

Terms of Reference Ethics Advisor

1. Mandate

To act as Ethics Advisor to the Board of Directors (Board), individual Board Members (Board Members) and certain employees of BC Assessment as provided for under BC Assessment's Standards of Conduct Policy and Procedures.

The Ethics Advisor contributes to the good governance of BC Assessment and assists the organization in maintaining high ethical standards of conduct and the reputation of BC assessment.

2. Independence

In exercising their duties, the Ethics Advisor will be independent from the Board, Board Members, the CEO and BC Assessment employees.

3. Confidentiality

The Ethics Advisor will maintain strict confidentiality with respect to information disclosed or known to them in fulfilling the duties of the office, except as provided for in section 5 hereof. In contacts with individuals, the Ethics Advisor shall explain the extent to which it may be necessary to disclose information provided to them by others.

4. Responsibilities

4.1. Advice

The Ethics Advisor will be available to the Board, Board Members and certain employees of BC Assessment as provided for under BC Assessment's Standards of Conduct Policy and Procedures, for consultations on questions pertaining to BC Assessment's Standards of Conduct Policy and Procedures.

4.2. Conflicts of Interest

The Ethics Advisor will provide advice to the Board, Board Members and certain employees of BC Assessment as provided for under BC Assessment's Standards of Conduct Policy and Procedures on actual or perceived conflicts of interest, including actions for avoiding conflicts of interest. This includes providing advice to the CEO, at the CEO's request, on actual or perceived conflicts of interest involving Senior Staff of BC Assessment.

4.3. Annual Review and Education



The Ethics Advisor will meet annually with the Chair of BC Assessment's Governance Committee to review BC Assessment's Standards of Conduct Policy and Procedures and the Chair will meet with the Committee on the status of such meeting.

The Ethics Advisor will, at the request of the Chair of BC Assessment's Governance Committee meet with the Board and CEO to provide education and guidance on BC Assessment's Standards of Conduct Policy and Procedures and on any topics or ethical standards that may be of interest to Board Members in carrying out this responsibility.

5. Disclosure to the Board Chair

If the Ethics Advisor is of the opinion that the circumstances give rise to a conflict of interest, or are a breach or possible breach of BC Assessment's Standards of Conduct Policy and Procedures, or is of the view that the disclosed circumstances are likely to negatively impact BC Assessment or the reputation of BC Assessment, or impair the independence, integrity or public confidence in BC Assessment's operations, the Ethics Advisor will encourage the Board Member or employee of BC Assessment as provided for under BC Assessment's Standards of Conduct Policy and Procedures, as applicable, to report the circumstances to the Board Chair.

If the Board Member or employee of BC Assessment as provided for under BC Assessment's Standards of Conduct Policy and Procedures, as applicable, is reluctant to report the circumstances, the Ethics Advisor will offer to provide assistance in making this report by attending with the disclosing person, by reporting the circumstances on that person's behalf, or by any other means the Ethics Advisor considers to be appropriate in the circumstances.

If the disclosing Board Member or employee of BC Assessment as provided for under BC Assessment's Standards of Conduct Policy and Procedures, as applicable, has indicated an intention not to report the circumstances to the Board Chair, the Ethics Advisor will:

- record the advice and offers of assistance given and provide a copy of the record to the disclosing person; and
- assess whether the disclosed circumstances are likely to negatively impact BC Assessment or the reputation of BC Assessment, or impair the independence, integrity or public confidence in BC Assessment's operations.

If the Ethics Advisor is of the view that the disclosed circumstances are likely to negatively impact BC Assessment or the reputation of BC Assessment, or impair the independence, integrity or public confidence in BC Assessment's operations, the



Ethics Advisor, after first advising the disclosing person of this conclusion and the Ethics Advisor's intent to discuss the disclosed circumstances with the Board Chair, will and is directed and authorized to discuss and disclose such disclosed circumstances with the Board Chair.

In the instance where disclosing person is the Board Chair, any disclosure contemplated in this section 5 to the Board Chair will instead be made to the Chair of the Governance Committee.

6. Details of Appointment

All other details of the appointment including term and remuneration will be set out in an agreement with the Ethics Advisor.