



BOARD REMUNERATION POLICY

POLICY	Board Remuneration Policy
NUMBER OF POLICY	CO-26-98
DATE OF POLICY	Updated September 18, 2026
APPROVED BY	The Board

POLICY STATEMENT

The Board of Engineers and Geoscientists BC works 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, both directly elected and those appointed by government, 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 British Columbia.

Engineers and Geoscientists BC aspires to attract highly 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. Each year, Board members are required to attend scheduled Board meetings, strategy sessions, strategic planning sessions, Board education and training, orientation sessions and the Annual General Meeting. In addition, each Board member is required to serve on at least one Board Sub-Committee. Board members are required to travel as necessary and to prepare thoroughly for each meeting.

Remuneration is an important component in recognizing the significant time commitment of Board members. Remuneration differs from a salary in that Board members are not *employed* by Engineers and Geoscientists BC, but rather are elected or appointed to the Board. Recognizing that the Board's role and contributions to the mandate of Engineers and Geoscientists BC have evolved and continue to do so, remuneration is intended to support effective governance while preserving the spirit of service, stewardship, and public interest responsibility.

PURPOSE

This Policy details how Board members (including the Board Chair) are compensated for their contributions to Engineers and Geoscientists BC.

APPLICATION AND SCOPE

REMUNERATION PHILOSOPHY

Serving on the Board reflects a strong commitment to responsibility, stewardship, and public trust. A fair and transparent remuneration policy recognizes the time, preparation, accountability, judgement, and specialized skills and experience that Board members contribute to the organization.

Engineers and Geoscientists BC provides remuneration to its Board members in order to:

1. Affirm the Board member's responsibilities and the professional nature of the work that Board members are expected to perform.
2. Attract and retain highly qualified individuals to serve as Board members from across all of British Columbia.
3. Partially compensate Board members for their time and lost opportunity costs and be seen as "value received" for value given.
4. Recognize the different levels of time and responsibility associated with the various governance leadership and Board member roles.
5. Recognize an element of public service.
6. Reflect that regardless of how Board members come to sit on the Board, their role and responsibilities are the same and remuneration should be consistent to Board members performing similar roles.

SCOPE

This Policy applies to all Board members.

REMUNERATION FRAMEWORK

Board Chair:

1. The Board Chair is entitled to a flat-fee annual retainer in the amount fixed by Schedule 1 of this Policy. This compensates the Chair for all activities associated with the Board Chair role, including preparing for and participating in Board and Sub-Committee meetings, meetings with external parties (e.g., Engineers Canada, Geoscientists Canada, other regulators, etc.), participating in approved governance education and development, managing Board issues, and meetings with the CEO. This retainer is also intended to compensate the Board Chair for travel associated with this role, including travel outside of British Columbia and overnight stays.
2. While the Board Chair is paid a flat fee for their contribution, their workloads are expected to vary considerably depending on their level of involvement, Sub-Committee memberships, Board role and other factors.
3. Except in extraordinary circumstances approved by the Board, the Board Chair does not receive meeting fees or a travel stipend. These circumstances should be assessed on a case-by-case basis when demands on the Board Chair materially exceed the normal variability of workload contemplated by the all-inclusive retainer. Extraordinary circumstances may include travel that falls outside the normal expectations for the Board Chair

Annual Retainer:

1. All Board members are entitled to a flat-fee annual retainer in the amount fixed by Schedule 1 of this Policy. The retainer is intended to recognize all governance contributions that are not directly captured by meeting fees.
2. Pursuant to Schedule 1 of this Policy, the annual retainer amount to which each Board member is entitled is based on the role they serve.¹ No Board member will be entitled to more than one annual retainer, even if serving in multiple leadership positions simultaneously.

Meeting Fees:

1. All Board members, except the Board Chair, are entitled to meeting fees for eligible activities set out in Appendix A, in the amounts fixed by Schedule 1 of this Policy.
2. In extraordinary circumstances and only with the approval of the Board Chair or the CEO, Board members may be paid meeting fees for activities not listed as eligible in Appendix A. Board members should seek approval for extraordinary meeting fees in advance of the activity occurring, where possible.
3. Incoming or former Board members who, in that capacity, are invited to participate in pre-scheduled Board-related activities that occur before or after the end of their term may be eligible for remuneration, with prior approval from the Board Chair or the CEO.
4. The Board Chair or the Sub-Committee Chair, as the case may be, will have discretion to determine that no meeting fee be payable in relation to a short meeting. In making their determination, the respective chairs will consider the amount of preparation required and the length of the meeting.

