

Terms of Reference Governance Committee

BC Assessment is a Crown Corporation established in 1974 and governed by the *Assessment Authority Act*. BC Assessment is accountable to the Provincial Government, its sole shareholder. BC Assessment was created for the purpose of establishing and maintaining an independent and uniform property assessment system throughout British Columbia. BC Assessment operates in accordance with the *Assessment Authority Act* and the *Assessment Act* to fulfill its mandate and, as a public body, has a responsibility to maximize its value to the shareholder and the citizens of British Columbia.

These Terms of Reference establish the Committee's governance framework and duties and responsibilities in fulfilling its oversight role in the public interest for the benefit of citizens of British Columbia.

1. Purpose

The Governance Committee (the "**Committee**") is responsible for ensuring that BC Assessment and its Board of Directors ("the Board") develop and implement an effective approach to corporate governance. This will enable the business and affairs of the organization to be carried out, directed, and managed with the objective of ensuring compliance with governance practices, sound ethical principles, and government direction.

2. Accountability

The Chair of the Committee will report to the Board at each Board meeting on the matters before the Committee. Minutes of the Committee's meetings will be made available to all Directors once approved by the Committee.

3. Composition

The Committee will be comprised of no less than three members. Those members will be familiar with best practices in corporate governance and have significant prior Board experience.

The Chair of the Committee is appointed by the Board on recommendation of the Board Chair, following appropriate consultation, including with the President & Chief Executive Officer ("CEO") and Board Vice-Chair.

Members of the Committee will be appointed by the Board Chair.

Members of the Committee may be removed by the Board Chair. Committee Chairs may be removed by the Board, following recommendation of the Board Chair.

The Corporate Secretary will provide staff support to the Committee.

4. Orientation

The Corporate Secretary, in collaboration with the Chair of the Committee, will make arrangements for an orientation process for all new Governance Committee members.

5. Meetings

A quorum for any meeting of the Committee will be one-half of the members of the Committee.

Meetings will be held at the call of the Chair in accordance with the Committee Timetable that appears in **Appendix A**.

The Chief Executive Officer and Corporate Secretary may attend all meetings of the Committee. There will be a recording secretary for all Committee meetings.

6. Independent Advice

The Committee may at any time, through the Corporate Secretary and following approval of the Board Chair, engage independent consultants to assist the Committee with its duties.

7. Duties and Responsibilities

The Governance Committee has the following duties and responsibilities:

7.1 Governance Framework

The Committee ensures that the appropriate governance principles, structures, and procedures are in place to allow the Board to function effectively. The Committee:

- At least biennially, reviews BC Assessment's governance framework, including the Governance Manual, and advises the Board on recommended changes, best practices and current issues;
- Biennially reviews and recommends changes to the Terms of Reference for each Committee and the Board of Directors to ensure consistency, appropriateness, that the scope of responsibilities of the Board are addressed;
- Biennially reviews and recommends changes to the Terms of Reference for the Corporate Secretary and the CEO;
- Annually prepares and recommends for approval by the Board the future year's Board and Committee Work Plan and Board Education Plan;
- Oversees BC Assessment's ethics framework and, at least annually, reviews that framework to ensure that it remains current and appropriate;
- Provides oversight and input into a framework for the relationship between the Board and the Responsible Minister, including ensuring that the Board has a good understanding of the entities within Government that participate in the governance of BC Assessment; and

- Monitors changes to legislation, government policy, and/or strategic direction (including the Mandate Letter) that affect the duties and responsibilities of the Board.

7.2 Meeting Preparation and Procedure

On an ongoing basis, the Committee reviews and recommends to the Board changes to the procedures for meetings including:

- Board website and information management issues;
- The quality and content of meeting material provided; and
- Tools and options to ensure efficient, outcome-driven meetings.

7.3 Board and Director Evaluation

The Committee recommends to the Board the process for the annual review of the Board of Directors, the Committees, the Board Chair, Committee Chairs, and Directors.

