

# BOARD MEMBER'S ROLE AND RESPONSIBILITIES

## OVERVIEW

Board members of Engineers and Geoscientists BC work together to govern the organization, playing an essential role in ensuring the organization fulfills its mandate and lives its values. Individually and collectively, Board members contribute to Engineers and Geoscientists BC at the highest level, and in so doing make an important contribution to the protection of the public and the integrity of the professions of engineering and geoscience in BC.

Along with the Chair and Vice Chair, Board members are responsible for ensuring the Board fulfills its responsibilities under the Board Terms of Reference. The Board's success in this regard depends on everyone's commitment and contributions.

The Board is composed of 12 Board members, 8 of whom are elected by registrants (Elected Board members) and 4 of whom are appointed by government (Appointed Board members). The immediate Past Chair is a non-voting member of the Board.

Appointed Board members combine broad business and commercial experience with independent and objective judgment, and they provide independent perspective that complements and sometimes challenges that of the Elected Board members and the senior leadership team. The balance between Elected and Appointed Board members enables the Board to provide clear and effective leadership across Engineers and Geoscientists BC activities.

All Board members should be committed to the organization's vision and mission and possess the following personal characteristics:

- **Alignment with Values.** An unwavering commitment to and demonstration of Engineers and Geoscientists BC's values
- **Mature Leadership.** Experience-driven perspective, self-aware and able to assess personal strengths and weaknesses and manage them successfully
- **Strategic Thinking.** The ability to be a forward-thinker, challenge conventional thinking and generate and apply unique insights to challenges and opportunities
- **Good Communicator and Influencer.** Expresses thoughts and ideas clearly and with respect for the views of others and listens actively. Has credibility with management, other Board members and the registrants at large
  - **Integrity and Accountability.** Demonstrates a high degree of integrity and commitment to delivering the organization's public interest mandate. Willing to act on and remain accountable for decisions made
  - **Fiduciary Duty.** Strong understanding of fiduciary responsibility to the long-term sustainability of Engineers and Geoscientists BC
  - **Independence of Mind.** Unfettered from speaking their mind honestly on all issues

- **Active Participant.** Comes to meetings fully prepared and listens and speaks up
- **Team Player.** Committed to the role of the Board as a whole, works to resolve issues, treats others in a respectful and supportive manner, is flexible in arriving at solutions

## ACCOUNTABILITY

Individual Board members are accountable to the Board, as a whole.

## TERM

Registrant Board members are elected for a three-year term and may be re-elected up to a maximum of six years.

In case of the Appointed Board members, the government may set a term that is less than three years. In any event, Appointed Board members may not serve more than six consecutive years.

## KEY EXPECTATIONS AND RESPONSIBILITIES

The role and responsibilities of the Board as a whole are set out in the Board Terms of Reference. This Position Description and Role Profile sets out expectations and responsibilities of individual Board members.

### STANDARDS OF CONDUCT

In discharging their responsibilities, each Board member is required to:

- act honestly and in good faith with a view to the best interests of the organization that is Engineers and Geoscientists BC
- exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances

In keeping with these responsibilities, a Board member should:

- act in the best interests of Engineers and Geoscientists BC and not in their self-interest, nor in the interest of a particular entity or group
- commit to the protection of the public interest within the mandate of Engineers and Geoscientists BC
- comply with the Professional Governance Act (PGA), Regulations, Engineers and Geoscientists BC bylaws and applicable policies, including the Board Code of Conduct
- make full and timely disclosure of any actual, potential or apparent conflicts of interest in accordance with procedures set out in the Board Code of Conduct

- keep confidential information, including all information associated with in camera meetings, confidential until the Board decides that the information may be disclosed

## **BOARD ACTIVITY**

Each Board member is expected to:

- Be prepared and well-informed on relevant issues (through pre-read materials or otherwise)
- Contribute their own experience, wisdom, judgment on issues
- Interact with fellow Board members and management in a respectful and constructive manner
- Express independent opinions in a clear and respectful manner
- Express points of view for the Board's consideration even if they may seem contrary to other opinions previously expressed
- Listen to, and exercise tolerance for, others' perspectives
- Be adaptable, flexible and open-minded in the consideration and implementation of change
- Analyze issues from many perspectives, considering the impact of decisions on the organization's key stakeholders
- Participate in the performance evaluation of the Board
- Participate in the evaluation of the CEO, as required
- Whenever possible, advise the Chair and CEO in advance of introducing significant and previously unknown information
- Understand the difference between governing and managing, focusing inquiries on issues related to strategy, policy, implementation and results rather than issues relating to the day to day management
- Devote the necessary time and attention to be able to make informed decisions on issues that come before the Board
- Represent the organization professionally when attending Engineers and Geoscientists BC related events
- Serve on Board Sub-committees as required
- Once Board decisions are made, support those decisions in a positive manner
- In carrying out their responsibilities, each Board member is expected to be actively engaged in and add value to the Board's work

## **ATTENDANCE**

Board members are expected to maintain an excellent Board meeting attendance record. Board members are expected to attend Board meetings, Board forums, the Annual General Meeting and Board Sub-Committee meetings of which they are a member.

