than issues relating to the day-to-day management of PRIMECorp.
6. Committee Work. In order to assist Board committees in being effective and productive each director will:
- (a) participate on committees and become knowledgeable about the purpose and goals of the committee; and
 - (b) understand the process of committee work, and the role of management and staff supporting the committee.
7. Business and Industry Knowledge. Recognizing that decisions can only be made by well-informed directors, each director will:
- (a) become generally knowledgeable of the business of PRIMECorp and its industry;
 - (b) develop an understanding of the unique role of PRIMECorp within the community;
 - (c) maintain an understanding of the regulatory, legislative, business, social, and political environments within which PRIMECorp operates;
 - (d) become acquainted with the senior management of PRIMECorp; and
 - (e) be an effective ambassador and representative of PRIMECorp.



CODE OF CONDUCT AND CONFLICT OF INTEREST GUIDELINES FOR DIRECTORS

A. INTRODUCTION

1. The fundamental relationship between each director and PRIMECorp must be one of trust; essential to trust is a commitment to honesty and integrity. Ethical conduct within this relationship imposes certain obligations.

B. COMPLIANCE WITH THE LAW

1. PRIMECorp directors must act at all times in full compliance with both the letter and the spirit of all applicable laws and human rights legislation.
2. In his/her relationship with PRIMECorp no director shall commit or condone an unethical or illegal act or instruct another director or employee to do so.
3. Directors are expected to be sufficiently familiar with any legislation that applies to their work to recognize potential liabilities and to know when to seek legal advice. If in doubt, directors are expected to ask for clarification.
4. Falsifying the record of transactions is unacceptable.
5. The behaviour of PRIMECorp is under public scrutiny. Therefore, directors must not only comply fully with the law, but must also avoid any situation which could be perceived as improper or indicate a causal attitude towards compliance.

C. CONFLICTS OF INTEREST

1. PRIMECorp expects directors to perform their duties conscientiously and in a manner that will not put their own interests or the interests of other organizations they represent in conflict with the best interests of PRIMECorp.
2. A conflict of interest also exists for directors who use their position at PRIMECorp to benefit themselves, friends, families or the organizations they serve in other roles.
3. For the purposes of this policy, a "pecuniary interest" means, with respect to a director, an interest in a matter that could monetarily affect the director and includes an indirect pecuniary interest. The pecuniary interest of a spouse, parent, or child of the director is, if that pecuniary interest is known to the director, also the pecuniary interest of the director.

4. A director has an indirect personal pecuniary interest in any matter in which PRIMECorp is concerned if the director:
 - (a) is a shareholder in or a director or senior officer of a corporation that does not offer its securities to the public and that corporation has a pecuniary interest in the matter; or
 - (b) has a controlling interest in or is a director or senior officer of a corporation that offers its securities to the public and that corporation has a pecuniary interest in the matter; or
 - (c) the director is a partner of a person, is a member of a firm or is in the employment of a person or firm that has a pecuniary interest in the matter.
5. Every director must avoid any situation in which there is, or may appear to be, potential conflict which could appear to interfere with the director's judgment in making decisions in PRIMECorp's best interest.
6. There are several situations that could give rise to a conflict of interest. The most common are accepting gifts, favours, or kickbacks from suppliers, close or family relationships with outside suppliers, passing confidential information to competitors or other organizations (including organizations they serve in other roles) and using privileged information inappropriately.
7. Some conflicts are clear cut; but others are less obvious. PRIMECorp recognizes its directors have legitimate outside interests and service; however, there may also be situations that could be seen as a conflict of interest no matter how innocent the intentions of the director.
8. PRIMECorp requires full disclosure of all circumstances that could conceivably be construed as conflict of interest.
9. If a director has any pecuniary interest in any matter and is present at a meeting at which the matter is considered, the director:
 - (a) must disclose at the meeting the director's pecuniary interest and the general nature of the pecuniary interest;
 - (b) must immediately leave the meeting at any time during which the matter is under consideration;
 - (c) must not take part in the discussion of or vote on any question in respect of the matter; and
 - (d) must not attempt in anyway, whether before, during or after the meeting, to influence the voting on any question in respect of the matter.
10. A director may consult the Board Chair who may recommend any actions needed to eliminate a conflict of interest.
11. Full disclosure enables directors to resolve unclear situations and gives an opportunity to deal with a conflicting interest before any difficulty can arise.

D. OUTSIDE BUSINESS AND ORGANIZATIONAL INTERESTS

1. Directors must declare possible conflicting outside business and organizational activities at the time of election. Notwithstanding any outside activities, directors are required to act in the best interest of PRIMECorp.
2. No director may hold a significant financial interest, either directly or through a relative or associate, or hold or accept a position as an officer or director in an organization in a relationship with PRIMECorp, where by virtue of his or her position in PRIMECorp the director could in any way benefit the other organization by influencing the purchasing, selling or other decisions of PRIMECorp, unless that interest has been fully disclosed in writing to PRIMECorp.
3. A "significant financial interest" in this context is any interest substantial enough that decisions of PRIMECorp could result in a personal gain for the director.
4. These restrictions apply equally to interests in companies that may compete with PRIMECorp in all of its areas of activity.

E. CONFIDENTIAL INFORMATION

1. Confidential information includes proprietary, technical, business, financial, legal, member, director information which PRIMECorp treats as confidential. It also includes all in-camera material and deliberation regardless of their nature.
2. Directors may not disclose such information to any outside person or organizations (including organizations they serve in other roles) unless expressly authorized by the Chair.
3. Similarly, directors may never disclose or use confidential information gained by virtue of their association with PRIMECorp for personal gain, or to benefit friends, relatives, or associates.
4. PRIMECorp will provide guidance with respect to what is considered confidential information.

F. INVESTMENT ACTIVITY

1. Directors may not, either directly or through relatives or associates, acquire, or dispose of any interest, including publicly traded shares, in any company while having undisclosed confidential information obtained in the course of work at PRIMECorp which could reasonably affect the value of such securities.

G. OUTSIDE EMPLOYMENT OR ASSOCIATION

1. No PRIMECorp director may accept a position with a competitor, or any organization that could lead to a situation prejudicial to PRIMECorp interests.

H. ENTERTAINMENT, GIFTS, AND FAVOURS

1. It is essential to efficient business practices that all those who associate with PRIMECorp, as suppliers, contractors, or members, have access to PRIMECorp on equal terms.

2. Directors and members of their immediate families should not accept entertainment, gifts or favours that create or appear to create a favoured position for doing business with PRIMECorp. Any firm offering such inducement shall be asked to cease; a sustained business relationship will be conditional on compliance with this code.
3. Similarly, no director may offer or solicit gifts or favours in order to secure preferential treatment for themselves or PRIMECorp.
4. A director may accept modest discounts on a personal purchase of a supplier's or customer's products only if such discounts do not affect PRIMECorp's purchase or selling price and are generally offered to others having a similar business relationship with the supplier or customer.
5. Under no circumstances may directors offer or receive cash, preferred loans, securities, or secret commissions in exchange for preferential treatment. Any director experiencing or witnessing such an offer must report the incident to management immediately.
6. Gifts and entertainment may only be accepted or offered by a director in the normal exchanges common to established business relationships. An exchange of such gifts shall create no sense of obligation.
7. Inappropriate gifts received by a director should be returned to the donor and may be accompanied by a copy of this Code.
8. Full and immediate disclosure to the Chair or the Chief Executive Officer of borderline cases will always be taken as good-faith compliance with this Code.

I. USE OF PRIMECORP PROPERTY

1. PRIMECorp assets must not be misappropriated for personal use.
2. Directors are entrusted with the care, management, and cost-effective use of PRIMECorp property and should not make significant use of these resources for their own personal benefit or purposes. Clarification on this issue should be sought from the Chair or the Chief Executive Officer.
3. Directors should ensure any PRIMECorp property assigned to them is maintained in good condition and should be able to account for such property.
4. Directors may not dispose of PRIMECorp property except in accordance with the guidelines established by PRIMECorp.

J. RESPONSIBILITY

1. PRIMECorp is determined to behave, and to be perceived, as an ethical organization.
2. Each director must adhere to the standards described in this Code of Conduct, and to the standards set out in applicable policies, guidelines or legislation.

3. Integrity, honesty, and trust are essential elements of our business success. Any director who knows or suspects a breach of this Code of Conduct and Conflict of Interest Guidelines has a responsibility to report it to the Chair.
4. To demonstrate determination and commitment, PRIMECorp requires each director to review and sign the Code annually. The willingness and ability to sign the Code is a requirement of all directors.

I, _____, acknowledge that I have read and considered the Code of Conduct and Conflict of Interest Guidelines for Directors of PRIMECorp and agree to conduct myself in accordance with the Code of Conduct and Conflict of Interest Guidelines for Directors.

Print name

(signature)

Date:



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2. Each director must adhere to the standards described in this Code of Conduct, and to the standards set out in applicable policies, guidelines or legislation.

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4. To demonstrate determination and commitment, PRIMECorp requires each director to review and sign the Code annually. The willingness and ability to sign the Code is a requirement of all directors.

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Print name

(signature)

Date:



BOARD COMPENSATION AND EXPENSES

1. Compensation and remuneration for Directors will be as follows:
 - (a) For each Board or authorized committee meeting Directors will receive \$0.00 per in-person attendance at a meeting if less than four hours, and an additional \$0.00 if the meeting exceeds four hours in duration;
 - (b) Attendance via teleconference will be at 50% of the in-person rate;
 - (c) Directors shall receive \$0.00 for conducting PRIMECorp business for less than four hours, and an additional \$0.00 for more than four hours;
 - (d) The compensation for the Chair shall be twice the compensation of the Directors; and
 - (e) All reasonable travel expenses incurred while on Board business shall be reimbursed, only with prior approval of the Chair, upon submission of receipts.



DIRECTOR TRAVEL POLICY

A. OBJECTIVE

1. To ensure that economy and consistency in traveling are maintained while ensuring the required level of control.

B. PRINCIPLES

1. The following principles were developed by the Board of Directors. These principles are the cornerstone of managing the Board of Directors' business travel. These principles shall guide the Directors in achieving fair, reasonable and modern practices.
 - (a) Trust – Increase the amount of discretion and latitude for Directors to act in a fair and reasonable manner.
 - (b) Respect – Create a sensitive, supportive environment and processes which meet Directors' needs.
 - (c) Transparency – Ensure consistent, fair and equitable application of the policy and its practices.
 - (d) Modern travel practices – Introduce travel management practices that support these principles and are in keeping with travel industry trends and realities; develop and implement an appropriate travel accountability framework and structure.
 - (e) Fiscal responsibility – Ensure that public funds are properly managed.

C. ADMINISTRATION

1. Authorization

The Chairperson has the responsibility to authorize and determine when business travel is necessary, and to ensure that all travel arrangements are consistent with the provisions of this policy and may approve exceptions to this policy where it is consistent with the principles stated above. The Corporate Secretary will assist the Chairperson with the interpretation and implementation of the policy.

Business travel shall be authorized in advance by the Chairperson to ensure all travel arrangements are in compliance with the provisions of this policy. In special circumstances, travel shall be post

authorized by the Chairperson. A blanket authorization has been granted to Directors for all Board and Board Committee meetings.

Expenses resulting from misinterpretations or mistakes are not a basis for reimbursement or non-reimbursement. However, such situations shall be reviewed on a case by case basis.

2. Loyalty Programs

Provided that there are no additional costs to PRIMECorp, Directors traveling on PRIMECorp business can join loyalty programs and retain benefits offered by the travel industry for business or personal use.

3. Overpayments

Overpayments, namely amounts reimbursed or paid to Directors, which are not in accordance with the terms of this policy, shall be recovered from the Director as a debt owing to PRIMECorp.

4. Receipts

Where the Director certifies that the receipt was lost, accidentally destroyed or unobtainable, a personal declaration shall replace the receipt.

5. Travel Forms

PRIMECorp approved travel forms shall be used for submitting travel claims with the supporting documentation where necessary.

D. RESPONSIBILITIES

1. The Corporate Secretary shall:

- (a) establish the proper delegation framework to comply with the policy;
- (b) support the Chairperson in determining whether travel is necessary;
- (c) ensure that travel arrangements are consistent with the provisions of this policy;
- (d) ensure that accommodation of needs is provided to avoid undue hardship;
- (e) verify and ensure proper approval of travel expense claims before reimbursement; and
- (f) ensure that all travel arrangements comply with relevant PRIMECorp policies.

2. Directors shall:

- (a) become familiar with the provisions of this policy;
- (b) consult and obtain authorization to travel in accordance with the policy;
- (c) inform PRIMECorp of their needs that may require accommodations;
- (d) complete and submit travel expense claims with necessary supporting documentation within 30 days after the completion of the travel. In travel situations exceeding one month, the Director shall be responsible for cancelling reservations as required, safeguarding travel advances and funds provided, and making outstanding remittance promptly.

E. TRAVEL

The provisions outlined in this travel section apply when a Director is away from their home city on PRIMECorp business travel or as otherwise approved by the Chair in advance, on a case by case basis, in the event of exceptional circumstances.

A daily comprehensive allowance may be authorized in circumstances where established allowances are neither practical, reasonable nor equitable.

1. Accommodation

The standard for accommodation is a single room, in a safe environment, conveniently located and comfortably equipped.

2. Additional Business Expenses

Directors shall be reimbursed business expenses related to their responsibilities and not otherwise covered such as business calls, photocopies, faxes, internet connections, rental and transportation of necessary office equipment and transportation of required personal effects.

Directors whose schedules have been altered for reasons outside their control shall be reimbursed reasonable telephone costs to attend to situations related to the Directors' altered schedule.

3. Per Diem

The following per diem rates apply to all Director travel:

(a) Breakfast only	\$22
(b) Lunch only	\$22
(c) Dinner only	\$28.50
(d) Full Day	\$75
(e) Incidentals	\$14
(f) Private vehicle rates	\$0.50 per kilometre
(g) Private lodging	\$30

6. Insurance

Additional premium costs for personal insurance purchased by a Director using commercial transportation while traveling on PRIMECorp business shall be reimbursed unless such insurance is already provided by PRIMECorp.

F. TRANSPORTATION

The selection of the mode of transportation shall be based on cost, duration, convenience, safety and practicality. In addition to provisions outlined in this section under Commercial and Vehicles, expenses associated with the selected mode of transportation such as ferries, tolls, shall be reimbursed.

1. Commercial

Where commercial transportation is authorized and used, Directors shall arrange for their respective travel and submit such expense claims for reimbursement.

Taxis, shuttles and local transportation services are alternatives for short local trips. Actual expenses shall be reimbursed.

2. Vehicles

The standard for rental vehicles is mid size. Rental vehicles beyond the standard shall be authorized based upon factors such as but not limited to safety, the needs of the traveler and the bulk or weight of goods transported.

The kilometric rates payable for the use of privately owned vehicles driven on authorized PRIMECorp business are prescribed by the Board.

Directors shall use the most direct, safe and practical road routes and shall claim only for distances necessary driven on PRIMECorp business travel.

Directors, who drive, who are driven or picked up from a public carrier terminal, shall be reimbursed the kilometric rate based on the distance to and from the public carrier terminal for each round trip.

In the interests of safe driving, when director-driven vehicles are used, Directors shall not normally be expected to drive more than:

- (a) 250 kilometres after having worked a full day;
- (b) 350 kilometres after having worked one-half day; or
- (c) 550 kilometres on any day when the employee has not worked.

In respect of every day on which a Director uses a vehicle driven on authorized PRIMECorp business, the Director shall be reimbursed the actual costs of parking the vehicle for that period of time.

3. Vehicle Insurance

Collision damage waiver coverage for the entire period that a vehicle is rented is required and shall be reimbursed.

Directors shall not be reimbursed for personal accidental insurance coverage premiums when using privately owned vehicles.

PRIMECorp assumes no financial responsibility for privately owned vehicles other than paying the kilometric rate and the supplementary business insurance premium for the applicable period, where required. PRIMECorp is not responsible for reimbursing deductible amounts related to insurance coverage.

Privately owned vehicles or other types of transportation used on PRIMECorp business shall have at least the minimum provincial/territorial, state/country, insurance coverage of public liability and property damage.

Directors who intend to carry passengers are advised to confirm with their insurance agent that they are adequately insured.

G. REVIEW AND AMENDMENTS

1. Effective Date and Review

This policy is effective at the date of its approval by the Board of Directors. The Corporate Secretary will review this document annually and present any recommendations or modifications to the Committee, if required.

- 2.** All inquiries regarding this policy should be routed through the Corporate Secretary. For interpretation of specific policy statements contained in this policy, you should contact the Corporate Secretary.

BUSINESS CORPORATIONS ACT
ARTICLES
OF
**PRIMECORP POLICE RECORDS INFORMATION
MANAGEMENT ENVIRONMENT INCORPORATED**

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BUSINESS CORPORATIONS ACT
ARTICLES
OF
**PRIMECORP POLICE RECORDS INFORMATION
MANAGEMENT ENVIRONMENT INCORPORATED**
(the “Company”)

PART 1– INTERPRETATION

1.1 Definitions

Without limiting Article 1.2, in these Articles, unless the context requires otherwise:

“**adjourned meeting**” means the meeting to which a meeting is adjourned under Article 8.7 or 8.11;

“**board**” and “**directors**” mean the directors or sole director of the Company for the time being;

“**Business Corporations Act**” means the *Business Corporations Act*, S.B.C. 2002, c.57, and includes its regulations;

“**Interpretation Act**” means the *Interpretation Act*, R.S.B.C. 1996, c. 238;

“**trustee**”, in relation to a shareholder, means the personal or other legal representative of the shareholder, and includes a trustee in bankruptcy of the shareholder.

