



POLICY

POLICY	Position Descriptions and Role Profiles for President, Vice President and Councillors, CG-4
NUMBER OF POLICY	CO-20-67
DATE OF POLICY	June 19, 2020
APPROVED BY	Council

PRESIDENT’S ROLE AND RESPONSIBILITIES

OVERVIEW

As the leader of the Council, the President of Engineers and Geoscientists BC (EGBC) plays an essential role in safeguarding the public and ensuring the integrity of the professions of engineering and geoscience in BC. This role is a unique opportunity to make a difference, leading the Council as it governs the work of EGBC at the highest level, playing an essential role in ensuring EGBC fulfills its mandate and lives its values.

The President provides leadership in managing the Council’s work and represents Council on communications with the Council, CEO and Registrar and other stakeholders.

The role of President is distinct and separate from that of the CEO and Registrar and there is a clear division of responsibilities with the President leading the Council and the CEO and Registrar leading and managing the organization day to day.

The President should have leadership experience; a commitment to good governance; strong interpersonal and communications skills; and the time and energy to commit to the role. Specific leadership competencies and attributes that are important to this role are set out below.

Tone at the Top: The President should set the right “tone at the top” through ethics, transparency, and adherence to high governance standards in keeping with EGBC’s mission and values. An element of humility and authenticity is important.

Solid Business Experience: The President should bring Council leadership experience including, a degree of financial literacy, knowledge of the profession, together with analytical thinking, strategic perspective and mature business judgment. The President, and the Council as a whole, should have credibility with the profession and broader stakeholder groups.

Governance Leader: The President should be an experienced leader who takes governance seriously, promotes the highest standards of corporate governance and continues the tone at the

top in respect of a thoughtful and sound approach to governance. The President should have an understanding of EGBC's business model and its context. The President should also be able to establish and maintain an excellent working relationship with the CEO and Registrar and management.

Long-Term, Strategic Perspective: In providing leadership to the Council, the President should exhibit the following:

- Function at a strategic level and help the Council and management focus on key problem and opportunity areas that will foster EGBC's long term success;
- See the "big picture" in complex situations and help the Council make decisions in situations of uncertainty; and
- Bring a long-term view of success consistent with the EGBC's values and strategic priorities.

Communication and Relationships: The President must have excellent interpersonal and communications skills and be able to establish and maintain an excellent working relationship with Councillors, the CEO and Registrar, management, and all stakeholders, including government, registrants and the public.

Time, Energy and Commitment: It takes time, energy and commitment to carry out the expectations of good governance as EGBC's President. The President must be passionate about EGBC, committed to the role of President and have the time, energy and flexibility to do all that is required and expected.

ACCOUNTABILITY

The President is accountable to the Council.

TERM

The President serves a one-year term voted on annually by the registrants. Immediately after that term, the President will serve as immediate Past President for a one-year term.

KEY RESPONSIBILITIES

In addition to the key expectations and responsibilities outlined in the Councillor Position Description and Role Profile, the President has additional oversight roles and responsibilities relating to the functioning of the Council. The fundamental responsibility of the President is to manage the effective performance of the Council and to provide leadership to the Council in fulfilling its mandate. Within this context, specific responsibilities include:

COUNCIL DYNAMICS AND FUNCTIONING

- Build consensus and develop teamwork within the Council
- Set the tone at the top to promote constructive dialogue and engagement by all Councillors
- Facilitate Council deliberations in a way that promotes robust questioning and the candid expression of each Councillor's opinion in a respectful and collegial spirit

- Provide leadership to the Council in fulfilling its governance responsibilities as set out in the Council Terms of Reference
- Foster ethical and responsible decision making by the Council and Councillors
- Encourage all Councillors to participate and contribute to the Council's deliberations
- In addition to managing the performance of Council, manage the performance of individual councillors, including intervention and feedback as required
- Ensure that the development needs of Councillors are identified and, with the Director, Corporate Governance and Strategy having a key role, that these needs are met
- Make themselves available to individual Councillors for questions, counsel and discussions relating to EGBC
- Maintain an appropriate boundary and clarity between the Council and senior leadership responsibilities

KEY COUNCIL PROCESSES

- Ensure the Council is appropriately engaged in key business issues to discharge the Council's legal responsibilities, and to provide advice and leadership to EGBC (e.g., strategy, risk management, corporate performance, CEO and Registrar evaluation and succession, organizational culture, major decisions)
- Keep the Council up to date on all significant developments at EGBC, both at and between meetings
- Entitled to vote only in the case of an equality of votes; in the event of an equality of votes, the President has the casting vote¹
- Have a working knowledge of the Council's Governance Policies
- Meet regularly with the Vice President to discuss respective roles and progress in furthering the work of the Council (in the absence of the President, the Vice President will perform the responsibilities of the President)
- Act as Chair of the Executive Committee

MEETINGS

- Chair Council meetings and ensure that Council responsibilities are effectively carried out
- Ensure productive meetings, including:
 - in concert with the CEO and Registrar, review the Council meeting agendas
 - review pre-meeting information packages for completeness, with the goal of providing Councillors with sufficient background information to enable them to prepare for the meeting
 - conduct Council meetings in an efficient, effective and focused manner and ensure adequate time to consider complex issues
- Oversee issues raised with respect to conflicts of interest
- Liaise with the CEO and Registrar as necessary with respect to the implementation of Council decisions