Board members are expected to attend Board meetings, Board forums and the Annual General Meeting in person. In-person attendance is generally preferred for Board Sub-Committee meetings but Board members may attend these meetings by conference telephone or other communications facilities (not limited to videoconferencing) by means of which all Board members participating in the meeting can hear one another and agree, in advance, to such participation.

## **RELATIONSHIP WITH MANAGEMENT**

Each Board member should be available as a resource to the CEO and other members of the senior leadership team as reasonably requested by the CEO.

Board members may direct questions or concerns on Engineers and Geoscientists BC's performance to the CEO through the Board or Board Sub-Committee meetings or the Chair.

Board members must respect the position of the CEO and the organizational structure of management. A Board member has no authority from their position as Board member to direct any staff member. Requests for information from the senior leadership team should be directed through the Chair or the CEO.

## **INFORMATION REQUIREMENTS**

Board members must devote the necessary time and attention to be able to make informed decisions on issues that come before the Board. While management will provide Board members with all of the information management thinks Board members need in order to discharge their responsibilities, Board members have a responsibility to ask for all information they believe necessary to make an informed decision.

Board members are expected to be knowledgeable about the organization's mandate, goals, objectives, and operations. Board members must also maintain an understanding of the industry and environment within which Engineers and Geoscientists BC operates.

## **COMMUNICATIONS**

The CEO is the primary spokesperson for Engineers and Geoscientists BC and the Chair is the primary spokesperson for the Board. The Board speaks with one voice and no Board member should speak on behalf of the Board without the explicit authority of the Chair.

## **ORIENTATION AND PROFESSIONAL DEVELOPMENT**

Board members are expected to participate in the Board member orientation program and ongoing professional development (for the Board or for an individual Board member).

## OTHER

Each Board member can further their contribution by:

- keeping abreast of industry-related matters and good governance trends
- participating in special projects

### **REMUNERATION AND MEETING EXPENSES**

Engineers and Geoscientists BC aspires to attract qualified individuals and recognizes the considerable time and energy necessary by Board members in order to fulfill their obligation to oversee the organization and serve the public. Remuneration is an important component in recognizing the significant time commitment.

Elected Board members and Appointed Board members are remunerated for their services as set out by Board's Remuneration Policy.

Board members are entitled to reimbursement for expenses reasonably incurred resulting from their participation on the Board and certain Committees, pursuant to Engineers and Geoscientists BC's Expense Reimbursement Policy.

## ATTRIBUTES/EXPERIENCE/SKILLS

The optimal Board composition for Engineers and Geoscientists BC involves consideration of the following four broad categories of attributes.

### **BASIC ATTRIBUTES**

The basic attributes required of Board members are set out in Section A (*Overview*) of this Position Description and Role Profile in addition to the following:

- Works to understand the needs and requirements of the public in relation to Engineers and Geoscientists BC
- Continued commitment to diversity and inclusion throughout Engineers and Geoscientists BC
- Sufficient time and commitment to fulfill the role

### **SPECIFIC SKILLS AND EXPERIENCE**

The Board should possess a combination of skills and experience relevant to the organization's strategic goals and the Board's oversight responsibilities. Board members should have:

- Volunteer experience with Engineers and Geoscientists BC or at a similar sized organization
- Relevant skills and experience as listed in the merit-based candidate selection framework

## BOARD AND COMMITTEE LEADERSHIP

In order for the Board to be effective, it is important that it include some Board members who have the necessary skills, experience and desire to fill the key leadership positions of Chair, Vice Chair and Board Sub-Committee Chairs.

### **DIVERSITY**

Within the context of the required Board skills, consideration is given to creating a Board that gives the Board a balance of perspectives. Diversity in this context includes diversity of backgrounds, perspectives, problem-solving approaches, expertise, amongst others.

The Nomination Committee strives to nominate a diverse slate of candidates to ensure that the Board is diverse and reflective of the organization's registrant base. For the purposes of Board composition and nominated candidates, diversity includes designation, discipline, region, gender and ethnicity, including underrepresented groups.

### **TIME COMMITMENT**

Board members should expect to spend an average of 100 hours per year on Board work for mandatory Board activities, plus preparation time (approximately 50 hours per year). Board meetings and Board Sub-committee meetings are held in the Lower Mainland and travel time to attend meetings should be considered. Board members are also encouraged to participate in other Board activities and may do so based on their availability.