

Corporate Governance Committee Terms of Reference

1. Purpose

The purpose of the Corporate Governance Committee (the “Committee”) is to ensure that BC Housing develops and implements an effective approach to corporate governance which enables the business and affairs of the Commission to be carried out, directed and managed with the objective of enhancing value to government and the public.

The Committee will take into account any relevant financial, social and environmental considerations in its planning and decision making.

In order to discharge its responsibilities, the Committee will have unrestricted access to the Commission’s personnel and documents through the Corporate Secretary and will be provided with the resources necessary to carry out its responsibilities, including the authority to engage independent counsel and other advisers as part of this resource requirement.

These Terms of Reference establish the Committee’s governance framework and duties and responsibilities in fulfilling its oversight role.

2. Accountability

The Committee will report its discussions to the Board by distributing the minutes of its meetings and, where appropriate, by oral report at the next meeting of the Board of every major matter considered since the Board’s last meeting.

3. Committee Membership

The Board approves the Terms of Reference for the Committee, including the method for establishing committee membership and composition as well as delegated duties and responsibilities. The Committee Chair is appointed by the Board.

The Committee will be composed of no fewer than three Commissioners.

Those members will be familiar with best practices in corporate governance and have significant prior Board experience.

The Corporate Secretary will provide staff support to the Committee

4. Meetings

A quorum for any meeting of the Committee will be the majority 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 the section “Committee Timetable”.

The Chief Executive Officer and Corporate Secretary may attend all meetings of the Committee, except for in camera sessions.

There will be a Secretary for all Committee meetings.

5. 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.

6. Duties and Responsibilities

In exercising its function the Committee has a number of key responsibilities as set out below. Subject to the powers and duties of the Board, the Committee's duties and responsibilities are as follows:

6.1 Governance Framework

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

- a) annually reviews and recommends revisions to Terms of Reference for the Board and its Committees, the Chair, Chief Executive Officer and any other materials contained in the Board Governance Manual;
- b) ensures appropriate structures and procedures are in place to allow the Board to function independently of management;
- c) reviews and recommends for approval of the Government's Mandate Letter to support the Board and enhance the working relationship between the two parties;
- d) ensures the Board has a good understanding of the entities within Government that participate in the governance of BC Housing;
- e) monitors changes to legislation, government policy and/or strategic direction (including the Mandate Letter) that affect governance or the duties and responsibilities of the Board;
- f) reviews the Commission's approach to corporate governance to ensure that best practices are achieved through approving an annual governance roadmap; and
- g) evaluates the effectiveness of the Committee structure and recommends any needed changes to the Board.

6.2 Meeting preparation and procedure

On an ongoing basis, the Committee reviews and recommends to the Board changes or enhancements to the procedures for meetings.

6.3 Board and Commissioner Evaluation

The Committee is responsible for ensuring that an effective evaluation process for the Board and commissioner is in place. The Committee:

- a) recommends to the Board the annual review process for Board and commissioner evaluation;
- b) assists and supports the annual review process; and
- c) takes steps to ensure that the results are communicated and acted upon in a timely and appropriate manner.

6.4 Board Composition and Succession Planning

The Committee has responsibilities related to Board composition and succession planning, and works collaboratively with the provincial Crown Agencies and Board Resourcing Office (CABRO) in this regard. The Committee:

- a) recommends to the Board a competency matrix reflecting appropriate skills, qualifications, experience and background required of the Board as a whole. The competency matrix is based on BC Housing's strategic opportunities and challenges, and the Board's leadership requirements;

- b) reviews the composition of the Board as a whole and recommends, when necessary, changes to the Board competency matrix;
- c) tracks Commissioners' appointment terms and plans for filling upcoming vacancies. As vacancies arise, the Committee:
 - a. reviews and updates the competency matrix, and compares it to the skills of the continuing commissioners;
 - b. through the Board Chair, identifies gaps that should be filled in new commissioner candidates;
 - c. recommends to the Board whether or not new appointment(s) should be made; and
- d) through the Board Chair, works proactively with the Minister Responsible to ensure an appropriate succession plan for the Board.

6.5 Orientation and Professional Development

In accordance with the Board's Terms of Reference, an orientation session and relevant orientation materials will be provided by the Corporate Secretary to new members of the Committee.

The Committee is responsible for reviewing and recommending an annual plan for Board education and development that will consider findings from the annual Board evaluation process, emerging best practices, trends in corporate governance and BC Housing's strategic direction.

6.6 Communication and Disclosure

The Committee is responsible for ensuring support for the Board's commitment to public communication, transparency and disclosure of BC Housing's governance framework.

The Committee:

- a) ensures the Commission's annual disclosure is consistent with [Best Practices Guidelines – Disclosure Requirements for Governing Boards of British Columbia Public Sector Organizations](#); and
- b) periodically assesses BC Housing's communications to stakeholders and the public with respect to its policies and practices in the area of corporate governance and recommends changes, if any, to the Board.

6.7 Commissioner Compensation

The Committee monitors Commissioner compensation to ensure remuneration is consistent with Treasury Board Directives and other government guidelines and provides input to Government on appropriate commissioner compensation.

6.8 Other Responsibilities

The Committee will take on other corporate governance related responsibilities as assigned to the Committee by the Board or the Chair.

In order to deliver on these responsibilities, the Committee has an established set of activities which are set out in the section "Committee Timetable".

7. Committee Effectiveness

The Governance Committee annually reviews its Terms of Reference to ensure that it continues to meet best practices and the needs of the Board. As part of the annual Board evaluation process, the Committee will assess its performance in carrying out its duties.

8. Committee Timetable

The timetable below outlines the Committee's schedule of activities during the year.

Corporate Governance Committee Timetable					
	Quarter 1 (Apr 1 – Jun 30)	Quarter 2 (Jul 1 – Sept 30)	Quarter 3 (Oct 1 – Dec 31)	Quarter 4 (Jan 1 – Mar 31)	As Required /Ongoing
Review governance website disclosure and ensure that it meets government guidelines				X	
Review and recommend revisions, if required, to terms of reference for the Board and Committees			X		
Review and recommend revisions, if required, to terms of reference for the Chair, Chief Executive Officer and Corporate Secretary	X				
Review process and initiate the annual Board assessment process			X		
Track Commissioner appointment terms and plan for vacancies; also review and update, if necessary, the Board's competency matrix					X
Review and recommend the annual Mandate Letter from government			X		
Review priorities and opportunities for Board education and development for the year ahead				X	
Review the governance manual and Board's overall approach to corporate governance, and identify needed updates/changes through the annual governance roadmap				X	
Review and recommend the Board remuneration report	X				

Corporate Governance Committee Timetable					
	Quarter 1 (Apr 1 – Jun 30)	Quarter 2 (Jul 1 – Sept 30)	Quarter 3 (Oct 1 – Dec 31)	Quarter 4 (Jan 1 – Mar 31)	As Required /Ongoing
Monitor changes to legislation, policy or strategic direction that affect governance duties and responsibilities of the Board					X
Review and make recommendations on meeting procedures and preparation					X
Ensure appropriate structures and procedures are in place to allow the Board to function independently of management					X
Review the Board self assessment report				X	
Review the PRHC letter of direction	X				