1.2 Business Corporations Act definitions apply

The definitions in the *Business Corporations Act* apply to these Articles.

1.3 Interpretation Act applies

The *Interpretation Act* applies to the interpretation of these Articles as if these Articles were an enactment.

1.4 Conflict in definitions

If there is a conflict between a definition in the *Business Corporations Act* and a definition or rule in the *Interpretation Act* relating to a term used in these Articles, the definition in the *Business Corporations Act* will prevail in relation to the use of the term in these Articles.

1.5 Conflict between Articles and legislation

If there is a conflict between these Articles and the *Business Corporations Act*, the *Business Corporations Act* will prevail.

PART 2 – SHARES AND SHARE CERTIFICATES

2.1 Form of share certificate

Each share certificate issued by the Company must comply with, and be signed as required by, the *Business Corporations Act*.

2.2 Right to share certificate

Each shareholder is entitled, without charge, to one certificate representing the share or shares of each class or series of shares held by the shareholder.

2.3 Sending of share certificate

Any share certificate to which a shareholder is entitled may be sent to the shareholder by mail and neither the Company nor any agent is liable for any loss to the shareholder because the certificate sent is lost in the mail or stolen.

2.4 Replacement of worn out or defaced certificate

If the directors are satisfied that a share certificate is worn out or defaced, they must, on production to them of the certificate and on such other terms, if any, as they think fit,

- (a) order the certificate to be cancelled, and
- (b) issue a replacement share certificate.

2.5 Replacement of lost, stolen or destroyed certificate

If a share certificate is lost, stolen or destroyed, a replacement share certificate must be issued to the person entitled to that certificate if the directors receive

- (a) proof satisfactory to them that the certificate is lost, stolen or destroyed, and
- (b) any indemnity the directors consider adequate.

2.6 Splitting share certificates

If a shareholder surrenders a share certificate to the Company with a written request that the Company issue in the shareholder's name 2 or more certificates, each representing a specified number of shares and in the aggregate representing the same number of shares as the certificate, so surrendered, the Company must cancel the surrendered certificate and issue replacement share certificates in accordance with that request.

PART 3 – ISSUE OF SHARES

3.1 Directors authorized to issue shares

The directors may, subject to the rights of the holders of the issued shares of the Company, issue, allot, sell, grant options on or otherwise dispose of the unissued shares, and issued shares held by the Company, at the times, to the persons, including directors, in the manner, on the terms and conditions and for the issue prices that the directors, in their absolute discretion, may determine.

3.2 Company need not recognize unregistered interests

Except as required by law or these Articles, the Company need not recognize or provide for any person's interests in or rights to a share unless that person is the shareholder of the share.

PART 4 – SHARE TRANSFERS

4.1 Recording or registering transfer

A transfer of a share of the Company must not be registered

- (a) unless a duly signed instrument of transfer in respect of the share has been received by the Company and the certificate representing the share to be transferred has been surrendered and cancelled, or
- (b) if no certificate has been issued by the Company in respect of the share, unless a duly signed instrument of transfer in respect of the share has been received by the Company.

4.2 Form of instrument of transfer

The instrument of transfer in respect of any share of the Company must be either in the form, if any, on the back of the Company's share certificates or in any other form that may be approved by the directors from time to time.

4.3 Signing of instrument of transfer

If a shareholder, or his or her duly authorized attorney, signs an instrument of transfer in respect of shares registered in the name of the shareholder, the signed instrument of transfer constitutes a complete and sufficient authority to the Company and its directors, officers and agents to register the number of shares specified in the instrument of transfer, or, if no number is specified, all the shares represented by share certificates deposited with the instrument of transfer,

- (a) in the name of the person named as transferee in that instrument of transfer, or
- (b) if no person is named as transferee in that instrument of transfer, in the name of the person on whose behalf the share certificate is deposited for the purpose of having the transfer registered.

4.4 Enquiry as to title not required

Neither the Company nor any director, officer or agent of the Company is bound to inquire into the title of the person named in the instrument of transfer as transferee or, if no person is named as transferee in the instrument of transfer, of the person on whose behalf the instrument is deposited for the purpose of having the transfer registered or is liable for any claim related to registering the transfer by the shareholder or by any intermediate owner or holder of the shares, of any interest in the shares, of any share certificate representing such shares or of any written acknowledgment of a right to obtain a share certificate for such shares.

4.5 Transfer fee

There must be paid to the Company, in relation to the registration of any transfer, the amount determined by the directors.

PART 5 – ACQUISITION OF SHARES

5.1 Company authorized to purchase shares

Subject to the special rights and restrictions attached to any class or series of shares, the Company may, if it is authorized to do so by the directors, purchase or otherwise acquire any of its shares.

5.2 Company authorized to accept surrender of shares

The Company may, if it is authorized to do so by the directors, accept a surrender of any of its shares by way of gift or for cancellation.

5.3 Company authorized to convert fractional shares into whole shares

The Company may, if it is authorized to do so by the directors, convert any of its fractional shares into whole shares in accordance with, and subject to the limitations contained in, the *Business Corporations Act*.

PART 6 – BORROWING POWERS

6.1 Powers of directors

The directors may from time to time on behalf of the Company

- (a) borrow money in the manner and amount, on the security, from the sources and on the terms and conditions that they consider appropriate,

- (b) issue bonds, debentures and other debt obligations either outright or as security for any liability or obligation of the Company or any other person, and at any discount or premium and on such other terms as they consider appropriate,
- (c) guarantee the repayment of money by any other person or the performance of any obligation of any other person, and
- (d) mortgage or charge, whether by way of specific or floating charge, or give other security on the whole or any part of the present and future assets and undertaking of the Company.

PART 7 – GENERAL MEETINGS

7.1 Annual general meetings

Unless an annual general meeting is deferred or waived in accordance with section 182(2)(a) or (c) of the *Business Corporations Act*, the Company must hold its first annual general meeting within 18 months after the date on which it was incorporated or otherwise recognized, and after that must hold an annual general meeting at least once in each calendar year and not more than 15 months after the last annual general meeting.

7.2 When annual general meeting is deemed to have been held

If all of the shareholders who are entitled to vote at an annual general meeting consent by a unanimous resolution under the *Business Corporations Act* to all of the business that is required to be transacted at that annual general meeting, the annual general meeting is deemed to have been held on the date of the unanimous resolution. The shareholders must, in any unanimous resolution passed under this Article 7.2, select as the Company's annual reference date a date that would be appropriate for the holding of the applicable annual general meeting.

7.3 Calling of shareholder meetings

The directors may, whenever they think fit, call a meeting of shareholders.

7.4 Notice for meetings of shareholders

The Company must send notice of the date, time and location of any meeting of shareholders, in the manner provided in these Articles, or in such other manner, if any, as may be prescribed by ordinary resolution (whether previous notice of the resolution has been given or not), to each shareholder entitled to attend the meeting, to each director and to the auditor of the Company, unless these Articles otherwise provide, at least the following number of days before the meeting:

- (a) if and for so long as the Company is a public company, 21 days;
- (b) otherwise, 10 days.

7.5 Record date for notice

The directors may set a date as the record date for the purpose of determining shareholders entitled to notice of any meeting of shareholders. The record date must not precede the date on which the meeting is to be held by more than two months or, in the case of a general meeting requisitioned by shareholders under the *Business Corporations Act*, by more than four months. The record date must not precede the date on which the meeting is held by fewer than:

- (a) if and for so long as the Company is a public company, 21 days;
- (b) otherwise, 10 days.

If no record date is set, the record date is 5 p.m. on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

7.6 Record date for voting

The directors may set a date as the record date for the purpose of determining shareholders entitled to vote at any meeting of shareholders. The record date must not precede the date on which the meeting is to be held by more than two months or, in the case of a general meeting requisitioned by shareholders under the *Business Corporations Act*, by more than four months. If no record date is set, the record date is 5 p.m. on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

7.7 Failure to give notice and waiver of notice

The accidental omission to send notice of any meeting to, or the non-receipt of any notice by, any of the persons entitled to notice does not invalidate any proceedings at that meeting. Any person entitled to notice of a meeting of shareholders may, in writing or otherwise, waive or reduce the period of notice of such meeting.

7.8 Notice of special business at meetings of shareholders

If a meeting of shareholders is to consider special business within the meaning of Article 8.1, the notice of meeting must:

- (a) state the general nature of the special business; and
- (b) if the special business includes considering, approving, ratifying, adopting or authorizing any document or the signing of or giving of effect to any document, have attached to it a copy of the document or state that a copy of the document will be available for inspection by shareholders:
 - (i) at the Company's records office, or at such other reasonably accessible location in British Columbia as is specified in the notice; and
 - (ii) during statutory business hours on any one or more specified days before the day set for the holding of the meeting.

PART 8 – PROCEEDINGS AT MEETINGS OF SHAREHOLDERS

8.1 Special business

At a meeting of shareholders, the following business is special business:

- (a) at a meeting of shareholders that is not an annual general meeting, all business is special business except business relating to the conduct of or voting at the meeting;
- (b) at an annual general meeting, all business is special business except for the following:
 - (i) business relating to the conduct of or voting at the meeting;
 - (ii) consideration of any financial statements of the Company presented to the meeting;
 - (iii) consideration of any reports of the directors or auditor;
 - (iv) the setting or changing of the number of directors;
 - (v) the election or appointment of directors;
 - (vi) the appointment of an auditor;
 - (vii) the setting of the remuneration of an auditor;
 - (viii) business arising out of a report of the directors not requiring the passing of a special resolution or an exceptional resolution;

- (ix) any other business which, under these Articles or the *Business Corporations Act*, may be transacted at a meeting of shareholders without prior notice of the business being given to the shareholders.

8.2 Special majority

The majority of votes required for the Company to pass a special resolution at a meeting of shareholders is two-thirds of the votes cast on the resolution.

8.3 Quorum

Subject to the special rights and restrictions attached to the shares of any class or series of shares, the quorum for the transaction of business at a meeting of shareholders is 2 persons who are, or who represent by proxy, shareholders who, in the aggregate, hold at least 1/20 of the issued shares entitled to be voted at the meeting.

8.4 One shareholder may constitute quorum

If there is only one shareholder entitled to vote at a meeting of shareholders,

- (a) the quorum is one person who is, or who represents by proxy, that shareholder, and
- (b) that shareholder, present in person or by proxy, may constitute the meeting.

8.5 Other persons may attend

The directors, the president, if any, the secretary, if any, and any lawyer or auditor for the Company are entitled to attend any meeting of shareholders, but if any of those persons do attend a meeting of shareholders, that person is not to be counted in the quorum, and is not entitled to vote at the meeting, unless that person is a shareholder or proxy holder entitled to vote at the meeting.

8.6 Requirement of quorum

No business, other than the election of a chair of the meeting and the adjournment of the meeting, may be transacted at any meeting of shareholders unless a quorum of shareholders entitled to vote at the meeting is present at the commencement of the meeting.

8.7 Lack of quorum

If, within 1/2 hour from the time set for the holding of a meeting of shareholders, a quorum is not present,

- (a) in the case of a general meeting convened by requisition of shareholders, the meeting is dissolved, and
- (b) in the case of any other meeting of shareholders, the meeting stands adjourned to the same day in the next week at the same time and place.

8.8 Lack of quorum at succeeding meeting

If, at the meeting to which the first meeting referred to in Article 8.7 was adjourned, a quorum is not present within 1/2 hour from the time set for the holding of the meeting, the persons present and who are, or who represent by proxy, shareholders entitled to attend and vote at the meeting constitute a quorum.

8.9 Chair

The following individual is entitled to preside as chair at a meeting of shareholders:

- (a) the chair of the board, if any;
- (b) if the chair of the board is absent or unwilling to act as chair of the meeting, the president, if any.

8.10 Alternate chair

At any meeting of shareholders, the directors present must choose one of their number to be chair of the meeting if: (a) there is no chair of the board or president present within 15 minutes after the time set for holding the meeting; (b) the chair of the board and the president are unwilling to act as chair of the meeting; or (c) if the chair of the board and the president have advised the secretary, if any, or any director present at the meeting, that they will not be present at the meeting. If, in any of the foregoing circumstances, all of the directors present decline to accept the position of chair or fail to choose one of their number to be chair of the meeting, or if no director is present, the shareholders present in person or by proxy must choose any person present at the meeting to chair the meeting.

8.11 Adjournments

The chair of a meeting of shareholders may, and if so directed by the meeting must, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

8.12 Notice of adjourned meeting

It is not necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting of shareholders except that, when a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

8.13 Motion need not be seconded

No motion proposed at a meeting of shareholders need be seconded unless the chair of the meeting rules otherwise, and the chair of any meeting of shareholders is entitled to propose or second a motion.

8.14 Manner of taking a poll

Subject to Article 8.15, if a poll is duly demanded at a meeting of shareholders,

- (a) the poll must be taken
 - (i) at the meeting, or within 7 days after the date of the meeting, as the chair of the meeting directs, and
 - (ii) in the manner, at the time and at the place that the chair of the meeting directs,
- (b) the result of the poll is deemed to be a resolution of, and passed at, the meeting at which the poll is demanded, and
- (c) the demand for the poll may be withdrawn.

8.15 Demand for a poll on adjournment

A poll demanded at a meeting of shareholders on a question of adjournment must be taken immediately at the meeting.

8.16 Demand for a poll not to prevent continuation of meeting

The demand for a poll at a meeting of shareholders does not, unless the chair of the meeting so rules, prevent the continuation of a meeting for the transaction of any business other than the question on which a poll has been demanded.

8.17 Poll not available in respect of election of chair

No poll may be demanded in respect of the vote by which a chair of a meeting of shareholders is elected.

8.18 Casting of votes on poll

On a poll, a shareholder entitled to more than one vote need not cast all the votes in the same way.

8.19 Chair must resolve dispute

In the case of any dispute as to the admission or rejection of a vote given on a poll, the chair of the meeting must determine the same, and his or her determination made in good faith is final and conclusive.

8.20 Chair has no second vote

In case of an equality of votes, the chair of a meeting of shareholders does not, either on a show of hands or on a poll, have a casting or second vote in addition to the vote or votes to which the chair may be entitled as a shareholder.

8.21 Declaration of result

The chair of a meeting of shareholders must declare to the meeting the decision on every question in accordance with the result of the show of hands or the poll, as the case may be, and that decision must be entered in the minutes of the meeting.

8.22 Meetings by telephone or other communications medium

A shareholder or proxy holder who is entitled to participate in a meeting of shareholders may do so in person, or by telephone or other communications medium, if all shareholders and proxy holders participating in the meeting are able to communicate with each other; provided, however, that nothing in this Section shall obligate the Company to take any action or provide any facility to permit or facilitate the use of any communications medium at a meeting of shareholders. If one or more shareholders or proxy holders participate in a meeting a shareholders in a manner contemplated by this Section,

- (a) each such shareholder or proxy holder shall be deemed to be present at the meeting, and
- (b) the meeting shall be deemed to be held at the location specified in the notice of the meeting.

PART 9 – VOTES OF SHAREHOLDERS

9.1 Voting rights

Subject to any special rights or restrictions attached to any shares and to the restrictions imposed on joint registered holders of shares under Article 9.3,

- (a) on a vote by show of hands, every person present who is a shareholder or proxy holder and entitled to vote at the meeting has one vote, and
- (b) on a poll, every shareholder entitled to vote has one vote in respect of each share held by that shareholder that carries the right to vote on that poll and may exercise that vote either in person or by proxy.

9.2 Trustee of shareholder may vote

A person who is not a shareholder may vote on a resolution at a meeting of shareholders, whether on a show of hands or on a poll, and may appoint a proxy holder to act at the meeting in relation to that resolution, if, before doing so, the person satisfies the chair of the meeting at which the resolution is to be considered, or satisfies all of the directors present at the meeting, that the person is a trustee for a shareholder who is entitled to vote on the resolution.

9.3 Votes by joint shareholders

If there are joint shareholders registered in respect of any share,

- (a) any one of the joint shareholders, but not both or all, may vote at any meeting, either personally or by proxy, in respect of the share as if that joint shareholder were solely entitled to it, or
- (b) if more than one of the joint shareholders is present at any meeting, personally or by proxy, the joint shareholder present whose name stands first on the central securities register in respect of the share is alone entitled to vote in respect of that share.

9.4 Trustees as joint shareholders

Two or more trustees of a shareholder in whose sole name any share is registered are, for the purposes of Article 9.3, deemed to be joint shareholders.

9.5 Representative of a corporate shareholder

If a corporation that is not a subsidiary of the Company is a shareholder, that corporation may appoint a person to act as its representative at any meeting of shareholders of the Company, and,

- (a) for that purpose, the instrument appointing a representative must
 - (i) be received at the registered office of the Company or at any other place specified, in the notice calling the meeting, for the receipt of proxies, at least 2 business days before the day set for the holding of the meeting, or
 - (ii) be provided, at the meeting, to the chair of the meeting, and
- (b) if a representative is appointed under this Article 9.5,
 - (i) the representative is entitled to exercise in respect of and at that meeting the same rights on behalf of the corporation that the representative represents as that corporation could exercise if it were a shareholder who is an individual, including, without limitation, the right to appoint a proxy holder, and
 - (ii) the representative, if present at the meeting, is to be counted for the purpose of forming a quorum and is deemed to be a shareholder present in person at the meeting.