Travel Stipend:

5. All Board members, except the Board Chair, are entitled to a travel stipend in circumstances where traveling on the same day that governance activities are conducted is impractical, in the amount fixed by Schedule 1 of this Policy. The travel stipend will typically apply where a Board member is reasonably required to travel on the day before or after the governance activities occur.
6. The travel stipend recognizes that distance, travel schedules, and travel availability can all pose challenges for Board members who do not live or work near where governance activities occur. By compensating the additional time commitments associated with such travel, the travel stipend is intended to support equitable participation from Board members across the province.
7. Eligibility for the travel stipend may be determined by the Board Chair or the CEO. The travel stipend is intended to be applied reasonably and in good faith. No more than one travel stipend should be provided per calendar day. The total number of eligible travel stipends will be determined based on the number of days on which a Board member is reasonably required to travel and no governance activities occur.
8. The travel stipend is separate from, and in addition to, reimbursement of actual travel-related and accommodation expenses, which are addressed by Engineers and Geoscientists BC's

¹ The Immediate Past Board Chair (IPBC) normally serves as Chair of the Nomination Committee. In circumstances where the IPBC is unable to serve as Chair, this retainer applies to the individual serving as Chair of the Nomination Committee. The IPBC would then be entitled to the retainer applicable to all other Board members.

Expense Reimbursement Policy. That Policy entitles all Board members to reimbursement for expenses reasonably incurred resulting from their participation on the Board.

Annual Rate Adjustments:

1. All remuneration amounts described above will increase by 2% annually, in the amounts fixed by Schedule 1 of this Policy, until amended otherwise by the Board.

SETTING AND REVIEWING REMUNERATION

The Board is authorized to set their own remuneration. The Board appreciates that there is an inherent conflict in setting compensation amounts that they will ultimately benefit from. To manage this conflict, the Board has established a comprehensive process to ensure that a clear, fair, reasonable, transparent, and easily administered process is in place.

The Board will review its compensation every three years, or earlier if there is a material change to the complexity of the current role profile. As part of the review, the Board may consider whether the:

1. Policy remains aligned with the Board's values around the design of the remuneration scheme.
2. Remuneration philosophy continues to serve Engineers and Geoscientists BC.

With support from the Director, Corporate Governance & Strategy, the Governance Sub-Committee reviews this policy, as guided by the remuneration philosophy and guiding principles (as set out in Appendix B), as part of the budget cycle of the review year, and provides its recommendations to the Board for approval as part of the operating budget approval process. The Governance Sub-Committee may consider additional questions related to Board member remuneration, as determined by the Board.

To support the review, the Director, Corporate Governance & Strategy may assist the Governance Sub-Committee by:

1. Identifying and recommending an appropriate list of Comparable Organizations (as defined in Appendix B);
2. Reviewing the current remuneration scheme in light of any shifts in remuneration with Comparable Organizations or Treasury Board Directives and/or any changes to the role profile and providing analysis on the suitability of the quantum against the guiding principles;
3. Making recommendations regarding changes to the level of remuneration payable to Board members in consideration of operating budgets and financial constraints;
4. Informing and supporting the review as otherwise requested.

The Governance Sub-Committee may make recommendations, providing for remuneration for Board members participating in different capacities within the Board, including, without limitation, as the Board Chair, as chair of a committee of Board members, and in different situations relating to the work of the Board. To inform and support the Governance Sub-Committee's review, the Governance Sub-Committee may seek independent advice, or take such other steps as it determines appropriate.

PAYMENT OF REMUNERATION

Annual retainers, meeting fees and travel stipends are payable in accordance with the procedures set out in Appendix C. Any questions or issues regarding remuneration and expenses will be referred to the CEO for resolution.

CROSS REFERENCE

The following related policies may be referred to for more information:

- CO-18-85 Expense Reimbursement

REVISION AND APPROVAL LOG

September 9, 2022 – Approved by Council (CO-22-91)

February 17, 2023 – Revisions approved by Board (CO-23-30)

April 19, 2024 – Revisions approved by Board (CO-24-49)

September 18, 2026 – Revisions approved by Board (CO-26-98)

SCHEDULE 1

Remuneration Rates By Board Year

The following table outlines the remuneration rates which will apply for each Board year, incorporating an annual rate adjustment of 2% to all remuneration components²:

	2026/27	2027/28	2028/29
Retainer (Chair)	\$38,500	\$39,270	\$40,055
Retainer (Sub-Committee Chairs and Nomination Committee Chair)	\$9,500	\$9,690	\$9,884
Retainer (All Other Board Members)	\$4,000	\$4,080	\$4,162
Meeting Fees³	\$300/meeting <4 hour \$600/meeting >4 hours	\$306/meeting <4 hours \$612/meeting >4 hours	\$312/meeting <4 hours \$624/meeting >4 hours
Travel Stipend	\$300/eligible day	\$306/eligible day	\$312/eligible day

² “Board year” refers to the period commencing on the date of the inaugural meeting of the Board and ending at the conclusion of the next Annual General Meeting.

³ Meeting fees are intended to recognize both attendance at the meeting and the preparation time required to participate effectively.

APPENDIX A

Appendix A: Remuneration Eligibility By Event

Remuneration is intended to partially compensate and recognize the time, preparation, accountability, skills, and experience that Board members contribute to the organization.

Meeting fees are intended to recognize participation in eligible governance activities. In general, meetings where the Board's decision or direction is being sought are eligible for meeting fees, whereas meetings where the Board is only being informed or asked to provide input would be considered non-eligible activities covered by the retainer.