The Committee supports and assists the Corporate Secretary to administer the annual review process.

7.4 Board Composition and Succession Planning

The Committee:

- Recommends to the Board the ideal skills, qualifications, experience, and background required of the Board as a whole based on the strategic opportunities and challenges of BC Assessment and the Board's leadership requirements to develop the Board Competency Matrix;
- Tracks Directors' appointment terms and plans for filling upcoming vacancies;
- Having regard to the outcomes of the Board evaluation process, annually updates and reviews the Board Competency Matrix and makes recommendations in relation to upcoming vacancies;
- Through the Board Chair, consults with the CEO, Crown Agencies and Board Resourcing Office, and other relevant parties as to the Position Description used to fill any vacancy;
- Through the Board Chair, provides the Government, through Crown Agencies and Board Resourcing Office, the competencies required in a new Director to fill a vacancy; and
- Through the Board Chair, works proactively with the Responsible Minister to ensure an appropriate succession plan for the Board.

7.5 Orientation and Professional Development

The Committee develops, approves, and oversees a comprehensive orientation program for new Directors.

The Governance Committee will monitor emerging best practices, trends, and strategic direction and will support and encourage Board professional development opportunities that are consistent with corporate direction and gaps identified in the Board evaluation process.

7.6 Communication and Disclosure

The Committee is responsible for ensuring support for the Board's commitment to transparency and continuous disclosure. The Committee:

- Oversees any material regarding BC Assessment's governance practices that are to be included in any public report;
- Ensures that BC Assessment's Governance Manual is published on the Board website;
- Ensures that Director remuneration and expense information is disclosed on the public website; and
- Periodically assesses the organization's communication to stakeholders and the public with respect to its policies and practices in the area of corporate governance and recommends changes to the Board.

7.7 Director Compensation

The Committee reviews the processes for Director remuneration and expense reimbursement.

The Committee reviews the classification of the Board under Treasury Board directives, and makes recommendations to the Board on any changes that should be discussed with government.

Appendix A: Committee Timetable

The below timetable reflects key items for consideration by the Committee that arise on an annual basis. Actual meeting agendas may vary as isolated matters arise. The actual committee work plan is reviewed and determined on an annual basis.

Governance Committee Timetable													
Area of Responsibility		Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sept	Oct	Nov	Dec
Section 7.2	Reviews and makes recommendations to changes to Meeting Procedure and Preparation				X								
Section 7.1	Reviews and recommends for approval by the Board any changes to the Terms of Reference for the Corporate Secretary and CEO (biennially)				X								
Section 7.1	Reviews and recommends for approval by the Board any changes to BC Assessment's Ethics Framework				X								
Section 7.3	Reviews and recommends for approval by the Board the Board Evaluation process for the current year				X								
Section 7.3	Reviews and recommends for approval by the Board annual Committee Evaluations				X								



Governance Committee Timetable													
Area of Responsibility		Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sept	Oct	Nov	Dec
Section 7.6	Reviews and recommends for approval by the Board previous year's Board Remuneration Disclosure				X								
Section 7.6	Reviews and recommends for approval by the Board previous year's Board and Committee Attendance Roster				X								
Section 7.4	Reviews the results of Board evaluation and recommends to the Board any changes to the Board Competency Matrix											X	
Section 7.1	Reviews and recommends for approval by the Board any changes to the Governance Manual (biennially)						X						
Section 7.1	Reviews and recommends for approval by the Board the Terms of Reference for the Board and Committees (biennially)						X						
Section 7.1	Reviews and recommends for approval by the Board the Governance Committee Terms of Reference (biennially)											X	



Governance Committee Timetable													
Area of Responsibility		Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sept	Oct	Nov	Dec
Section 7.1	Reviews and recommends for approval by the Board the Board Education Plan											X	
Section 7.1	Reviews and recommends for approval by the Board the following year's Board and Committee Work Plan											X	
Section 7.3	Reviews and recommends for approval by the Board any recommendations to Board Culture, as a result of Board and Committee Evaluations											X	