9.6 When proxy provisions do not apply

Articles 9.7 to 9.13 do not apply to the Company if and for so long as it is a public company or a pre-existing reporting company.

9.7 Appointment of proxy holder

Every shareholder of the Company, including a corporation that is a shareholder but not a subsidiary of the Company, entitled to vote at a meeting of shareholders of the Company may, by proxy, appoint a proxy holder to attend and act at the meeting in the manner, to the extent and with the powers conferred by the proxy.

9.8 Alternate proxy holders

A shareholder may appoint one or more alternate proxy holders to act in the place of an absent proxy holder.

9.9 When proxy holder need not be shareholder

A person must not be appointed as a proxy holder unless the person is a shareholder, although a person who is not a shareholder may be appointed as a proxy holder if

- (a) the person appointing the proxy holder is a corporation or a representative of a corporation appointed under Article 9.5,
- (b) the Company has at the time of the meeting for which the proxy holder is to be appointed only one shareholder entitled to vote at the meeting, or
- (c) the shareholders present in person or by proxy at and entitled to vote at the meeting for which the proxy holder is to be appointed, by a resolution on which the proxy holder is not entitled to vote but in respect of which the proxy holder is to be counted in the quorum, permit the proxy holder to attend and vote at the meeting.

9.10 Form of proxy

A proxy, whether for a specified meeting or otherwise, must be either in the following form or in any other form approved by the directors or the chair of the meeting:

(Name of Company)

The undersigned, being a shareholder of the above named Company, hereby appoints or, failing that person,, as proxy holder for the undersigned to attend, act and vote for and on behalf of the undersigned at the meeting of shareholders to be held on the day of and at any adjournment of that meeting.

Signed this day of,

.....
Signature of shareholder

9.11 Provision of proxies

A proxy for a meeting of shareholders must

- (a) be received at the registered office of the Company or at any other place specified, in the notice calling the meeting, for the receipt of proxies, at least the number of business days specified in the notice, or if no number of days is specified, 2 business days, before the day set for the holding of the meeting, or
- (b) unless the notice provides otherwise, be provided at the meeting to the chair of the meeting.

9.12 Revocation of proxies

Subject to Article 9.13, every proxy may be revoked by an instrument in writing that is

- (a) received at the registered office of the Company at any time up to and including the last business day before the day set for the holding of the meeting at which the proxy is to be used, or
- (b) provided at the meeting to the chair of the meeting.

9.13 Revocation of proxies must be signed

An instrument referred to in Article 9.12 must be signed as follows:

- (a) if the shareholder for whom the proxy holder is appointed is an individual, the instrument must be signed by the shareholder or his or her trustee;
- (b) if the shareholder for whom the proxy holder is appointed is a corporation, the instrument must be signed by the corporation or by a representative appointed for the corporation under Article 9.5.

9.14 Validity of proxy votes

A vote given in accordance with the terms of a proxy is valid despite the death or incapacity of the shareholder giving the proxy and despite the revocation of the proxy or the revocation of the authority under which the proxy is given, unless notice in writing of that death, incapacity or revocation is received

- (a) at the registered office of the Company, at any time up to and including the last business day before the day set for the holding of the meeting at which the proxy is to be used, or
- (b) by the chair of the meeting, before the vote is taken.

9.15 Production of evidence of authority to vote

The chair of any meeting of shareholders may, but need not, inquire into the authority of any person to vote at the meeting and may, but need not, demand from that person production of evidence as to the existence of the authority to vote.

PART 10 – DIRECTORS

10.1 Number of directors

The number of directors, excluding additional directors appointed under Article 11.8, is set at:

- (a) if the Company is a public company, the greater of three and the number most recently established:
 - (i) by ordinary resolution (whether or not previous notice of the resolution was given); and
 - (ii) under Article 11.4;
- (b) if the Company is not a public company, the number most recently established:
 - (i) by ordinary resolution (whether or not previous notice of the resolution was given); and
 - (ii) under Article 11.4.

10.2 Change in number of directors

If the number of directors is set under Articles 10.1(a)(i) or 10.1(b)(i):

- (a) the shareholders may elect or appoint the directors needed to fill any vacancies in the board of directors up to that number;
- (b) if, contemporaneously with setting that number, the shareholders do not elect or appoint the directors needed to fill vacancies in the board of directors up to that number, then the directors may appoint, or the shareholders may elect or appoint, directors to fill those vacancies.

10.3 Directors' acts valid despite vacancy

An act or proceeding of the directors is not invalid merely because fewer directors have been appointed or elected than the number of directors set or otherwise required under these Articles.

10.4 Qualifications of directors

A director is not required to hold a share in the capital of the Company as qualification for his or her office but must be qualified as required by the *Business Corporations Act* to become, act or continue to act as a director.

10.5 Remuneration of directors

The directors are entitled to the remuneration, if any, for acting as directors as the directors may from time to time determine. If the directors so decide, the remuneration of the directors will be determined by the shareholders. That remuneration may be in addition to any salary or other remuneration paid to a director in such director's capacity as an officer or employee of the Company.

10.6 Reimbursement of expenses of directors

The Company must reimburse each director for the reasonable expenses that he or she may incur in and about the business of the Company.

10.7 Special remuneration for directors

If any director performs any professional or other services for the Company that in the opinion of the directors are outside the ordinary duties of a director, or if any director is otherwise specially occupied in or about the Company's business, he or she may be paid remuneration fixed by the directors, or, at the option of that director, fixed by ordinary resolution, and such remuneration may be either in addition to, or in substitution for, any other remuneration that he or she may be entitled to receive.

10.8 Gratuity, pension or allowance on retirement of director

Unless otherwise determined by ordinary resolution, the directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any director who has held any salaried office or place of profit with the Company or to his or her spouse or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

PART 11 – ELECTION AND REMOVAL OF DIRECTORS

11.1 Election at annual general meeting

At every annual general meeting and in every unanimous resolution contemplated by Article 7.2:

- (a) the shareholders entitled to vote at the annual general meeting for the election of directors must elect, or in the unanimous resolution appoint, a board of directors consisting of the number of directors for the time being set under these Articles; and
- (b) all the directors cease to hold office immediately before the election or appointment of directors under paragraph (a), but are eligible for re-election or re-appointment.

11.2 Consent to be a director

No election, appointment or designation of an individual as a director is valid unless:

- (a) that individual consents to be a director in the manner provided for in the *Business Corporations Act*; or
- (b) that individual is elected or appointed at a meeting at which the individual is present and the individual does not refuse, at the meeting, to be a director.

11.3 Failure to elect or appoint directors

If:

- (a) the Company fails to hold an annual general meeting, and all the shareholders who are entitled to vote at an annual general meeting fail to pass the unanimous resolution contemplated by Article 7.2, on or before the date by which the annual general meeting is required to be held under the *Business Corporations Act*; or
- (b) the shareholders fail, at the annual general meeting or in the unanimous resolution contemplated by Article 7.2, to elect or appoint any directors;

then each director in office at such time continues to hold office until the earlier of:

- (c) the date on which his or her successor is elected or appointed; and
- (d) the date on which he or she otherwise ceases to hold office under the *Business Corporations Act* or these Articles.

11.4 Places of retiring directors not filled

If, at any meeting of shareholders at which there should be an election of directors, the places of any of the retiring directors are not filled by that election, those retiring directors who are not re-elected and who are asked by the newly elected directors to continue in office will, if willing to do so, continue in office to fill the vacancies in the number of directors set pursuant to these Articles until further new directors are elected at a meeting of shareholders convened for that purpose. If any such election or continuance of directors does not result in the election or continuance of the number of directors set pursuant to these Articles, the number of directors of the Company is deemed to be set at the number of directors actually elected or continued in office.

11.5 Directors may fill casual vacancies

Any casual vacancy occurring in the board of directors may be filled by the directors.

11.6 Remaining directors' power to act

The directors may act notwithstanding any vacancy in the board of directors, but if the Company has fewer directors in office than the number set pursuant to these Articles as the quorum of directors, the directors may only act for the purpose of appointing directors up to that number or for the purpose of summoning a meeting of shareholders to fill any vacancies on the board of directors or for any other purpose permitted by the *Business Corporations Act*.

11.7 Shareholders may fill vacancies

If the Company has no directors or fewer directors in office than the number set pursuant to these Articles as the quorum of directors, the shareholders may elect or appoint directors to fill any vacancies on the board of directors.

11.8 Additional directors

Notwithstanding Articles 10.1 and 10.2, between annual general meetings or unanimous resolutions contemplated by Article 7.2, the directors may appoint one or more additional directors, but the number of additional directors appointed under this Article 11.8 must not at any time exceed:

- (a) one-third of the number of first directors, if, at the time of the appointments, one or more of the first directors have not yet completed their first term of office; or
- (b) in any other case, one-third of the number of the current directors who were elected or appointed as directors other than under this Article 11.8.

Any director so appointed ceases to hold office immediately before the next election or appointment of directors under Article 11.1(a), but is eligible for re-election or re-appointment.

11.9 Ceasing to be a director

A director ceases to be a director when:

- (a) the term of office of the director expires;
- (b) the director dies;
- (c) the director resigns as a director by notice in writing provided to the Company or a lawyer for the Company; or
- (d) the director is removed from office pursuant to Articles 11.10 or 11.11.

11.10 Removal of director by shareholders

The Shareholders may, by special resolution, remove any director before the expiration of his or her term of office, and may, by ordinary resolution, elect or appoint a director to fill the resulting vacancy. If the shareholders do not contemporaneously elect or appoint a director to fill the vacancy created by the removal of a director, then the directors may appoint, or the shareholders may elect or appoint by ordinary resolution, a director to fill that vacancy.

11.11 Removal of director by directors

The directors may remove any director before the expiration of his or her term of office if the director is convicted of an indictable offence, or if the director ceases to be qualified to act as a director of a company and does not promptly resign, and the directors may appoint a director to fill the resulting vacancy.

PART 12 – PROCEEDINGS OF DIRECTORS

12.1 Meetings of directors

The directors may meet together for the conduct of business, adjourn and otherwise regulate their meetings as they think fit, and meetings of the board held at regular intervals may be held at the place, at the time and on the notice, if any, that the board may by resolution from time to time determine.

12.2 Chair of meetings

Meetings of directors are to be chaired by

- (a) the chair of the board, if any,
- (b) in the absence of the chair of the board, the president, if any, if the president is a director, or
- (c) any other director chosen by the directors if
 - (i) neither the chair of the board nor the president, if a director, is present at the meeting within 15 minutes after the time set for holding the meeting,
 - (ii) neither the chair of the board nor the president, if a director, is willing to chair the meeting, or
 - (iii) the chair of the board and the president, if a director, have advised the secretary, if any, or any other director, that they will not be present at the meeting.

12.3 Voting at meetings

Questions arising at any meeting of directors are to be decided by a majority of votes and, in the case of an equality of votes, the chair of the meeting does not have a second or casting vote.

12.4 Meetings by telephone or other communications medium

A director may participate in a meeting of the directors or of any committee of the directors in person, or by telephone or other communications medium, if all directors participating in the meeting are able to communicate with each other. A director may participate in a meeting of the directors or of any committee of the directors by a communications medium other than telephone if all directors participating in the meeting, whether in person or by telephone or other communications medium, are able to communicate with each other and if all directors who wish to participate in the meeting agree to such participation. A director who participates in a meeting in a manner contemplated by this Article 12.4 is deemed for all purposes of the *Business Corporations Act* and these Articles to be present at the meeting and to have agreed to participate in that manner.

12.5 Who may call extraordinary meetings

A director may call a meeting of the board at any time. The secretary, if any, must on request of a director, call a meeting of the board.

12.6 Notice of extraordinary meetings

Subject to Articles 12.7 and 12.8, if a meeting of the board is called under Article 12.4, reasonable notice of that meeting, specifying the place, date and time of that meeting, must be given to each of the directors

- (a) by mail addressed to the director's address as it appears on the books of the Company or to any other address provided to the Company by the director for this purpose,
- (b) by leaving it at the director's prescribed address or at any other address provided to the Company by the director for this purpose, or
- (c) orally, by delivery of written notice or by telephone, voice mail, e-mail, fax or any other method of legibly transmitting messages.

12.7 When notice not required

It is not necessary to give notice of a meeting of the directors to a director if

- (a) the meeting is to be held immediately following a meeting of shareholders at which that director was elected or appointed or is the meeting of the directors at which that director is appointed, or
- (b) the director has filed a waiver under Article 12.9.

12.8 Meeting valid despite failure to give notice

The accidental omission to give notice of any meeting of directors to any director, or the non-receipt of any notice by any director, does not invalidate any proceedings at that meeting.

12.9 Waiver of notice of meetings

Any director may file with the Company a document signed by the director waiving notice of any past, present or future meeting of the directors and may at any time withdraw that waiver with respect to meetings of the directors held after that withdrawal.

12.10 Effect of waiver

After a director files a waiver under Article 12.9 with respect to future meetings of the directors, and until that waiver is withdrawn, notice of any meeting of the directors need not be given to that director unless the director otherwise requires in writing to the Company.

12.11 Quorum

The quorum necessary for the transaction of the business of the directors may be set by the directors and, if not so set, is a majority of the directors.

12.12 If only one director

If, in accordance with Article 10.1, the number of directors is one, the quorum necessary for the transaction of the business of the directors is one director, and that director may constitute a meeting.

PART 13 – COMMITTEES OF DIRECTORS

13.1 Appointment of committees

The directors may, by resolution,

- (a) appoint one or more committees consisting of the director or directors that they consider appropriate,
- (b) delegate to a committee appointed under paragraph (a) any of the directors' powers, except
 - (i) the power to fill vacancies in the board,
 - (ii) the power to change the membership of, or fill vacancies in, any committee of the board, and
 - (iii) the power to appoint or remove officers appointed by the board, and
- (c) make any delegation referred to in paragraph (b) subject to the conditions set out in the resolution.

13.2 Obligations of committee

Any committee formed under Article 13.1, in the exercise of the powers delegated to it, must

- (a) conform to any rules that may from time to time be imposed on it by the directors, and

- (b) report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held after the act or thing has been done.

13.3 Powers of board

The board may, at any time,

- (a) revoke the authority given to a committee, or override a decision made by a committee, except as to acts done before such revocation or overriding,
- (b) terminate the appointment of, or change the membership of, a committee, and
- (c) fill vacancies in a committee,

13.4 Committee meetings

Subject to Article 13.2(a),

- (a) the members of a directors' committee may meet and adjourn as they think proper,
- (b) a directors' committee may elect a chair of its meetings but, if no chair of the meeting is elected, or if at any meeting the chair of the meeting is not present within 15 minutes after the time set for holding the meeting, the directors present who are members of the committee may choose one of their number to chair the meeting,
- (c) a majority of the members of a directors' committee constitutes a quorum of the committee, and
- (d) questions arising at any meeting of a directors' committee are determined by a majority of votes of the members present, and in case of an equality of votes, the chair of the meeting has no second or casting vote.

PART 14 – OFFICERS

14.1 Appointment of officers

The board may, from time to time, appoint a president, secretary or any other officers that it considers necessary, and none of the individuals appointed as officers need be a member of the board.

14.2 Functions, duties and powers of officers

The board may, for each officer,

- (a) determine the functions and duties the officer is to perform,
- (b) entrust to and confer on the officer any of the powers exercisable by the directors on such terms and conditions and with such restrictions as the directors think fit, and
- (c) from time to time revoke, withdraw, alter or vary all or any of the functions, duties and powers of the officer.

14.3 Remuneration

All appointments of officers are to be made on the terms and conditions and at the remuneration (whether by way of salary, fee, commission, participation in profits or otherwise) that the board thinks fit and are subject to termination at the pleasure of the board.

PART 15 – CERTAIN PERMITTED ACTIVITIES OF DIRECTORS

15.1 Other office of director

A director may hold any office or place of profit with the Company (other than the office of auditor of the Company) in addition to his or her office of director for the period and on the terms (as to remuneration or otherwise) that the directors may determine.

15.2 No disqualification

No director or intended director is disqualified by his or her office from contracting with the Company either with regard to the holding of any office or place of profit the director holds with the Company or as vendor, purchaser or otherwise.

15.3 Professional services by director or officer

Subject to compliance with the provisions of the *Business Corporations Act*, a director or officer of the Company, or any corporation or firm in which that individual has an interest, may act in a professional capacity for the Company, except as auditor of the Company, and the director or officer or such corporation or firm is entitled to remuneration for professional services as if that individual were not a director or officer.

15.4 Remuneration and benefits received from certain entities

A director or officer may be or become a director, officer or employee of, or may otherwise be or become interested in, any corporation, firm or entity in which the Company may be interested as a shareholder or otherwise, and, subject to compliance with the provisions of the *Business Corporations Act*, the director or officer is not accountable to the Company for any remuneration or other benefits received by him or her as director, officer or employee of, or from his or her interest in, such other corporation, firm or entity.

PART 16 – INDEMNIFICATION

16.1 Indemnification of directors

The directors must cause the Company to indemnify its directors and former directors, and their respective heirs and personal or other legal representatives to the greatest extent permitted by Division 5 of Part 5 of the *Business Corporations Act*.

16.2 Deemed contract

Each director is deemed to have contracted with the Company on the terms of the indemnity referred to in Article 16.1.

PART 17 – AUDITOR

17.1 Remuneration of an auditor

The directors may set the remuneration of the auditor of the Company.

