



POLICY

POLICY	Council Terms of Reference, CG-3
NUMBER OF POLICY	CO-20-67
DATE OF POLICY	June 19, 2020 (updated February 5, 2021 to reflect PGA)
APPROVED BY	Council

A. OVERVIEW

The Council's role is to oversee the management and affairs of Engineers and Geoscientists BC and to take reasonable steps to ensure that EGBC achieves its legislated mandate as defined in the Professional Governance Act (Act). The Council delegates responsibility for the day-to-day operations of Engineers and Geoscientists BC to the CEO and Registrar.

B. ACCOUNTABILITY

The Council is accountable to the public through the Ministry of the Attorney General, under the Office of the Superintendent of Professional Governance (Office of Superintendent).

C. RESPONSIBILITIES

In carrying out the duties of the Council, members of Council will act in accordance with all relevant powers, and responsibilities set out in the Act, regulations, Engineers and Geoscientists BC's bylaws and policies. In addition, the Council will act in accordance with the Office of the Superintendent's standards and directives. These terms of reference set out the Council's approach and responsibilities in key areas.

STRATEGY

Engineers and Geoscientists BC's senior leadership is responsible for the development of a strategic plan and supporting capital plans and budgets, which the Council assesses and ultimately approves.

The Council is responsible for:

- a) Reviewing and approving Engineers and Geoscientists BC's mission, vision and values;
- b) Reviewing and approving Engineers and Geoscientists BC's strategic plan;

- c) Monitoring the performance and implementation of Engineers and Geoscientists BC's strategic plan, and ensuring overall alignment of Engineers and Geoscientists BC's capital plans and budget;
- d) Taking reasonable steps to ensure the implementation and integrity of Engineers and Geoscientists BC's performance metrics (including areas such as strategy, risk and HR) against which the strategic plan can be measured.

REGULATORY

The Council is responsible for ensuring Engineers and Geoscientists BC discharges its duties and responsibilities to safeguard and uphold the public interest in the practice of the professions of engineering and geoscience in BC.

The Council is responsible for:

- a) Reviewing Engineers and Geoscientists BC's regulatory requirements and ensuring management has appropriate processes to discharge Engineers and Geoscientists BC's responsibilities; and
- b) Ensuring Engineers and Geoscientists BC reports annually (before April 1) to the Office of the Superintendent on the general operations of Engineers and Geoscientists BC for the preceding year.

CAPITAL PLANS AND BUDGETS

The Council is responsible for:

- a) Approving Engineers and Geoscientists BC's annual budgets;
- b) Approving Engineers and Geoscientists BC's capital plans and budgets required to support the strategic plan;
- c) Monitoring the performance and implementation of the strategic and capital plans and budgets; and
- d) Taking reasonable steps to ensure the implementation and integrity of Engineers and Geoscientists BC's performance metrics against which the capital plans and budgets can be measured.

FINANCIAL INFORMATION AND SYSTEMS

The Council is responsible for:

- a) Taking reasonable steps to ensure that senior management has established and is applying appropriate audit, accounting and financial reporting principles;
- b) Reviewing and approving the annual audited financial statements and ensuring financial results are reported fairly and in accordance with generally accepted accounting standards;
- c) Liaising with Engineers and Geoscientists BC's external auditor as required; and
- d) Appointing Engineers and Geoscientists BC's external auditor.

MONITORING AND REPORTING

The Council is responsible for:

- a) Directing management to develop, implement and maintain a reporting system that accurately measures Engineers and Geoscientists BC's performance set out in its strategic plan;
- b) Monitoring Engineers and Geoscientists BC's financial and strategic results;
- c) Ensuring Engineers and Geoscientists BC reports to the public annually on Engineers and Geoscientists BC's financial results; and
- d) Ensuring Engineers and Geoscientists BC reports to the public in a timely manner on any developments outside of the ordinary course of business that has a material effect on Engineers and Geoscientists BC.

LEADERSHIP AND HUMAN RESOURCES

The Council is responsible for:

- a) Appointing and replacing the CEO and Registrar;
- b) Setting performance goals and objectives for the CEO and Registrar and monitoring and evaluating their performance on an annual basis;
- c) Ensuring there is a succession plan for the CEO and Registrar, including plans to deal with a planned or emergency departure of the CEO and Registrar;
- d) Ensuring there is an approved budget and professional development plan for the CEO and Registrar in place;
- e) Ensuring that Engineers and Geoscientists BC's human resources strategies provide for the development of key personnel consistent with the future leadership needs of Engineers and Geoscientists BC;
- f) Providing advice, counsel and support, as necessary, to the CEO and Registrar in the execution of their duties; and
- g) Approve Engineers and Geoscientists BC's employee compensation philosophy in accordance with policy.

RISK MANAGEMENT

The Council is responsible for:

- a) Reviewing and approving Engineers and Geoscientists BC's risk appetite statement;
- b) Understanding Engineers and Geoscientists BC's process to identify its strategic, financial, operational, compliance and reputational risks;
- c) With the advice of the CEO and Registrar, understanding Engineers and Geoscientists BC's key risks and monitoring performance against Engineers and Geoscientists BC's risk appetite; and
- d) Taking reasonable steps to ensure, through regular reviews and assessments, that management has established appropriate systems and processes to identify and manage these risks and that these systems and processes are effective.

CODE OF CONDUCT AND CONFLICTS OF INTEREST

The Council is responsible for:

- a) Developing, and updating from time to time as required, a Code of Conduct for all members of Council and monitoring compliance therewith;
- b) Ensuring development and the ongoing adherence to a Code of Conduct for Engineers and Geoscientists BC's employees, contractors and volunteers and ensuring mechanisms are in place to monitor compliance therewith;
- c) Developing a process to understand, identify, declare and resolve Councillor conflicts of interest; and
- d) Obtaining reasonable assurance that Engineers and Geoscientists BC operates at all times within applicable laws and regulations, and to the highest ethical and moral standards.

COMMUNICATIONS

The Council is responsible for:

- a) Ensuring Engineers and Geoscientists BC has in place guidelines to enable management and the Council to communicate effectively with the Office of Superintendent, stakeholders and the public generally; and
- b) Ensuring timely reporting to the Office of Superintendent and any relevant stakeholders of any other developments that have a material effect on Engineers and Geoscientists BC's ability to deliver on its legislated mandate.

BOARD EFFECTIVENESS

The Council is responsible for:

- a) Regularly reviewing and updating the Council's governance and other policies;
- b) Ensuring that all members of Council receive a comprehensive orientation and there is a professional development program in place; and
- c) Examining the effectiveness of the Council, its Sub-Committees¹ and Committee Chairs.

DELEGATION

To enable the Council to carry out its objectives, authority will be delegated to Committees appointed by the Council (as required), as appropriate from time to time. The Council will establish terms of reference for each Committee that sets out the powers and duties that are delegated to the Committee. The Committee remains accountable to the Council.

¹ Audit, Governance and Executive Sub-Committees.

D. GENERAL RESPONSIBILITIES

The Council is responsible for ensuring legal requirements have been met, and documents and records have been properly prepared, approved and maintained. All members of Council are under a fiduciary duty to Engineers and Geoscientists BC to carry out the duties of their office to act:

- honestly and in good faith;
- in the best interests of Engineers and Geoscientists BC; and
- with the care, diligence and skill of a reasonably prudent person.

REVIEW DATES

Replaced *Council Job Description, CG-3*: June 19, 2020 (CO-20-67)