The following table outlines the activities for which a meeting fee may be claimed by a Board member:

Activities Eligible for Meeting Fees
Scheduled Board Meetings
Sub-Committee and Nomination Committee meetings
Board strategy sessions and strategic planning sessions
Annual General Meeting and Annual Conference where attendance is formally expected
Meetings designated by the Board Chair or CEO as required governance work <i>E.g. Special meetings of the Board where the Board's decision or direction is being sought, such as ad-hoc emergency meetings to address an urgent issue, with expectation of full attendance where possible.</i>
Board member orientation <i>E.g. Onboarding sessions for new board members.</i>
Approved Board education <i>E.g. Professional development programming such as training offered by the Institute of Corporate Directors.</i> <i>Note: Meeting fees for approved Board education are payable only to Board members receiving the standard Board member retainer. The Board Chair, Sub-Committee Chairs, and Nomination Committee Chair are not eligible to receive meeting fees for approved Board education.</i>
Government relations activities where attendance is formally requested <i>E.g. Legislature Day</i>

Not all Board-related activities are eligible for meeting fees. However, Board service is an ongoing responsibility. The annual retainer recognizes the broader duties Board members carry beyond

formal Board and committee meetings, including accountability, stewardship, and oversight in support of effective governance. Activities typically covered by the retainer include:

- Informal touch-base or check-in meetings (*e.g. periodic check-ins with the Board Chair or CEO; Sub-Committee agenda reviews between the Sub-Committee Chairs and staff*)
- Optional information sessions or presentations (*e.g. meetings where the Board is being informed on a subject or asked to provide input only*)
- Relationship-building or networking (*e.g. Board dinners or socials, receptions, community events, optional meetings or socials with external partners or government representatives, or other activities intended primarily to build relationships rather than support Board decision-making*)
- Volunteer recruitment or outreach events (*e.g. annual volunteer recruitment event*)
- Incidental communications between Board members and/or staff
- Induction ceremonies
- Electronic Consent resolutions
- Brief ad hoc calls or discussions (*e.g. occasional short calls or meetings with staff and/or other Board members to discuss a specific issue*)
- Meetings with consultants to support effective governance (*e.g. as part of the annual Board evaluation or CEO performance review*)
- Subject matter expertise in Board members' professional capacity (*e.g. occasionally contributing professional expertise at the request of other Board members and/or staff, outside of formal governance activities*)
- Nomination Committee activities, excluding scheduled Committee meetings (*e.g. information sessions with potential applicants, time spent reviewing applications, or interviews with short-listed candidates*)

For clarity, this Policy specifically addresses whether and how certain activities are eligible for remuneration. Board members' obligations to participate in specific activities (i.e. whether a given activity is mandatory or optional) are not determined by remuneration eligibility.

APPENDIX B

Appendix B: Guiding Principles

These guiding principles help Engineers and Geoscientists BC to ensure that its decision-making regarding Board member remuneration is made thoughtfully and holistically.

Guiding Principle(s)	Definition
Attracting Board members	Remuneration is provided to attract candidates from across all areas of British Columbia who will bring the required/desired skills and experience to the Board.
Public Service	Remuneration amounts takes into account the public service nature of the Board member role.
Reasonable	Remuneration is provided at rates that are comparable to similar organizations within the same industry, or with organizations of similar size and complexity ('Comparable Organizations'). The rates set out in the BC Treasury Board Directive 2/24 Remuneration Guidelines for Appointees to Ministry and Crown Agency Boards, as well as independent expert advice, may also be taken into consideration as part of a review.
Recognition	Remuneration is set to recognize aspects of the Board members' contribution or role. To varying degrees, it can recognize the value Board members bring to the organization, the opportunity costs associated with serving on the Board, the extensive nature and responsibilities of their role, or the time that they give. Remuneration should also recognize that the nature of governance and the expectations placed on Board members continue to evolve, including through greater oversight responsibilities and liabilities, the complexity of decision-making, regulatory accountability, and public scrutiny.

APPENDIX C

Appendix C: Payment of Remuneration

1. The annual retainer is paid quarterly in arrears.
2. In respect of meeting fees, staff support for the Board and Sub-Committees will be responsible for tracking meeting attendance.
3. In respect of travel stipends, staff support for the Board and Sub-Committees will be responsible for tracking and will grant payment once approved by the Board Chair or the CEO.
4. On a quarterly basis, staff support will submit a payment form to Finance for the annual retainer, meeting fees and travel stipends on behalf of the Board member. A detailed breakdown of how each payment was calculated will be emailed to each Board member quarterly.
5. Payments will be made by Electronic Fund Transfer (EFT) and a notice of remittance will be provided by email to each Board member at time of payment.
6. The Canada Revenue Agency regulations state that all honoraria payments are considered taxable under the Income Tax Act of Canada and are subject to a T4A slip being issued at each calendar year-end if the total of all payments is more than \$500. As a result, Board members receiving remuneration payments that exceed \$500 in a given calendar year will be issued a T4A for the payment(s) and will be asked to provide their SIN number, and banking information, i.e., a copy of a void cheque or a Bank Direct Deposit Form, to Engineers and Geoscientists BC.