17.2 Waiver of appointment of an auditor

The Company shall not be required to appoint an auditor if all of the shareholders of the Company, whether or not their shares otherwise carry the right to vote, resolve by a unanimous resolution to waive the appointment of an auditor. Such waiver may be given before, on or after the date on which an auditor is required to be appointed under the *Business Corporations Act*, and is effective for one financial year only.

PART 18 – DIVIDENDS

18.1 Declaration of dividends

Subject to the rights, if any, of shareholders holding shares with special rights as to dividends, the directors may from time to time declare and authorize payment of any dividends the directors consider appropriate.

18.2 No notice required

The directors need not give notice to any shareholder of any declaration under Article 18.1.

18.3 Directors may determine when dividend payable

Any dividend declared by the directors may be made payable on such date as is fixed by the directors.

18.4 Dividends to be paid in accordance with number of shares

Subject to the rights of shareholders, if any, holding shares with special rights as to dividends, all dividends on shares of any class or series of shares must be declared and paid according to the number of such shares held.

18.5 Manner of paying dividend

A resolution declaring a dividend may direct payment of the dividend wholly or partly by the distribution of specific assets or of paid up shares or fractional shares, bonds, debentures or other debt obligations of the Company, or in any one or more of those ways, and, if any difficulty arises in regard to the distribution, the directors may settle the difficulty as they consider expedient, and, in particular, may set the value for distribution of specific assets.

18.6 Dividend bears no interest

No dividend bears interest against the Company.

18.7 Fractional dividends

If a dividend to which a shareholder is entitled includes a fraction of the smallest monetary unit of the currency of the dividend, that fraction may be disregarded in making payment of the dividend and that payment represents full payment of the dividend.

18.8 Payment of dividends

Any dividend or other distribution payable in cash in respect of shares may be paid by cheque, made payable to the order of the person to whom it is sent, and mailed

- (a) subject to paragraphs (b) and (c), to the address of the shareholder,
- (b) subject to paragraph (c), in the case of joint shareholders, to the address of the joint shareholder whose name stands first on the central securities register in respect of the shares, or
- (c) to the person and to the address as the shareholder or joint shareholders may direct in writing.

18.9 Receipt by joint shareholders

If several persons are joint shareholders of any share, any one of them may give an effective receipt for any dividend, bonus or other money payable in respect of the share.

PART 19 – ACCOUNTING RECORDS

19.1 Recording of financial affairs

The board must cause adequate accounting records to be kept to record properly the financial affairs and condition of the Company and to comply with the provisions of the *Business Corporations Act*.

PART 20 – EXECUTION OF INSTRUMENTS

20.1 Who may attest seal

The Company's seal, if any, must not be impressed on any record except when that impression is attested by the signature or signatures of

- (a) any 2 directors,
- (b) any officer, together with any director,
- (c) if the Company has only one director, that director, or
- (d) any one or more directors or officers or persons as may be determined by resolution of the directors.

20.2 Sealing copies

For the purpose of certifying under seal a true copy of any resolution or other document, the seal must be impressed on that copy and, despite Article 20.1, may be attested by the signature of any director or officer.

20.3 Execution of documents not under seal

Any instrument, document or agreement for which the seal need not be affixed may be executed for and on behalf of and in the name of the Company by any one director or officer of the Company, or by any other person appointed by the directors for such purpose.

PART 21 – NOTICES

21.1 Method of giving notice

Unless the *Business Corporations Act* or these Articles provides otherwise, a notice, statement, report or other record required or permitted by the *Business Corporations Act* or these Articles to be sent by or to a person may be sent by any one of the following methods:

- (a) mail addressed to the person at the applicable address for that person as follows:
 - (i) for a record mailed to a shareholder, the shareholder's registered address;
 - (ii) for a record mailed to a director or officer, the prescribed address for mailing shown for the director or officer in the records kept by the Company or the mailing address provided by the recipient for the sending of that record or records of that class;
 - (iii) in any other case, the mailing address of the intended recipient;
- (b) delivery at the applicable address for that person as follows, addressed to the person:
 - (i) for a record delivered to a shareholder, the shareholder's registered address;
 - (ii) for a record delivered to a director or officer, the prescribed address for delivery shown for the director or officer in the records kept by the Company or the delivery address provided by the recipient for the sending of that record or records of that class;
 - (iii) in any other case, the delivery address of the intended recipient;
- (c) sending the record by fax to the fax number provided by the intended recipient for the sending of that record or records of that class;
- (d) sending the record by email to the email address provided by the intended recipient for the sending of that record or records of that class;
- (e) physical delivery to the intended recipient.

21.2 Deemed receipt of mailing

A record that is mailed to a person by ordinary mail to the applicable address for that person referred to in Article 21.1 is deemed to be received by the person to whom it was mailed on the day, Saturdays, Sundays and holidays excepted, following the date of mailing.

21.3 Certificate of sending

A certificate signed by the secretary, if any, or other officer of the Company or of any other corporation acting in that behalf for the Company stating that a notice, statement, report or other record was addressed as required by Article 21.1, prepaid and mailed or otherwise sent as permitted by Article 21.1 is conclusive evidence of that fact.

21.4 Notice to joint shareholders

A notice, statement, report or other record may be provided by the Company to the joint registered shareholders of a share by providing the notice to the joint registered shareholder first named in the central securities register in respect of the share.

21.5 Notice to trustees

A notice, statement, report or other record may be provided by the Company to the persons entitled to a share in consequence of the death, bankruptcy or incapacity of a shareholder by:

- (a) mailing the record, addressed to them:
 - (i) by name, by the title of the legal personal representative of the deceased or incapacitated shareholder, by the title of trustee of the bankrupt shareholder or by any similar description; and
 - (ii) at the address, if any, supplied to the Company for that purpose by the persons claiming to be so entitled; or
- (b) if an address referred to in Article 21.5(a)(ii) has not been supplied to the Company, by giving the notice in a manner in which it might have been given if the death, bankruptcy or incapacity had not occurred.

PART 22 – RESTRICTION ON SHARE TRANSFER

22.1 Application

Article 22.2 does not apply to the Company if and for so long as it is a public company or a pre-existing reporting company.

22.2 Consent required for transfer

No shares may be sold, transferred or otherwise disposed of without the consent of the directors and the directors are not required to give any reason for refusing to consent to any such sale, transfer or other disposition.



July 29, 2014

Ms. Donna Mah
PRIMECORP – Police Records Information Management Environment
3301 East Pender Street
Vancouver, BC
V5K 5J3

Dear Donna:

Directors' and Officers' Liability—Policy No. CDO2594507
2014—2016 Renewal

s.17

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Withheld pursuant to/removed as

s.17



Proudly supporting British Columbia's policing community through PRIME-BC

New Director Orientation

November 2021

WHO ARE WE?

PRIMECorp

PRIMECorp is the organization that manages PRIME-BC, Police Records Information Management Environment for BC by providing operational and technical support.

PRIMECorp is the custodian of police information and data contained within PRIME-BC.

The logo for PRIMECorp, featuring the company name in a bold, white, sans-serif font. To the left of the text is a stylized graphic element consisting of two overlapping, curved shapes that form a partial circle or swoosh, also in white. The entire logo is set against a dark, rectangular background.

WHO ARE WE?

PRIME-BC

PRIME-BC is a multi-jurisdictional information management system used by all police agencies throughout the province of British Columbia.

PRIME-BC facilitates the sharing of information between agencies and real-time access to vital data that supports frontline policing, criminal investigations and crime analysis.

WHO ARE WE?

BACKGROUND

Where we were:

Pre-1998

- Silos of information within police agencies and between policing partners
- Inability to share information

What steps were taken:

1998: BCACP adopted a resolution for a common police information system

2001: RMS Pilot Project (Port Moody, Richmond, Vancouver)

2003: Solicitor General amended the Police Act mandating a single RMS for police forces in British Columbia. PRIMECorp was incorporated.

2005: Ministerial Order M-70 was approved by the Minister of Public Safety and Solicitor General designating the use of the Versadex Records Management System (RMS) suite of applications.

2003-2008: Provincial roll-out of PRIME-BC

Where we are now:

- 13 independent and provincial police agencies
- 135 RCMP detachments
- 9,500+ police officers use PRIME-BC applications, modules, and interfaces

The logo for PRIMECorp, featuring the word "PRIMECorp" in a bold, white, sans-serif font. The "P" is stylized with a grey swoosh that curves around it from the bottom left. The background is a dark grey gradient.

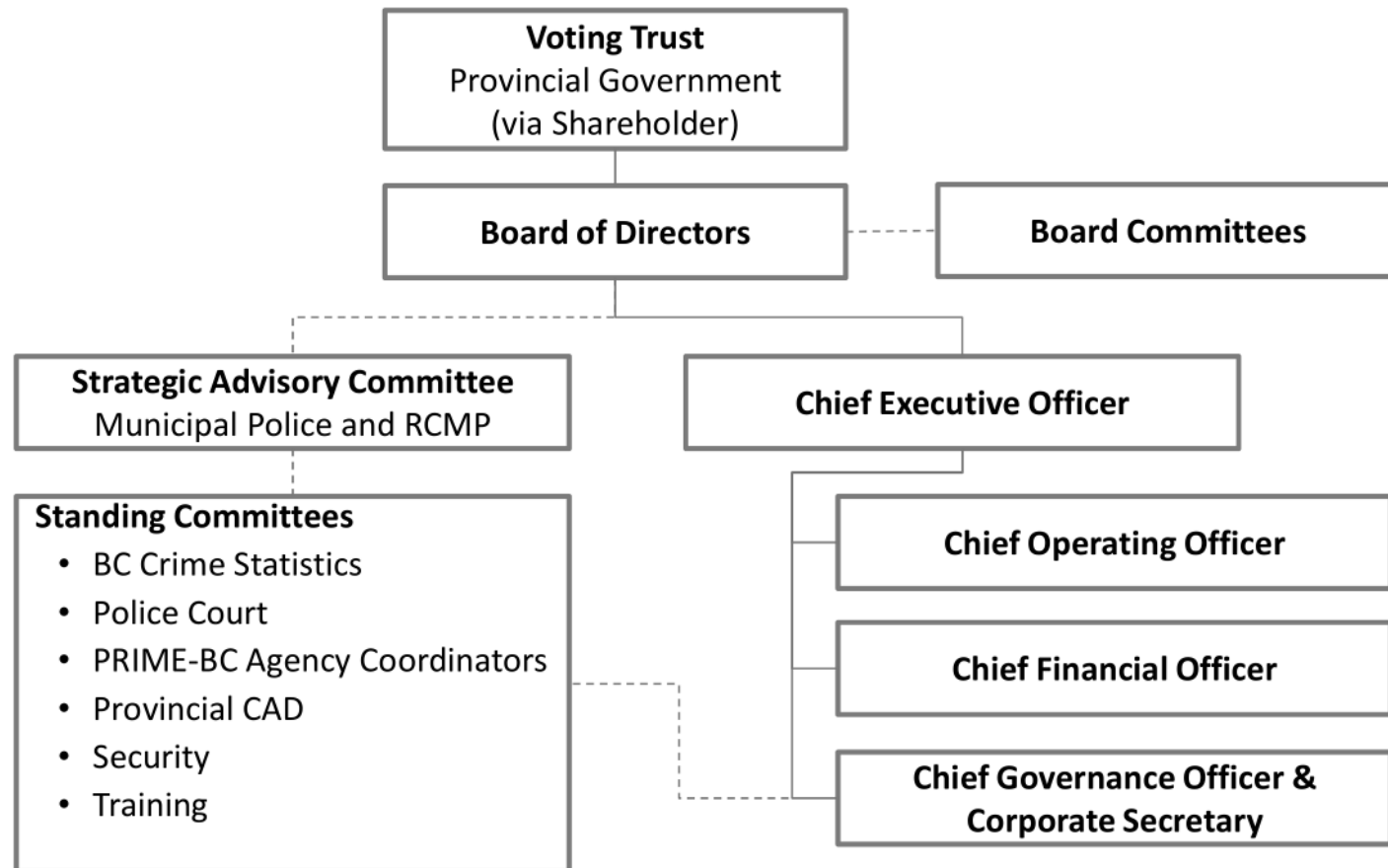
WHO ARE WE?

OUR MISSION

To help police in their public safety mandates through excellence and innovation in information services delivery and technology.

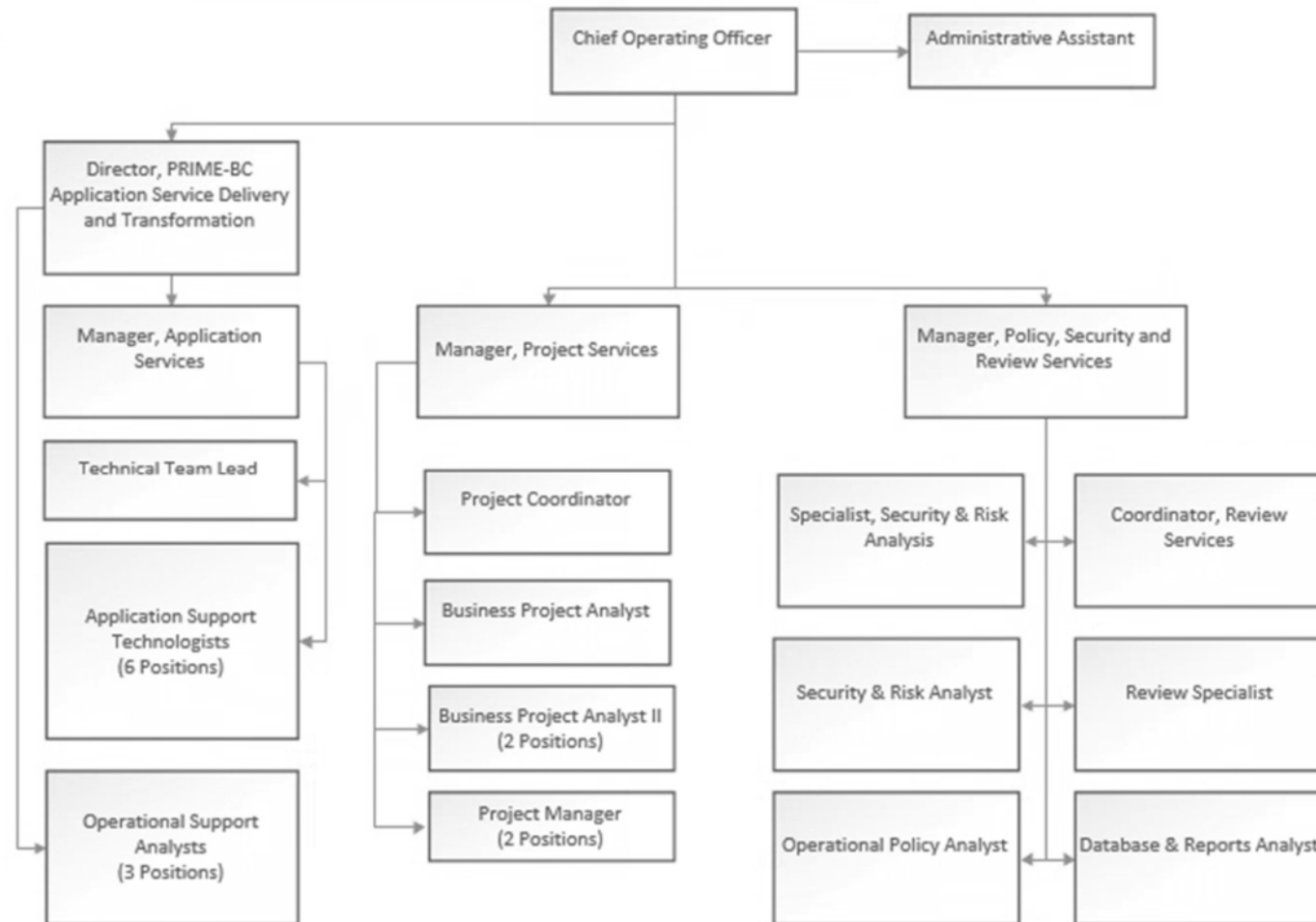
WHO ARE WE?

PRIMECorp Governance Structure



WHO ARE WE?

PRIMECorp Organizational Structure



GOVERNANCE OVERVIEW



GOVERNANCE

Legal Landscape

PRIMECorp is incorporated under and governed by the *BC Business Corporations Act* (the “Act”).

PRIMECorp has one Shareholder – E-Comm, which is subject to a Voting Trust Agreement with the Ministry of Public Safety and Solicitor General (the “Ministry”) and the Shareholder elects the Board as directed by the Ministry.

The Ministry follows a certain protocol with respect to Board selection to ensure appropriate representation.

The Articles of the Company impose certain additional governance requirements including requirements with respect to conflicts of interest.

A contractual arrangement among customer law enforcement agencies established the Strategic Advisory Committee and other committee structures.

GOVERNANCE

Role of Directors as set out in the Act

Introduction

- A company must have at least one director
- A company must have a memorandum and articles (like a charter)
- Directors must have certain qualifications (certain disqualifications apply)
- The names of Directors are publicly registered
- Directors are selected or elected by the Shareholder(s)

Directors' role, as stipulated by the Act.

The Directors must “manage or supervise the management of the business and affairs of the company” subject to the Act and the Articles of the Company.

GOVERNANCE

Legal Duties of Directors

- Arise at common (judge made) law

It is well established by case law that Directors have fiduciary responsibilities which are owed to the organization

- Are set out in the *Business Corporations Act*:

A Director, when exercising the powers and performing the functions of a director, must

- act honestly and in good faith with a view to the best interests of the Company
- exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances
- act in accordance with the Act, the regulations, and the memorandum and articles of the Company

- Arise under various other statutes which impose liability or responsibility upon directors with respect to the actions of the Company (such as employment, environmental and taxation legislation)

GOVERNANCE

Legal Duties of Directors Cont'd

Both at common law and under the Act: The Duty of Loyalty

- Directors must act honestly, in good faith and in the best interests of the Company
- PRIME Corp's interests to be paramount (over self-interest or interests of a particular stakeholder, including the nominating organization)
- Opportunities are not to be taken advantage of personally
- Conflicts of interest, and potential conflicts of interest, are to be disclosed and appropriately handled
- Confidential information is safeguarded

Both at common law and under the Act: The Duty of Care

- Directors must carry out their duties with the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances
- An elevated standard of care applies where the Director has special expertise

GOVERNANCE

Legal Obligations in Respect of Conflicts of Interest

Express requirements under the Act impose an obligation on Directors to disclose conflicts of interest (and govern themselves in accordance with the Act in such instances):

Material Contracts or Transactions of the Company

- Where the Company proposes to enter into a material transaction or contract; and:
- The Director has a material interest in the transaction or contract; or
- They are a director or officer of a party which has a material interest in the contract or transaction

Directors who fail to do so may be liable to account for any profit to the Company

Conflict of Office or Property, Right or Interest

- If a Director holds any office or possesses any property, right or interest that could result, directly or indirectly, in the creation of a duty or interest that materially conflicts with that individual's duty or interest as a Director of the Company, the Director must disclose the potential conflict

GOVERNANCE

Potential Liability

Directors may be liable for a breach of their statutory or common law duties.

Certain specific actions are prohibited under the Act and can result in personal liability.

Various statutes, typically in relation to employment, workplace safety, environmental or taxation matters, impose personal liability on directors who knew of or ought to have known of the offence.

GOVERNANCE

Mitigating the Risk

By your conduct - Recommendations

- Be conscientious in the fulfillment of your responsibilities and keep appropriate records
- Error on the side of caution in disclosing potential conflicts or bias (and follow appropriate protocols in such events)
- Abide the Code of Conduct and Conflict of Interest Guidelines
- Participate in meetings in a meaningful way
- Be diligent in asking questions and obtaining satisfactory answers
- Rely on external advisors where appropriate
- Follow best governance practices
- Seek guidance from the Corporate Secretary at any time

Through indemnification arrangements and insurance

- The *Police Act (s 68.1)* provides that no action may be brought against a PRIMECorp Director, and he or she is not liable for any loss or damages suffered by any person, in relation to the provision or operation of an information management system (except malicious or wilful misconduct)
- Indemnification agreements and D&O insurance also provide protection – bad faith, willful misconduct or malicious actions are excluded from such coverage
- Failure to follow appropriate conflicts management procedures is a typical exclusion from insurance protection

GOVERNANCE

Board of Directors

Who nominates or appoints Board members?

Membership	Current Director	Nominated by	Appointed by
Director of Police Services	David Pilling (to be appointed December 2021)	Province	Shareholder*
E-Comm	Oliver Grüter-Andrew, President & CEO	E-Comm	Shareholder*
Municipal Reps (3)	Gord Klassen, Councillor, Fort St. John David Stuart, CAO, District of North Vancouver Paul Thorkelsson, CAO, District of Saanich	UBCM	Shareholder*
Capital Regional District	Deputy Chief Jason Laidman, Victoria PD	BCAMPC	Shareholder*
Vancouver PD	Jason Rude, Senior Director Information Services, Vancouver PD	Vancouver PD	Shareholder*
Mainland Municipal Police	Chief Dave Jones, Transit PD	BCAMPC	Shareholder*
RCMP 'E' Division (2)	Allan Suckling, OIC, IT Core Services Dwayne McDonald, D/Commr, E-Div	RCMP	Shareholder*

*As defined in a Voting Trust Agreement (2010) between the Province and the Sole Shareholder (E-Comm) which provides that the Shareholder will only vote the Shares as directed in writing by the Province.



GOVERNANCE

General Questions

Is there a fixed tenure/term of office for Board members?

Appointments are for a period of one year per the *BC Business Corporations Act*. There is no limit to the number of terms that can be served.

What constitutes quorum of the Board?

The Board can set its own quorum for the transaction of business and if not so set, is the majority of directors. Currently quorum is the majority of Directors. That is 50% + 1, based on a full Board of 10 – quorum is 6.

How is the Chair selected?

The Board appoints its own Chair by way of a majority vote. Traditionally, the Board Chair has been the Director representing Police Services (but that is not the case at present). In the absence of the Chair, the Board elects an Alternate Chair per the Articles of the Company to act as chair for that meeting.

GOVERNANCE

General Questions Cont'd

When is a vote taken, does the Chair vote?

Yes. Decisions are based on majority vote - the Chair does not have a second or casting vote.

Does each Board member have a single vote?

Yes, one vote each.

How often does the Board meet?

The Board currently meets quarterly, the frequency of meetings is set by the Board.



GOVERNANCE

Master Executive and Technical Services Agreement with E-Comm

PRIMECorp has received executive and technical services from E-Comm since 2016 and on April 1, 2019 entered into a replacement Master Services Agreement (the “MSA”) with E-Comm.

The following schedules are included in the MSA:

- A-1: Executive Leadership Services
- A-2: Finance Management Services
- A-3: Corporate Governance Services
- A-4: Corporate Communications Services
- A-5: Human Resources Services
- A-6: Technology Services
- A-7: Technical Services (includes the E-Comm Services Catalogue for Technical Services)



KEY APPLICATIONS & TECHNOLOGY



WHAT IS...

VERSADEX

Police personnel often refer synonymously to Versadex and PRIME-BC, but one is not tied to the other.

Versadex:

A suite of software solutions, including CAD and RMS, developed by Versaterm Inc. May be replaced in the future should a viable alternative be identified.

PRIME-BC:

The common information sharing platform managed by PRIMECorp, consisting of a number of interfaces and software applications including Versadex.



WHAT IS...

COMPUTER AIDED DISPATCH (CAD)

s.13; s.15; s.17; s.19

CAD features:

- Calls for Service and Dispatch
- E-911 ANI/ALI (w/ cellular information)
- Messaging & mail capabilities
- Map viewer
- AVL
- GPS
- Dynamic Status screens



WHAT IS...

RECORDS MANAGEMENT SYSTEM (RMS)

s.13; s.15; s.17; s.19

RMS features three main subsystems:

- Records
- Property
- Court



WHAT IS...

RMS Subsystems

Records

- Support for a variety of event types:
 - General Occurrence (GO)
 - Street Check (SC)
 - Flag Record (FR)
- Transcription or Direct Report Entry (DRE)
- Master Indices (Person, Vehicle, Business)

Property

Used to index comprehensive information relating to:

- In-custody, stolen, or lost property
- Evidence Continuity (EC) to track movements
- Property Control (PC) to manage storage location and disposal

Court

Houses arrest and prosecution information

WHAT IS...

DIGITAL EVIDENCE MANAGEMENT SOLUTION (DEMS)

Objective:

To develop a provincial capability for digital information management that police agencies and organizations across the justice continuum are able to leverage for management and disclosure of all digital evidence.

Current Status:

A Request for Quotation (RFQ) closed at the end of January 2019 and Axon was the only vendor to pass minimum requirements.

In February 2020 the DEMS Steering Committee approved a comprehensive framework for commercial negotiations with Axon ultimately endorsing signing a provincial agreement in June 2021.

A Master Services Agreement (MSA) was signed on September 29, 2021 and project to commence a provincial rollout has been established. The Province will use a number of legislative instruments to mandate the use of the DEMS system provided by PRIMECorp.



RE: Welcome to the PRIMECorp Board of Directors

From: Krystal Boros <Krystal.Boros@ecomm911.ca>
To: David.Pilling@gov.bc.ca <'David.Pilling@gov.bc.ca'>
Cc: Wayne Plamondon <Wayne.Plamondon@primebc.ca>, Sandra MacKay <Sandra.MacKay@ecomm911.ca>, Marion Wong <marion.wong@Primebc.ca>
Sent: November 17, 2021 5:14:18 PM PST
Attachments: image006.png, image005.png, image003.png, image004.png, image001.png, image002.png, 014363056 - POLICY DOUMENTS 2021 - PRIMECORP POLICE RECORDS INFORMATION MANAGEMENT ENVIRONMENT INC - AON PANEL.pdf

[EXTERNAL] This email came from an external source. Only open attachments or links that you are expecting from a known sender.

Attached is the current D&O policy. Thanks so much!

Krystal Boros, *Assistant Corporate Secretary and Freedom of Information Officer*

C: 604-218-6941

[@EComm911_info](mailto:ecomm911.ca)

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From: Krystal Boros

Sent: Wednesday, November 17, 2021 12:20 PM

To: 'David.Pilling@gov.bc.ca'

Cc: Wayne Plamondon <Wayne.Plamondon@primebc.ca>; Sandra MacKay <Sandra.MacKay@ecomm911.ca>; Marion Wong <marion.wong@Primebc.ca>

Subject: Welcome to the PRIMECorp Board of Directors

Hi David,

It was a pleasure meeting with you today. As discussed, we hope the information below will assist in your onboarding. Should you have any questions or require additional information, please let us know. I have attached vCards for Oliver, Wayne, Sandy, and myself to this email.

1. Meetings

- Board meeting are generally held four times per year on Wednesdays from 10:30am-1:30pm
- The 2021 meeting calendar will be included in the agenda package that goes out next week and invites for those meetings will be sent following the December 1 Board meeting

2. Agenda Packages

- Materials are emailed to Directors generally seven calendar days prior to the meeting

3. Onboarding Materials

- Strategic Plan: <https://www.primecorpbcc.ca/strategic-plan/>
- Annual Report: <https://www.primecorpbcc.ca/publications/>
- PRIMECorp New Director Orientation (PDF of presentation) – attached
- Articles of the Corporation – attached
- Voting Trust Agreement – attached
- Ministerial Order M-70 – attached
- PRIMECorp Board Policy Manual – attached (kindly note that this document is undergoing review and refresh, the D&O included in the package is outdated – I will obtain a copy of the current policy from our Finance Department over the coming days and forward to you)

4. Director Forms

Please complete these forms and return to me at your earliest convenience. If you have any questions regarding the forms either myself or Sandy would be happy to assist.

- Code of Conduct and Conflict of Interest Guidelines – included in Board Policy Manual
- Consent to Act as a Director – included in Board Policy Manual

We look forward to working with you. See you on December 1!

Take care,

Krystal Boros, *Assistant Corporate Secretary and Freedom of Information Officer*
C: 604-218-6941

E-Comm 9-1-1
Helping to Save Lives and Protect Property



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Withheld pursuant to/removed as

s.17

Join Zoom Meeting

s.15; s.17

Agenda Item		Speaker	Time	Action
1.	Call to Order & Approval of Agenda	Dave Jones	1	-
2.	Appointment of Directors	Sandra MacKay	10	D
3.	Code of Conduct and Conflict of Interest Guidelines	Sandra MacKay	15	I
4.	Consent Agenda	Dave Jones	1	D
	4.1 Approval of October 6, 2021 Minutes of Meeting			
	4.2 Business Arising from Previous Meeting – No Items			
	4.3 Corporate Dashboard			
	4.4 PRIME Projects Dashboard			
	4.5 2022 Board Calendar			
5.	Strategic Advisory Committee Update (Oral Report)	Marla Crewe, Chair	10	I
6.	CEO Update (Oral Report)	Oliver Grüter-Andrew	10	I
7.	Chief Operating Officer Update	Wayne Plamondon	15	I
8.	Digital Evidence Management (DEMS)	Wayne Plamondon	15	I
9.	Unix Support from Versaterm	Wayne Plamondon	15	I
10.	2021-2022 Q2 (September 30) Financial Statements	Beatrix Nicolato	10	I
11.	Risk Management	Beatrix Nicolato	10	I
In Camera				
12.	Other Business	All	5	-
13.	Motion to Conclude	Dave Jones	1	-
Executive Session				
14.	Executive Session	Directors Only	-	-

Legend	
D	For Decision
A	For Action
I	For Information

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To: Board of Directors

Meeting date: December 1, 2021

Prepared by: Krystal Boros, Assistant Corporate Secretary

Preparation date: November 17, 2021

Subject: Appointment of Directors

Agenda Item 002

RECOMMENDATION

WHEREAS:

- A. Glen Lewis has submitted his resignation as a member of the PRIMECorp Board;
- B. David Pilling has been appointed by the Ministry of Public Safety and Solicitor General as their representative to the PRIMECorp Board to fill the vacancy created by Glen Lewis's resignation; and
- C. Dwayne McDonald has been appointed by the RCMP as their representative to the PRIMECorp Board to fill the vacant second seat designated to the RCMP.

BE IT RESOLVED THAT:

- a) The resignation of Glen Lewis is accepted;
 - b) David Pilling be appointed to the Board of Directors; and
 - c) Dwayne McDonald be appointed to the Board of Directors.
-

1. BACKGROUND

On October 5, 2021, PRIMECorp received the resignation of Glen Lewis, Associate Director of Police Services, who was appointed as the Ministry of Public Safety and Solicitor General's representative on the PRIMECorp Board in March 2021. The Ministry has provided PRIMECorp with correspondence confirming David Pilling as their new representative on the Board.

On October 6, 2021, RCMP E-Division provided PRIMECorp with correspondence confirming D/Commr Dwayne McDonald as their representative to fill the second seat designated the RCMP. This seat has been vacant since early 2019 when Brenda Butterworth-Carr resigned from her position with the RCMP.

2. CONCLUSION

It is recommended that David Pilling and Dwayne McDonald be appointed to the Board of Directors effective December 1, 2021.

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BRIEFING NOTE

To: Board of Directors

Meeting date: December 1, 2021

Prepared by: Sandra MacKay, Governance Officer and General Counsel

Preparation date: November 17, 2021

Subject: Code of Conduct and Conflict of Interest Guidelines

Attachments: Item 003.1 – Tab 4, Code of Conduct and Conflict of Interest Guidelines

Action: ☐ Decision ☐ Information/Discussion ☒ Action

Agenda Item 003

ACTION

All Directors are asked to sign the Code of Conduct and Conflict of Interest Guidelines document (the “Code of Conduct” or the “Code”) and return to the Assistant Corporate Secretary.

1. OBJECTIVE

All Directors are requested to sign and return the Code of Conduct (item 003.1) to the Corporate Secretary at the December Board meeting.

2. DISCUSSION AND ANALYSIS

The Code of Conduct was developed to provide Directors with an ethical framework to guide and assist them in fulfilling their Board responsibilities.

By signing the Code, each Director acknowledges he or she has agreed to meet the PRIMECorp Board’s expectations in the following areas: (a) compliance with the law, (b) conflicts of interest, (c) outside business interests, (d) confidential information, (e) investment activity, (f) outside employment or association, (g) entertainment, gifts and favours, (h) use of PRIMECorp property, and (i) general compliance with the Code.

The Code is circulated for signature by both new and returning Board members. The Code itself requires all Directors to annually read and formally acknowledge their commitment to the Code. Directors requiring guidance or clarification on any items contained with the document are invited to contact the Corporate Secretary.

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CODE OF CONDUCT AND CONFLICT OF INTEREST GUIDELINES FOR DIRECTORS

A. INTRODUCTION

1. The fundamental relationship between each director and PRIMECorp must be one of trust; essential to trust is a commitment to honesty and integrity. Ethical conduct within this relationship imposes certain obligations.

B. COMPLIANCE WITH THE LAW

1. PRIMECorp directors must act at all times in full compliance with both the letter and the spirit of all applicable laws and human rights legislation.
2. In his/her relationship with PRIMECorp no director shall commit or condone an unethical or illegal act or instruct another director or employee to do so.
3. Directors are expected to be sufficiently familiar with any legislation that applies to their work to recognize potential liabilities and to know when to seek legal advice. If in doubt, directors are expected to ask for clarification.
4. Falsifying or inappropriately deleting the record of transactions is unacceptable. Unacceptable practices include falsifying the record of transactions, intentional or inappropriate deletion of existing records.
5. The behaviour of PRIMECorp is under public scrutiny. Therefore, directors must not only comply fully with the law, but must also avoid any situation which could be perceived as improper or indicate a causal attitude towards compliance.

C. CONFLICTS OF INTEREST

1. PRIMECorp expects directors to perform their duties conscientiously and in a manner that will not put their own interests or the interests of other organizations they represent or are associated with in conflict with the best interests of PRIMECorp.
2. A conflict of interest also exists for directors who use their position at PRIMECorp to benefit themselves, friends, families or the organizations they serve in other roles.
3. A “disclosable interest” has the meaning set front in s. 147 of the Business Corporations Act (British Columbia), and includes but is not limited to a “pecuniary interest”.

4. For the purposes of this policy, a "pecuniary interest" means, with respect to a director, an interest in a matter that could monetarily affect the director and includes an indirect pecuniary interest. The pecuniary interest of a spouse, parent, or child of the director is, if that pecuniary interest is known to the director, also the pecuniary interest of the director.
5. A director has an indirect personal disclosable interest in any matter in which PRIMECorp is concerned if the director:
 - (a) is a shareholder in or a director or senior officer of a corporation that does not offer its securities to the public and that corporation has a pecuniary interest in the matter; or
 - (b) has a controlling interest in or is a director or senior officer of a corporation that offers its securities to the public and that corporation has a pecuniary interest in the matter; or
 - (c) the director is a partner of a person, is a member of a firm or is in the employment of a person or firm that has a pecuniary interest in the matter.
6. Every director must avoid any situation in which there is, or may appear to be, potential conflict which could appear to interfere with the director's judgment in making decisions in PRIMECorp's best interest.
7. There are several situations that could give rise to a conflict of interest. The most common are accepting gifts, favours, or kickbacks from suppliers, customers, or service providers, close or family relationships with outside suppliers, customers, or service providers, passing confidential information to competitors or other organizations (including organizations they serve in other roles) and using privileged information inappropriately.
8. Some conflicts are clear cut; but others are less obvious. PRIMECorp recognizes its directors have legitimate outside interests and service; however, there may also be situations that could be seen as a conflict of interest no matter how innocent the intentions of the director.
9. PRIMECorp requires full disclosure of all circumstances that could conceivably be construed as a conflict of interest.
10. If a director has any disclosable interest in any matter and is present at a meeting at which the matter is considered, the director:
 - (a) must disclose at the meeting the director's disclosable interest and the general nature of the disclosable interest;
 - (b) must immediately leave the meeting at any time during which the matter is under consideration;
 - (c) must not take part in the discussion of or vote on any question in respect of the matter;
 - (d) must not attempt in anyway, whether before, during or after the meeting, to influence the voting on any question in respect of the matter; and

(e) must not receive or review any further materials relating to the matter in conflict, which materials might be distributed generally to the Board at, prior to, or subsequent to any formal meetings of the Board.

11. A director may consult the Board Chair who may recommend any actions needed to navigate and resolve a conflict of interest including, but not limited to withholding conflicted materials from the individual subject to the conflict of interest.
12. Full disclosure enables directors to resolve unclear situations and gives an opportunity to deal with a conflicting interest before any difficulty can arise.

D. OUTSIDE BUSINESS AND ORGANIZATIONAL INTERESTS

1. Directors must declare possible conflicting outside business and organizational activities at the time of election and comply with, if applicable, the requirements set forth in Section B.1 herein. Notwithstanding any outside activities, directors are required to act in the best interest of PRIMECorp.
2. No director may hold a significant financial interest, either directly or through a relative or associate, or hold or accept a position as an officer or director in an organization in a relationship with PRIMECorp, where by virtue of his or her position in PRIMECorp the director could in any way benefit the other organization by influencing the purchasing, selling or other decisions of PRIMECorp, unless that interest has been fully disclosed in writing to PRIMECorp.
3. A "significant financial interest" in this context is any right or interest that could result, directly or indirectly, in the creation of a duty or interest that materially conflicts with a director's duty or interest as a director of the Corporation.
4. These restrictions apply equally to interests in persons (including but not limited to organizations) that may compete with PRIMECorp.

E. CONFIDENTIAL INFORMATION

1. Confidential information includes, but is not limited to, proprietary, technical, business, financial, legal, member, or any director information which PRIMECorp treats as confidential. It also includes all in-camera material and deliberation regardless of their nature.
2. Directors may not disclose such information to any outside person or organizations (including organizations they serve in other roles) unless expressly authorized by the Chair.
3. Similarly, directors may never disclose or use confidential information gained by virtue of their association with PRIMECorp for personal gain, or to benefit friends, relatives, or associates.
4. PRIMECorp will provide guidance with respect to what is considered confidential information.

F. INVESTMENT ACTIVITY

1. Directors may not, either directly or through friends, relatives or associates, acquire, or dispose of any interest, including publicly traded shares, in any company while having undisclosed confidential information obtained in the course of work at PRIMECorp which could reasonably affect the value of such securities.

G. OUTSIDE EMPLOYMENT OR ASSOCIATION

1. No PRIMECorp director may accept a position with a competitor, or any organization that could lead to a situation prejudicial to PRIMECorp interests.

H. ENTERTAINMENT, GIFTS, AND FAVOURS

1. It is essential to efficient business practices that all those who associate with PRIMECorp, as suppliers, contractors, or members, have access to PRIMECorp on equal terms.
2. Directors and members of their immediate families should not accept entertainment, gifts or favours that create or appear to create a favoured position for doing business with PRIMECorp. Any firm offering such inducement shall be asked to cease; a sustained business relationship will be conditional on compliance with this code.
3. Similarly, no director may offer or solicit gifts or favours in order to secure preferential treatment for themselves or PRIMECorp.
4. A director may accept modest discounts on a personal purchase of a supplier's or customer's products only if such discounts do not affect PRIMECorp's purchase or selling price and are generally offered to others having a similar business relationship with the supplier or customer.
5. Under no circumstances may directors offer or receive cash, preferred loans, securities, or secret commissions in exchange for preferential treatment. Any director experiencing or witnessing such an offer must report the incident to the Chair or an officer of the Corporation immediately.
6. Directors may accept minor gifts and entertainment subject to compliance with specific requirements, namely:
 - (a) the gift or entertainment should not be material in value;
 - (b) it must occur in normal exchanges common to business relationships;
 - (c) it must create no sense of obligation;
 - (d) it must be in a context where the director could easily reciprocate to the other party on behalf of PRIMECorp;
 - (e) it must occur infrequently, or if it occurs in the ordinary course it must be the subject of a specific declaration by the director to PRIMECorp.
7. Inappropriate gifts received by a director should be returned to the donor and may be accompanied by a copy of this Code.

8. Full and immediate disclosure to the Chair or the Chief Executive Officer of borderline cases will always be taken as good-faith compliance with this Code.

I. USE OF PRIMECORP PROPERTY

1. PRIMECorp assets must not be misappropriated for personal use.
2. Directors are entrusted with the care, management, and cost-effective use of PRIMECorp property and should not make significant use of these resources for their own personal benefit or purposes. Clarification on this issue should be sought from the Chair or the Chief Executive Officer.
3. Directors should ensure any PRIMECorp property assigned to them is maintained in good condition and should be able to account for such property.
4. Directors may not dispose of PRIMECorp property without the written permission of PRIMECorp.

J. RESPONSIBILITY

1. PRIMECorp is determined to behave, and to be perceived, as an ethical organization.
2. Each director must adhere to the standards described in this Code of Conduct, and to the standards set out in applicable policies, guidelines or legislation.
3. Integrity, honesty, and trust are essential elements of our business success. Any director who knows or suspects a breach of this Code of Conduct and Conflict of Interest Guidelines has a responsibility to report it to the Chair.
4. To demonstrate determination and commitment, PRIMECorp requires each director to review and sign the Code annually. The willingness and ability to sign the Code is a requirement of all directors.

I ACKNOWLEDGE that I have read and considered the Code of Conduct and Conflict of Interest Guidelines for Directors of PRIMECorp and agree to conduct myself in accordance with the Code of Conduct and Conflict of Interest Guidelines for Directors.

Signature

Date

Print

First Name

Last Name

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To: Board of Directors
Meeting date: December 1, 2021
Prepared by: Krystal Boros, Assistant Corporate Secretary
Preparation date: November 17, 2021
Subject: Consent Agenda

Agenda Item 004

RECOMMENDATION

- 4.0** THAT the Consent Agenda encompassing the following items be approved:
- 4.1** THAT the minutes from the meeting held October 6, 2021 be approved as circulated.
- 4.2** *Business Arising from Previous Meeting*, no items.
- 4.3** *Corporate Dashboard*, for information.
- 4.4** *PRIME Projects Dashboard*, for information.
- 4.5** *2022 Board Calendar, for Information.*
-

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Meeting of the Board of Directors

Minutes from the PRIMECorp Board of Directors meeting (the "Meeting") held October 6, 2021 via Zoom.

Directors Present

Dave Jones, Chair
Allan Suckling
David Stuart
Glen Lewis

Gord Klassen
Jason Rude
Oliver Grüter-Andrew
Paul Thorklessen

Directors Absent

Jason Laidman

Guests Present

Marla Crewe, Strategic Advisory Committee Co-Chair
Tony Gilligan, Vice-President of Technology Services, E-Comm

PRIMECorp Staff Present

Oliver Grüter-Andrew, Chief Executive Officer
Wayne Plamondon, Chief Operating Officer
Beatrix Nicolato, Chief Financial Officer
Sandra MacKay, Vice President, Legal and Governance
Krystal Boros, Recording Secretary

1. Call to Order

The Meeting was called to order at 10:30 a.m. and quorum was declared.

2. Consent Agenda

MOVED AND SECONDED

2.0 THAT the Consent Agenda encompassing the following items be approved:

2.1 THAT the minutes from the meeting held June 23, 2021 be approved as circulated.

2.2 *Business Arising from Previous Meeting*, for information.

2.3 *Corporate Dashboard*, for information.

2.4 *PRIME Projects Dashboard*, for information.

CARRIED

3. Strategic Advisory Committee Update (Oral Report)

Marla Crewe, Chair of the Strategic Advisory Committee, provided the Board with an update on behalf of the Committee.

Discussion

- The timeline for the RMS¹³ upgrade has been delayed due to staffing challenges caused by a competitive labour market. The importance of the upgrade and dependencies for other projects was highlighted.

Marla Crewe departed the meeting.
Glen Lewis joined the meeting.

4. CEO Update (Oral Report)

Oliver Grüter-Andrew addressed the Board regarding the *CEO Update*.

Discussion

- Staff were recognized for their efforts in getting the DEMS Master Service Agreement with Axon fully executed.
- The Special Committee on Reforming the Police Act has invited Oliver to a second phase of inquiry and dialogue.
- In response to a query regarding sharing DEMS project information with agencies in order to support business cases for increased funding and resources, Wayne advised a letter to Chiefs would be sent the week of October 12.
- Director Stuart requested a briefing note that could be shared with the UBCM Board of Directors and Director Klassen noted that one had been prepared previously for the UBCM Community Safety Committee. The document was sent to Director Stuart following the meeting.

5. Chief Operating Officer Update

Wayne Plamondon reviewed the report titled *Chief Operating Officer Update* dated September 23, 2021.

Discussion

- In response to a query, vMobile license costs are capped at the number of active users at a given time rather than total headcount.
- Surrey Police Service levies will be applied based on the number of sworn officers as reported by the Province annually.
- It was noted that the RCMP are overseeing the onboarding of Surrey Police Service officers including their access to PRIME-BC within the current secondment model.
- Management advised that a DEMS steering committee would be struck to oversee the project.
- In response to a query, it was confirmed that police agencies have requested the steering committee be composed of agency representatives only in an effort to focus on the management of digital evidence as less than 5% of data is sent to Crown.
- It was further noted that the previously formed working group, which continues to meet, includes representation from various stakeholders including ISB and BCPS, and maintains a greater focus on disclosure.
- In response to a query, Management confirmed the steering committee would be constituted through the previous Project Management Committee, which oversaw the procurement process.
- s.13; s.17
- In response to a query, the RMS^{s.13} upgrade has been funded through an allocation of funds with a smaller component drawn from surplus.
- It was confirmed that the Operational Intelligence Dashboard is a cost recovery project.

6. Staffing and Unix Support

Wayne Plamondon reviewed report titled *Staffing and Unix Support* dated September 23, 2021.

This information is private and is protected by law.

confidential

Discussion

- Management is looking at long-term solutions including work-from-home options, increasing base salaries, etc. However, it is recognized that the technology job market is highly competitive and that prospective candidates are interested in working on different technologies and that PRIMECorp would not be able to meet salaries provided at other organizations.

s.13; s.17

7. 2021-22 Q1 Financial Statements

Beatrice Nicolato reviewed report titled *2021-22 Q1 Financial Statements* dated September 27, 2021.

Discussion

- It was noted that the Finance Service Committee reviewed the materials on October 5, 2021.
- Discussion took place regarding the contracted services provided by E-Comm.

8. Risk Management

Beatrice Nicolato reviewed the report titled *Risk Management Update* dated September 29, 2021.

Discussion

s.13; s.17

9. BC Office of the Auditor General (BCOAG), Final Update Report

Wayne Plamondon reviewed the report titled *Office of the Attorney General (OAG), Final Update Report* dated September 29, 2021.

10. Other Business

No further business was tabled for discussion.

11. Motion to Conclude

There being no other business, the Meeting was concluded.

MOVED AND SECONDED

11.1 THAT the Meeting be concluded at 12:00 p.m.

CARRIED

12. Executive Session

The members convened in an Executive Session for Directors only.

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Next Meeting

The date of the next meeting is Wednesday, December 3, 2021, 10:30 a.m. – 1:30 p.m. in the PRIMECorp office.

Respectfully submitted,

Certified as Board approved,

Krystal Boros, Recording Secretary

Sandra MacKay, Corporate Secretary

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BRIEFING NOTE

To: Board of Directors

Agenda Item 004.3

Meeting date: December 1, 2021

Prepared by: Oliver Grüter-Andrew, CEO

Preparation date: November 24, 2021

Subject: Corporate Dashboard – October 31, 2021

Attachments: Item 004.3.1 – Corporate Dashboard – October 31, 2021

Action: ☐ Decision ☒ Information / Discussion ☐ Action

1. PURPOSE

The purpose of this report is to present the Corporate Dashboard which reports on PRIMECorp's key performance indicators and progress on key initiatives. This format will be re-aligned to the new 2025 Strategic Plan commencing with Fiscal 2021-22 reporting. The objective of this report is to have a concise summary of organizational highlights and ensure that there is visibility to their current status; whether they are (1) "green/circle" - on target, (2) "light green/diamond" – within target +/-5%, (3) "yellow/triangle" - watch, or (4) "red/square" - at risk.

2. EXECUTIVE SUMMARY

The key items to highlight in this report are:

- 1) **Versaterm Data Views Implementation**
- 2) **Digital Evidence Management System - Procurement**
- 3) **Digital Evidence Management System - Implementation**
- 4) **RMS s. Upgrade**

3. DISCUSSION AND ANALYSIS

Following is a synopsis of the item noted above, including relevant details.

1) **Versaterm Data Views Implementation**

Versaterm is making good progress with their work effort. This project remains at "Watch" due to constraints on technical resources from E-Comm to build the test environment.

Note: The deployment of the Data Views is planned to coincide with the upgrade to RMS^{s.1}

2) **Digital Evidence Management System – Procurement**

With the signing of the Master Services Agreement between PRIMECorp and Axon on September 29, 2021, the DEMS Procurement project is now closed. All efforts for DEMS have transitioned into a new project called DEMS Implementation. This item will be removed from the dashboard effective next reporting cycle.

3) Digital Evidence Management System - Implementation

This is a new project that focuses on the deployment of the DEMS to all BC police agencies and is rated as "on target". Please refer to the December 1, 2021 Board Report for additional information on the DEMS initiative.

4) RMSs. Infrastructure Upgrade

Business analysis activities are making good progress but technical activities have progressed slowly over the last period due to resource constraints. Additional resources are becoming available as E-Comm has hired two technical specialists and a contract has been signed with Versaterm to outsource technical activities. The project status has changed from "At Risk" to "Watch".

This report covers the period commencing April 1, 2021 for the seven months ended October 31, 2021, except as noted otherwise.

4. CONCLUSION

The report is provided to the Board of Directors for information.

*This information is private and
is protected by law.
Confidential*

Items noted "light green/within range +/-5%", "yellow/watch" or "red/at risk" as well as those with changes in status since the previous report have notes below to highlight and provide context and additional information. Service level results are aggregated by type. Individual agency results may vary. The prior year data will be removed effective the next reporting cycle.

(b2) As noted above in comment (b1), organizational changes are anticipated to reflect improved performance reporting going forward.

Notes continued on next page

Notes (continued):

(b3) The month of October is recognized as Cyber Security Awareness month. The PRIMECorp Security and Risk Team employed the ne security awareness tool, "KnowBe4", to provide weekly information bulletins that educated PRIMECorp and ECOMM-911 staff on how to recognize PHISHING e mails, the importance of strong passwords, and other online security tips. s.13; s.17

(b4) The Review Services team have completed the final planned review and will be sending the resulting data to agencies. They are also engaged in preparation for RMS 8 and the changes that may result with that upgrade. This will require significant changes to best practices documentation and administrative SOPs for data maintenance of the MNI.

(c1) Versaterm is making good progress with their work effort. This project is now at "Watch" due to constraints on technical resources from E-Comm to build the test environment.
Note: The deployment of the Data Views is planned to coincide with the upgrade to RMS 8.

(c2) With the signing of the Master Services Agreement between PRIMECorp and Axon on September 29, 2021, the DEMS Procurement project is now closed. All efforts for DEMS have transitioned into a new project called DEMS Implementation. This item will be removed from the dashboard effective next reporting cycle.






(c3) This is a new project that focuses on the deployment of the DEMS to all BC police agencies. Please refer to the December 1, 2021 Board Report for additional information on the DEMS initiative.

(c4) Business analysis activities are making good progress but technical activities have progressed slowly over the last period due to resource constraints. Additional resources are becoming available as E-Comm has hired two technical specialists and a contract has been signed with Versaterm to outsource technical activities. The project status has changed from "At Risk" to "Watch".

s.13; s.17

(d1) Metrics reported for the 2021-22 fiscal year for the five months from April 1, 2021 to October 31, 2021.

(e) A mechanism to report on stakeholder satisfaction and confidence is to be considered and developed; this could be subjective or qualitative (ex. forum).
PRIMECorp has completed work on Service Catalogue describing the service offerings by PRIMECorp to the Police Agencies. In addition, PRIMECorp initiated a Service Transformation Review that resulted in the merging of Client and Technical Services to create an Applications Support Services Team, the process leading up to the organizational changes involved representatives from stakeholder police agencies. This should help facilitate development of appropriate benchmarks and indicators for future assessment.

	On Target
	Within Range +/- 5%
	Watch
	At Risk
	Info Only - Targets

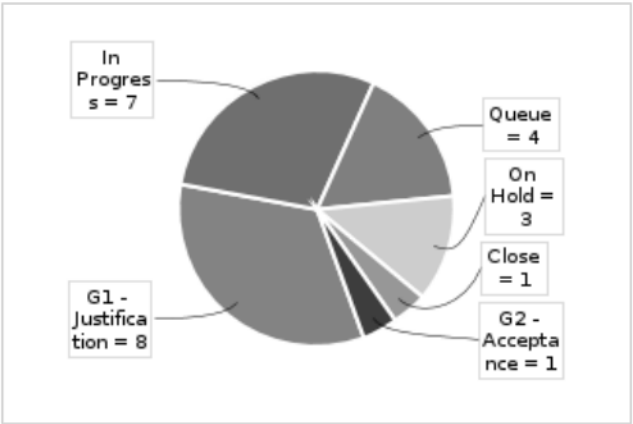
*This information is private and
is protected by law.
Confidential*

Board Report : Projects, People & Priorities

Date	2021-Nov-23
Total approved Project & Initiatives	11 issues
Total gated Projects & Initiatives	13 issues

Report summary

Workflow status of Projects / Initiatives

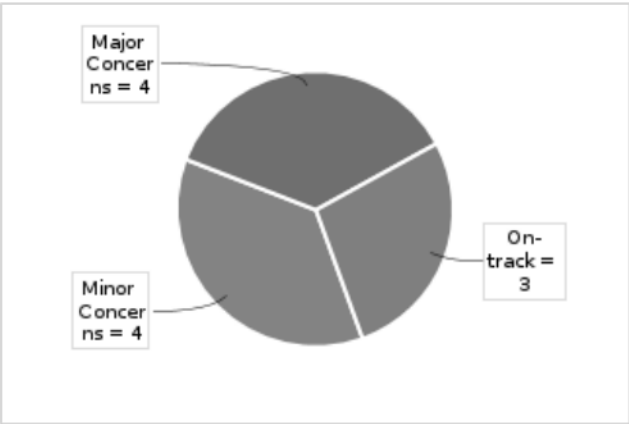


Breakdown: Workflow Status

Issue Type

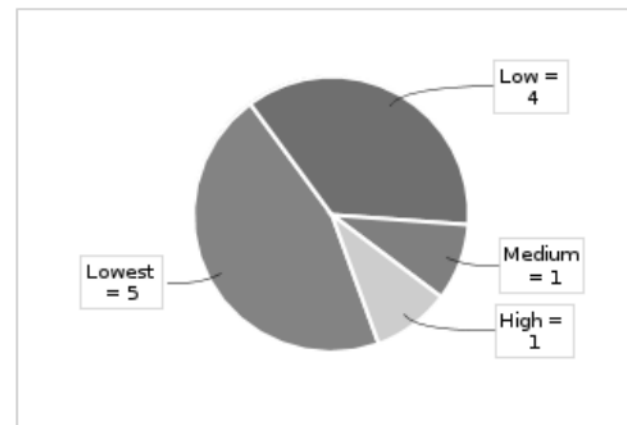
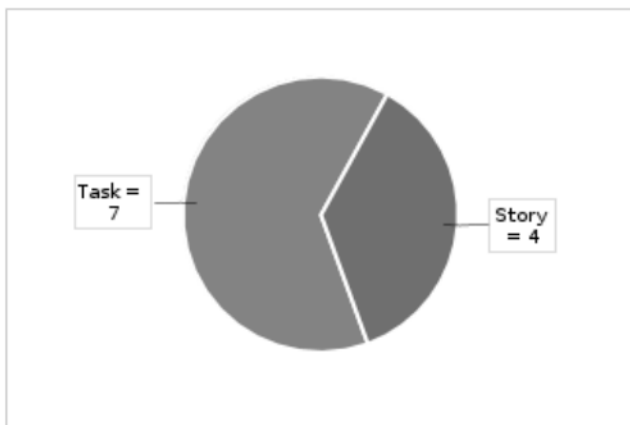
Story = Project Task = Initiative

Overview Status of approved Projects & Initiatives



Breakdown: Overview Status for Approved Projects

Priority



Individual Project Status

In Progress

Summary	Description	T	P	Status	Overview	Stall	Target Go-Live	Assignee
Versaterm Data Views RMS Production Implementati on	<p>The objective of this new project is to build a system to replace the existing s.13; s.15; s.17</p> <p>NOTE: Target go-live corresponds to the RMS8 Application upgrade go-live, which is still to be determined.</p>	📌	⤴	IN PROGRESS	Minor Concerns			Sheila Law

IntelliBook Release v s.13;	<p>To upgrade IntelliBook from versions s.13; to IntelliBook s.13; s.17 This new version includes some PRIME-BC change requests and fixes some bugs within the application.</p> <p>The version will be applied to the – TEST/DEV, TRAIN and PRODUCTION environments.</p> <p>To test internally after release has been applied to DEV/TEST.</p> <p>To create a test plan for agencies and to coordinate UAT – user acceptance testing among agencies.</p> <p>The upgrade will require an outage, as this new version includes a new database version, most likely a DB back up will be required.</p> <p>The new version also includes a DB script for – removal of excess Free Form Law and a DB script for – a list of expired photopacks for RCMP and the ability to purge/delete the photopacks. Ticket associated to photopack, as requested by RCMP.</p> <p>This update will involve the following:</p> <p>1 – Unix Team Member</p> <p>1 – DBA Member</p> <p>2 – PAST Members</p> <p>Coordination of UAT – User Acceptance Testing in the TEST/DEV Environment</p>	✓	=	IN PROGRESS	Major Concerns	Dec 07, 2021	Rachel Stevens
s.13; s.15; s.17	s.13; s.15; s.17 Target Go-Live: TBD	✓	✓	IN PROGRESS	Major Concerns	Dec 31, 2021	Janet Baerg
s.13; s.15; s.17	s.13; s.15; s.17	✓	✓	IN PROGRESS	On-track		Tom Bartnik
NG911 Police CAD POC	Connect one of PRIMECorp's test/dev environments (CAD 7.5) to the NG9-1-1 platform and then execute a number of test call scenarios, consistent with the TIF 88 test plan (wireline + wireless calls, selective transfer/downstream to police, verify routing and display of ANI/ALI on CAD). In summary, confirm that the functionality that already exists in the current E911 system is working in E-Comm's NG9-1-1 POC system.	✓	✓	IN PROGRESS	Minor Concerns		Sheila Law
Project Services Process Definition	<p>The purpose of this project is to define how projects will be determined, defined, managed and communicated in order to streamline their processing and effectively establishing a project management framework for PRIMECorp.</p> <p>Target Go-Live: TBD</p>	📌	✓	IN PROGRESS	On-track		Sheila Law
Federated Identity	<p>This project proposes to implement a Federated Identity Management Framework for police agency records management in B.C.</p> <p>Lead: Paul Childs</p> <p>Target Go-Live: TBD</p>	📌	≈	IN PROGRESS	On-track	Mar 31, 2022	Rick Smitas

7 issues

On Hold

Summary	Description	T	P	Status	Overview Status	Target Go-live Date	Assignee
New RCMP Traffic Jurisdictions	<p>The final objective of this initiative, is to streamline the traffic units, for the RCMP, in having one jurisdiction per server. This will provide records centralization and no constraints for members within the jurisdiction with respect to work assignments, overtime and file workflow.</p> <p>The single jurisdiction will be added to the RMS and CAD PRIME-BC servers in phases s.13; s.15; s.17 s.13; s.15; s.17 The CFSEU jurisdictions are being used as a model. The target completion dates will also be by server and will be adjusted as each server is completed.</p>	✓	≡	ON HOLD	Major Concerns		Janet Baerg
s.13; s.15; s.17		✓	≡	ON HOLD	Minor Concerns		Sarra Lyford
Red Hat s. Upgrade	Migrate servers from s.13; s.15; s.17	✓	≡	ON HOLD	Minor Concerns		Sarra Lyford
3 issues							

G2 - Acceptance

Summary	Description	T	P	Status	Overview Status	Target Go-live Date	Assignee
DEMS Implementation	<p>This is a new project for full-scale implementation of DEMS. Activities to include the following:</p> <ul style="list-style-type: none"> • Coordinating the joint solutioning with Axon and the agencies. • Management of the rollout of the additional feature requests in the contract. • Building out an implementation plan, assisting agencies with their onboarding process. • Leading the policy development work for features and use that require a provincial approach. • Designing and implementing an interface with the Records Management System (RMS). • Exploring a design and integration with the 9-1-1 voice records system. • Establishing the governance structure for DEMS. • Determining what long-term resources are required for PRIMECorp to support DEMS. 	📌	=	G2 - ACCEPTANCE	On-track	Mar 31, 2023	Mike Skelton
1 issue							

G1 - Justification



Summary	Description	T	P	Status	Overview Status	Target Go-live Date	Assignee
CAD s.13; s.15; Code s.13;	<p>Background: CAD 7.5 will require a source code update to implement fixes for various outstanding items.</p> <p>Objective: To bring the latest Source code versions.13; to production on all 3 Prod regions , Training and DR site.</p>	📌	≡	G1 - JUSTIFICATION			Sheila Law

RMS s. 1 Infrastructure Upgrade	Upgrade infrastructure from RMS s. 1 to latest version of RMS s. The scope of this project will be refresh the hardware and other infrastructure, in preparation for the RMS 8.0 application upgrade. Target Go-Live: TBD			G1 - JUSTIFICATION	Minor Concerns	Sarra Lyford
RMS s. 1 Application Upgrade	Upgrade RMS application to s. 13; from s. 13;			G1 - JUSTIFICATION	Minor Concerns	Sarra Lyford
Surrey Police Transition	The City of Surrey is transitioning from RCMP to a Municipal Police Service. Staff are in the process of obtaining Category 1 CPIC validation for CPIC and PRIME-BC access. This is planned as a graduated change over.			G1 - JUSTIFICATION	Minor Concerns	Sheila Law
IntelliBook 11 Upgrade	PRIME-BC Agencies requested a more user friendly and customizable version of IntelliBook. This customization would be based on a users responsibilities within the application. In 2016 Idemia, then Morpho, had showcased a concept of a new UI (User Interface). Between 2016 and now, various corporate mergers and initiatives by Idemia took place. PRIMECorp working directly with the vendor, Idemia, re-engaged the importance of this new UI (which is part of IntelliBook 11). PRIMECorp identified a need for a lighter front end application that was not as resource heavy as the current one. This was highlighted when the RCMP was transitioning their current Cogent devices to IntelliBook devices and not able to use the IntelliBook application due to bandwidth limitations within smaller and more rural detachments.			G1 - JUSTIFICATION	On-track	Sarra Lyford
s. 13; s. 15; s. 17	s. 13; s. 15; s. 17			G1 - JUSTIFICATION	On-track	Sheila Law
Microsoft Teams for PRIMECorp	The objective is to implement Microsoft Teams for PRIMECorp only. This will include the migration to a cloud-based solution, rolling out and configuring the desktop and mobile client, along with all the configuration and connectivity elements.			G1 - JUSTIFICATION	Minor Concerns	Denise Schuck
s. 13; s. 15; s. 17	s. 13; s. 15; s. 17			G1 - JUSTIFICATION	On-track	Sarra Lyford

8 issues



Queue

Summary	Description	T	P	Status	Overview	Start Date	Target Go-Live Date	Assignee
s. 13; s. 15; s. 17	s. 13; s. 15; s. 17			QUEUE	Minor Concerns	Dec 31, 2021		Sarra Lyford
PRIME VPN WAN Infrastructure Evergreen	The objective is to upgrade the existing PRIME VPN WAN infrastructure s. 13; s. 15; s. 17			QUEUE				Unassigned
RCMP PowerCase Interface with PRIME-BC	The goal is to interface with PRIME-BC so that there is a reduced need for redundant data entry.			QUEUE				Rick Smitas

Resource Planning	The objective of this project would be to outline a resource capacity planning, forecasting and reporting tool and develop standards across the organization. This would incorporate a time tracking component to effectively measure and report on KLO, NE and PRJ with forecasting and planning components to effectively bring in and/or reallocate appropriate skills where/when needed.			QUEUE	Sheila Law
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4 issues

Close

Summary	Description	T	P	Status	Overview Status	Target Go-live Date	Assignee
DES: Phase 2	Replace the legacy Data Warehouse with a modern solution . (Phase 2 - Development, Testing & Implementation)			CLOSE	Major Concerns	May 31, 2020	Mike Skelton

1 issue

Legend

Task Type

 Project  Initiative

Priorities

 Highest Priority  High Priority  Medium Priority  Low Priority  Lowest Priority

2022

Board of Directors

Calendar of Meetings

Legend

Meeting Time: 10:30 a.m. - 1:30 p.m.

PRIME Corp operates on an April 1 - March 31 calendar.

Q1 Apr-Jun **Q3** Oct-Dec
Q2 Jul-Sep **Q4** Jan-Mar

January						
Su	M	Tu	W	Th	F	Sa
						1
2	3	4	5	6	7	8
9	10	11	12	13	14	15
16	17	18	19	20	21	22
23	24	25	26	27	28	29
30	31					

February						
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13	14	15	16	17	18	19
20	21	22	23	24	25	26
27	28					

March						
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20	21	22	23	24	25	26
27	28	29	30	31		

Q3 Financial Statements (Oct-Dec)

April						
Su	M	Tu	W	Th	F	Sa
					1	2
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17	18	19	20	21	22	23
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May						
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29	30	31				

June						
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26	27	28	29	30		

Year-end Audited Financial Statements

July						
Su	M	Tu	W	Th	F	Sa
					1	2
3	4	5	6	7	8	9
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24	25	26	27	28	29	30
31						

August						
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28	29	30	31			

September						
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25	26	27	28	29	30	

October						
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23	24	25	26	27	28	29
30	31					

Q1 Financial Statements (Apr-Jun)
Code of Conduct and Conflict of Interest

November						
Su	M	Tu	W	Th	F	Sa
		1	2	3	4	5
6	7	8	9	10	11	12
13	14	15	16	17	18	19
20	21	22	23	24	25	26
27	28	29	30			

December						
Su	M	Tu	W	Th	F	Sa
				1	2	3
4	5	6	7	8	9	10
11	12	13	14	15	16	17
18	19	20	21	22	23	24
25	26	27	28	29	30	31

Q2 Financial Statements (Jul-Sep)

BRIEFING NOTE

To: PRIMECorp Board of Directors

Agenda Item 007

Meeting date: December 1, 2021

Prepared by: Wayne Plamondon, Chief Operating Officer

Preparation date: November 18, 2021

Subject: Chief Operating Officer Update

Action: ☐ Decision ☒ Information/Discussion ☐ Action

1. PURPOSE

The COO Update provides an overview of some of PRIMECorp's key current activities.

2. DISCUSSION AND ANALYSIS

2.1 RMS^{s.13;} s.15

Versaterm is currently preparing an RMS^{s.13;} installation within a sandbox (a small single server test environment) so that the project team can start preparing PRIMECorp and the agencies for the upgrade. The sandbox will allow PRIMECorp and the agencies to test and prepare training material prior to having access to the full environments. The sandbox is not a production like environment and will not include external interfaces to CPIC, JUSTIN or IntelliBook. PRIMECorp will perform internal testing of the installation in November and December and plans to allow the agencies to start their testing in January 2022. We will be contacting the agencies by the end of November to provide further information on the sandbox and gather requirements to allow access for testing.

The project team has also completed the first draft of the architecture requirements and have reached out to Versaterm to gain alignment on the recommendations. The recommended solution is similar to the CAD ^{s.13;} architecture and includes technology that provides a highly available and scalable environment to provide a reliable server infrastructure. The architecture review will take place over November and December with the goal of provisioning the RMS ^{s.13;} environments commencing in Q1 2022.

2.2 Versaterm Dataviews Replacement for Data Warehouse/Data Extract Service

The test instance of RMS for Datatviews has been migrated to ^{s.13;} ^{s.15;} ^{s.17} and Versaterm has completed initializing the environment with the complete set of data views for testing by PRIMECorp. Additionally, Versaterm has made the documentation available to the technical teams. As previously discussed, once internal testing has been completed, PRIMECorp will release the test environment to the technical teams at the agencies for their own testing and validation. Due to an overlap of resources between the RMS ^{s.13;} upgrade project and the Versaterm Dataviews project, careful planning and coordination between the two initiatives will be required in order to ensure the timelines for both projects are met.

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2.3 VMobile

Agencies continue to show interest in evaluating or adopting VMobile for their own use. In addition to the 155 concurrent licenses purchased by s.17

s.17 are each testing two devices. A presentation to s.17 was also conducted in October and they have also indicated some interest in moving forward. As a reminder, the licensing costs for VMobile are an agency cost with the pricing set at \$126 per year, per concurrent user. Once we have over 400 licenses on the system the price will drop for all agencies to \$105 per year.

2.4 Intellibook Update

The IntelliBook maintenance release version s.13; s.15; was scheduled for go-live on December 8th. However, after initial testing it was determined the release is not production ready based on PRIMECorp and agency project group assessment. At this time PRIMECorp is waiting for the vendor to provide a new release to resolve ongoing issues discovered during testing. A new timeline has not yet been received from the vendor but it is expected this will be no earlier than mid-January 2022. The delay in the maintenance release timeline will impact the IntelliBook 11 timeline which was initially scheduled for the end of March 2022. The most notable features of the new maintenance release are the resolution of fifteen Change Requests (including the PAA requested User Permissions, Photo Pack filtering and others) in addition to seventeen bug fixes.

2.5 Two-Factor Authentication (2FA)

s.13; s.15; s.17

s.13; s.15; s.17

2.6 Triton Canada

PRIMECorp was contacted by Triton Canada to discuss a potential one-way integration with their solution. Triton provides online criminal records checks in addition to providing identity verification for on-line Police Information Checks (PIC's) for police services throughout Canada. In BC, Triton currently has five customers. Triton's process for online checks for police agencies is:

- They create a department branded webpage that is linked off of the agencies own website.
- The citizen logs into the service, provides the payment fee, and all of the necessary documentation required to conduct a credit check. (credit card numbers, SIN, bank loan info etc).
- Once the online identity has been verified through the credit check process, the agency is notified of the application.
- The PIC is completed, and then the agency logs into the Triton system and selects either "cleared" or "not cleared", and the citizen then receives a certified electronic PIC confirmation that can be used for pre-employment requirements etc.

The current process requires police agencies to re-key a lot of the information obtained through the Triton application into the RMS. Triton indicated their customers are asking for a one-way push of the information from Triton to the RMS. At a very high-level, this would push all the info entered by the citizen in the Triton system into the RMS and create a GO. The PIC would then be completed by agency staff and they would still be required to log into the Triton system to complete the process. No information or data would be provided to Triton.

Since PRIMECorp does not have a relationship with Triton we would need a request directly from an agency to build the integration. Since it is not in our service catalogue, we would need to create a SoW and then the requesting agency would need to fund the work. Since Triton has a number of customers in BC we suggested the most viable approach might be for an agency to bring this up through BCAMCP and the partner agencies could make a single request to PRIMECorp and then jointly fund the initiative.

2.7 Surrey Police Service (SPS) Transition

PRIMECorp continues to be engaged with the Surrey Police Service, however work to transition them onto the RMS and CAD is still very much in the preliminary stage. PRIMECorp is currently finalizing a SoW which will be provided to SPS in early December. SPS will need to issue a purchase order before we will be in a position to proceed.

3. CONCLUSION

This report is provided to the Board of Directors for information.

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BRIEFING NOTE

To: Board of Directors Agenda Item 008

Meeting date: December 1, 2021

Prepared by: Wayne Plamondon, Chief Operating Officer

Preparation date: November 18, 2021

Subject: Digital Evidence Management System (DEMS) Update

Action: ☐ Decision ☒ Information/Discussion ☐ Action

1. EXECUTIVE SUMMARY

This report provides an update on the status of the Digital Evidence Management System (DEMS) with a view to informing the Board of Directors on the activities that have arisen since the last update provided in the Extraordinary Board Report on September 22, 2021.

2. STATUS

PRIMECorp achieved a significant milestone with the signing of the Master Services Agreement (MSA) with Axon on September 29, 2021 for a provincial DEMS. This was the culmination of over three year's work by the project team including a nine-month operational pilot. With the signing of the MSA, tasks are underway to formally close the DEMS Procurement project and initiate a new project called the DEMS Implementation project to focus on the deployment of the system to all BC police agencies.

Another milestone is that on October 14, 2021, the Province issued a Ministerial Order that effective January 1, 2022 designates the information management system provided by PRIMECorp as a digital evidence management system. This Ministerial Order effectively gives PRIMECorp indemnification. Furthermore, the expectation is that by the end of the year the Province will complete work on the necessary legislative instruments that will mandate use of the DEMS by the BC police agencies.

Over the summer, PRIMECorp went through the hiring process to fill the two open positions for the DEMS project. The Business Project Analyst position was successfully filled with the new person starting on November 1, 2021. Despite attempts to fill the open Project Manager position, no suitable candidate has been found at this time. PRIMECorp is continuing its efforts to fill this vacant position. As previously approved on June 23, 2021 by the Board of Directors, funding for these positions are from the current accumulated (net) surplus for 2021/2022 and then added to the regular 2022/2023 budget.

The governance structure for the new DEMS Implementation project consists of the following committees:

- **Implementation Steering Committee (ISC)** chaired by PRIMECorp with representation from Metro Vancouver Transit Police (MVTP), RCMP, Vancouver Police Department (VPD) and Victoria Police Department (VicPD).
- **Implementation Working Group (IWG)** chaired by PRIMECorp with representatives from PRIMECorp, BC Prosecution Service, APD, MVTP, RCMP, VPD and VicPD. This group meets with Axon on a bi-weekly basis.

The DEMS Implementation project is currently in the planning stage with the following activities in-progress:

- Defining the scope, risks and completion criteria for the new implementation project.
- Collaborating with Axon on the transition plan for the BC police agencies onto the MSA, which includes detailed steps for the following:
 - Transitioning the pilot agencies (MVTP, RCMP, VPD and VicPD) from the pilot test agreement to the new MSA.
 - Transitioning the BC police agencies with existing contracts (APD and New Westminster Police Department (NWPD)) onto the new MSA.
 - Onboarding the remaining agencies onto the new MSA.
- Planning for the joint-solutioning workshops as defined in the MSA.

Upcoming activities for the project team include the following:

- Transitioning the pilot agencies onto the MSA in November and December.
- Conducting at least one of the joint-solutioning workshops with Axon before the end of the year.
- Planning for Saanich Police Department to transition onto the MSA with training possibly in December.
- Planning for APD and NWPD to transition onto the MSA no earlier than January 2022.

BRIEFING NOTE

To: PRIMECorp Board of Directors

Agenda Item 009

Meeting date: December 01, 2021

Prepared by: Wayne Plamondon, Chief Operating Officer

Preparation date: November 23, 2021

Subject: Unix Support from Versaterm

Action: ☐ Decision ☒ Information/Discussion ☐ Action

1. PURPOSE

During the October Board of Directors meeting a report was provided detailing the Staffing and Unix Support issue that we are experiencing. The previous report has been attached for your reference (**Appendix A**). This is an update to that report.

2. DISCUSSION AND ANALYSIS

Since September E-Comm has taken steps to fill the remaining vacant Unix Team positions by way of a new hire and through transferring an employee from the Windows Team to the Unix Team. This leaves one position vacant which has been identified as an offset to the Enhanced PRIMECorp/Versaterm Maintenance & Support Agreement. Of the two new hires they will both require security clearances: one new full clearance and one upgrade from Enhanced Reliability; additionally, there is one who on-boarded in June who is still without a full security clearance. Start dates for the former are not expected to be until January at the earliest while the security clearance for the latter is expected soon.

The Enhanced PRIMECorp/Versaterm Maintenance & Support Agreement has been in negotiation between Versaterm and PRIMECorp since August and it only achieved agreement in principle on November 5, 2021 at which time it was sent in for a Legal review by PRIMECorp Counsel. The new agreement was executed on November 23, 2021. The basic agreement is to have Versaterm provide back-end support at the system level for all of the servers that host a Versaterm product. Unix support provided through the MSA with E-Comm will still be required as Versaterm is not in a position to provision support for the underlying infrastructure. It is expected that this enhanced level of Versaterm support will significantly and positively impact the maintenance and support for the Versaterm suite of software applications with the aim of putting projects such as the RMS ^{s.13} upgrade back on track.

Under the terms and conditions of the agreement, Versaterm will assume the following application maintenance and support responsibilities currently performed by E-Comm:

- Maintain daily operations including applying application fixes, application security updates, source code updates, and all application source code release installations for the Versaterm applications.
- Provide guidance and relevant direction, and work in collaboration with the PRIMECorp and E-Comm Database Administrators.

- Work collaboratively with E-Comm to ensure overall performance of the Versaterm applications, as referenced in the PRIMECorp/E-Comm Service Catalogue.
- Deliver project support relative to the Versaterm application as defined by PRIMECorp on a project-by-project basis.

PRIMECorp will monitor the transition with Versaterm closely to ensure timely support of projects and initiatives are met. It is envisioned that it will take up to four (4) months to fully transition the maintenance and support outlined in the agreement from E-Comm to Versaterm.

The Enhanced PRIMECorp/Versaterm Maintenance & Support Agreement will expire on December 31, 2022. This aligns with the existing support contract associated to the Versaterm software licences purchased by PRIMECorp. It is anticipated that this agreement will renew in its form, along with the renewal of the main support contract, in December 2022.

Either party can initiate an end to this agreement, providing six (6) months written notice to the other party.

s.13; s.15; s.17

It should be noted that we are still quite reliant on technical services provided by the Unix team who still have to support the Idemia applications in addition to provisioning the underlying infrastructure and other services that support the Versaterm products.

This reallocation of technical services should provide increased capacity overall for the organization, allowing us to complete product upgrades in a timelier fashion.

This report is submitted for the Board's information, and further discussion.

Page 231 of 266 to/à Page 248 of 266

Withheld pursuant to/removed as

s.13 ; s.17

Page 249 of 266 to/à Page 250 of 266

Withheld pursuant to/removed as

s.13 ; s.15 ; s.17

Page 251 of 266

Withheld pursuant to/removed as

s.13 ; s.15 ; s.17 ; s.19

Page 252 of 266 to/à Page 253 of 266

Withheld pursuant to/removed as

s.13 ; s.15 ; s.17

Page 254 of 266

Withheld pursuant to/removed as

s.13 ; s.15 ; s.17 ; s.19

Page 255 of 266 to/à Page 260 of 266

Withheld pursuant to/removed as

s.13 ; s.15 ; s.17

PRIMECorp Board of Directors.msg

From: Marion Wong <marion.wong@Primebc.ca>
To: Tony Gilligan <Tony.Gilligan@ecomm911.ca>, XT:Rude, Jason CITZ:IN
<s.16>, Paul Thorkelsson <s.16>, Pilling, David PSSG:EX <David.Pilling@gov.bc.ca>, Parveen
<s.16>, Dusangh (Butterworth-Carr) <s.16>, Samantha Duncan
<Samantha.Duncan@PrimeBC.ca>, 'david.pilling@gov.bc.ca', Tom Bartnik
<Tom.Bartnik@PrimeBC.ca>, Annah Hamilton-Simard <Annah.Hamilton-
Simard@ecomm911.ca>, Mike Skelton <Mike.Skelton@PrimeBC.ca>, Donna Mah
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(Transit Police) <s.16>, David Stuart <stuardt@dnv.org>, Krystal
Boros <Krystal.Boros@ecomm911.ca>, Gord Klassen <gklassen@fortstjohn.ca>, Jason
Laidman <jason.laidman@vicpd.ca>, Allan Suckling (RCMP) <s.16>
<s.16>, Helena Ng <helena.ng@ecomm911.ca>, Melissa Yeo
<Melissa.Yeo@ecomm911.ca>, Wayne Plamondon <Wayne.Plamondon@primebc.ca>,
*PRIMECorp Board of Directors <PRIMECorp_Board_of_Directors@ecomm911.ca>, Oliver
Grüter-Andrew <Oliver.Gruter-Andrew@ecomm911.ca>, Sandra MacKay
<Sandra.MacKay@ecomm911.ca>, Beatrix Nicolato <Beatrix.Nicolato@ecomm911.ca>
Sent: November 24, 2021 1:27:54 PM PST
Received: November 24, 2021 1:28:54 PM PST
Attachments: image001.gif, Complete Agenda Package 01Dec-21 PC BoD.pdf
Priority: Normal (5)
Calendar Item Type: REQUEST

[EXTERNAL] This email came from an external source. Only open attachments or links that you are expecting from a known sender.

Good afternoon,

The next meeting of the PRIMECorp Board of Directors is scheduled as follows:

Date: Wednesday December 01, 202

Time: 10:30 a.m. – 1:30 p.m.

Place: Zoom Meeting

<https://s.15; s.17>

Meeting ID: s.15; s.17

Passcode: s.15; s.17

Please RSVP at your earliest convenience as we require attendee confirmation for quorum purposes.

Please call or email if I can be of assistance.

Thank you,

Marion Wong

Administrative Assistant

P: 604-215-4702 | www.primecorpbc.ca

Proudly supporting British Columbia’s policing community through PRIME-BC

FW: Welcome to the PRIMECorp Board of Directors

From: Pilling, David PSSG:EX <David.Pilling@gov.bc.ca>
To: Levesque, Starr PSSG:EX <Starr.Levesque@gov.bc.ca>
Sent: December 3, 2021 4:07:54 PM PST
Attachments: image004.png, image002.png, image005.png, image006.png, image003.png, image001.png

From: Krystal Boros <Krystal.Boros@ecomm911.ca>
Sent: Thursday, November 18, 2021 8:29 AM
To: Johnson, Linda PSSG:EX <Linda.Johnson@gov.bc.ca>
Cc: Marion Wong <marion.wong@Primebc.ca>; Pilling, David PSSG:EX <David.Pilling@gov.bc.ca>
Subject: RE: Welcome to the PRIMECorp Board of Directors

[EXTERNAL] This email came from an external source. Only open attachments or links that you are expecting from a known sender.

Oh goodness! Our apologies for that. Please see attached Consent to Act.
Thanks for letting us know, Linda!

Krystal Boros, Assistant Corporate Secretary and Freedom of Information Officer
C: 604-218-6941

[@EComm911_info](mailto:ecomm911.ca)

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From: Johnson, Linda PSSG:EX <Linda.Johnson@gov.bc.ca>
Sent: Thursday, November 18, 2021 8:10 AM
To: Krystal Boros <Krystal.Boros@ecomm911.ca>
Cc: Marion Wong <marion.wong@Primebc.ca>; David Pilling - External <David.Pilling@gov.bc.ca>
Subject: FW: Welcome to the PRIMECorp Board of Directors

* This is an external E-Mail, please take **caution** when clicking on links or opening attachments unless you recognize the sender *

Good morning Krystal,

It appears the Consent to Act as a Director document was not included in the Board Manual. Is it possible to send it to me as a separate document?

Thank you.

4. Director Forms

Please complete these forms and return to me at your earliest convenience. If you have any questions regarding the forms either myself or Sandy would be happy to assist.

- Code of Conduct and Conflict of Interest Guidelines – included in Board Policy Manual – this was in the manual twice
- Consent to Act as a Director – included in Board Policy Manual – missing from manual

Regards,

Linda Johnson

A/Administrative Assistant to the
Associate Director of Police Services Glen Lewis
And the A/Executive Director for Municipal Policing
Governance and Oversight Division David Pilling
Policing and Security Branch
Ministry of Public Safety & Solicitor General
778-405-1907

Acknowledging with respect and gratitude the opportunity to live and work in the traditional territory of the lək'wəŋen peoples and the Songhees, Esquimalt and W̱SÁNEĆ peoples whose historical relationships with the land continue to this day.

From: Krystal Boros <Krystal.Boros@ecomm911.ca>
Sent: Wednesday, November 17, 2021 12:20 PM
To: 'David.Pilling@gov.bc.ca'
Cc: Wayne Plamondon <Wayne.Plamondon@primebc.ca>; Sandra MacKay <Sandra.MacKay@ecomm911.ca>; Marion Wong <marion.wong@Primebc.ca>
Subject: Welcome to the PRIMECorp Board of Directors

[EXTERNAL] This email came from an external source. Only open attachments or links that you are expecting from a known sender.

Hi David,

It was a pleasure meeting with you today. As discussed, we hope the information below will assist in your onboarding. Should you have any questions or require additional information, please let us know. I have attached vCards for Oliver, Wayne, Sandy, and myself to this email.

1. Meetings

- Board meeting are generally held four times per year on Wednesdays from 10:30am-1:30pm
- The 2021 meeting calendar will be included in the agenda package that goes out next week and invites for those meetings will be sent following the December 1 Board meeting

2. Agenda Packages

- Materials are emailed to Directors generally seven calendar days prior to the meeting

3. Onboarding Materials

- Strategic Plan: <https://www.primecorpbcc.ca/strategic-plan/>
- Annual Report: <https://www.primecorpbcc.ca/publications/>
- PRIMECorp New Director Orientation (PDF of presentation) – attached
- Articles of the Corporation – attached
- Voting Trust Agreement – attached
- Ministerial Order M-70 – attached
- PRIMECorp Board Policy Manual – attached (kindly note that this document is undergoing review and refresh, the D&O included in the package is outdated – I will obtain a copy of the current policy from our Finance Department over the coming days and forward to you)

4. Director Forms

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- Code of Conduct and Conflict of Interest Guidelines – included in Board Policy Manual
- Consent to Act as a Director – included in Board Policy Manual

We look forward to working with you. See you on December 1!

Take care,

Krystal Boros, *Assistant Corporate Secretary and Freedom of Information Officer*

C: 604-218-6941

E-Comm 9-1-1
Helping to Save Lives and Protect Property



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FW: Welcome to the PRIMECorp Board of Directors

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Sent: December 3, 2021 4:09:19 PM PST
Attachments: image005.png, image003.png, image001.png, image006.png, image004.png, image002.png

Correspondence only, no the attachments. Thanks

From: Johnson, Linda PSSG:EX <Linda.Johnson@gov.bc.ca>
Sent: Thursday, November 18, 2021 8:10 AM
To: 'krystal.boros@ecomm911.ca' <krystal.boros@ecomm911.ca>
Cc: 'Marion Wong' <marion.wong@Primebc.ca>; Pilling, David PSSG:EX <David.Pilling@gov.bc.ca>
Subject: FW: Welcome to the PRIMECorp Board of Directors

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Linda Johnson

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C: 604-218-6941

E-Comm 9-1-1
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