¹ By virtue of Bylaw, 2

RELATIONSHIP WITH THE CEO AND REGISTRAR AND MANAGEMENT

- Establish a close relationship of trust with the CEO and Registrar; providing support and advice while maintaining independence and respecting executive responsibility
- Act as the principal liaison between the Council and CEO and Registrar
- Liaise with the CEO and Registrar with respect to the CEO and Registrar's annual goals and lead the CEO and Registrar evaluation and succession planning processes
- Manage the boundaries between Council and management responsibilities, ensuring that the Council is engaged at the right level
- Promote effective relationships and open communication between the Council and the senior leadership team
- Ensure adequate meeting preparation (agenda, topics, information, presentations)

REPRESENT THE COUNCIL EXTERNALLY

- Chair annual general meetings
- In collaboration with the CEO and Registrar, engage with registrants at large and stakeholders on behalf of the Council to understand their issues and concerns and promote the effective operation of EGBC's activities
- Promote Council's understanding of the views of the registrants through regular reporting to the registrants at large
- Receive concerns addressed to the Council from stakeholders and consult with management to determine appropriate responses
- In collaboration with the CEO and Registrar, speak on behalf of the Council at official functions and represent the Council at meetings

OTHER

- Take such steps as are reasonably required to ensure that the Council fulfils its mandate and perform such other duties and responsibilities as may be delegated to the President from time to time
- Lead special projects and initiatives as assigned by the Council, such as policy development or implementation

ATTRIBUTES/EXPERIENCE/SKILLS

BASIC ATTRIBUTES

In addition to the attributes required as a Councillor and those set out in Section A (*Overview*) of this Position Description and Role Profile, the President should:

- Commit to the protection of the public interest within the mandate of EGBC
- Have a high level of credibility with fellow Councillors, the CEO and Registrar, registrants at large and EGBC's key stakeholders
- Have a desire and ability to commit to the President and Past President role for 2 years

- Have a desire and ability to be accessible to the CEO and Registrar, Councillors, and stakeholders as required or necessary

EXPERIENCE

The President should have:

- A minimum of 2 years' experience serving as a Councillor
- Former chair/ experience, and/or committee leadership, with proven experience successfully managing the work of the council/committee

SKILLS

The President should have:

- Ability to understand, mediate, and facilitate the resolution of divergent views
- Ability to facilitate discussion, draw out diverse and independent views, effectively manage the dialogue, build consensus, and constructively manage conflict
- Ability to manage the Council's work in an efficient and effective manner, including oversight of meeting planning and pre-reading information
- Ability to influence through facilitation, collaboration, consensus building, and modeling to achieve results
- Ability to manage complex relationships effectively
- Ability to maintain independence between the Council and management while fostering a positive relationship
- Sound knowledge of corporate governance

TIME COMMITMENT

The President should expect to spend a minimum of 215 hours per year on Council work for mandatory activities, plus preparation time (approximately 65 hours per year). Council meetings and committee meetings are held in the Lower Mainland and travel time to attend meetings should be considered. The President is also encouraged to participate in other Council activities and may do so based on availability. This includes attendance at meetings of Engineers Canada and Geoscientists Canada which involves out of province travel.

VICE PRESIDENT'S ROLE AND RESPONSIBILITIES

OVERVIEW

The Vice President of EGBC plays an important leadership role supporting EGBC to fulfill its mandate and live its values. The Vice President makes a key contribution to the protection of the public and the integrity of the professions of engineering and geoscience in BC.

The Vice President provides leadership in managing the Council's work in the absence of the President and acts as a sounding board for the President.

The Vice President should have a strong understanding of EGBC's operations; a commitment to good governance; strong inter-personal and communications skills; and the time and energy to commit to the role. Specific leadership competencies and attributes that are important to this role are set out below.

Solid Business Experience: The Vice President should bring board leadership experience including, a degree of financial literacy, knowledge of the profession, together with analytical thinking, strategic perspective and mature business judgment. The Vice President, and the Council as a whole, should have credibility with the profession and broader stakeholder group.

Communication and Relationships: The Vice President must have excellent interpersonal and communications skills and be able to establish and maintain an excellent working relationship with Councillors, President, management, and all stakeholders, including registrants.

Time, Energy and Commitment: It takes time, energy and commitment to carry out the expectations of good governance as EGBC's Vice President. The Vice President must be passionate about EGBC, committed to the role of Vice President and have the time, energy and flexibility to do all that is required and expected.

ACCOUNTABILITY

The Vice President is accountable to the Council, as a whole.

TERM

The Vice President serves a one-year term voted on annually by the registrants.

KEY RESPONSIBILITIES

In addition to the key expectations and responsibilities outlined in the Councillor Position Description and Role Profile, the fundamental responsibility of the Vice President is to support and advise the President in providing effective leadership to the Council. Within this context, specific responsibilities include:

KEY COUNCIL PROCESSES

- Assist the President, as appropriate, in fulfilling the responsibilities described within the President Position Description and Role Profile, whether in the broadest sense or specifically delegated by the President to the Vice President
- Act as an additional key point of contact with the CEO and Registrar in the President's absence or incapacity, and perform the responsibilities of the President when the President is unavailable

MEETINGS

- Collaborate with the President to develop and implement processes and practices that support the deliberations of the Council in order that the Council may diligently fulfil its duties and conduct its work and affairs effectively and efficiently

COMMITTEES

- Member of Executive Committee

RELATIONSHIP WITH THE PRESIDENT

- Establish a close relationship of trust with the President; providing support and advice
- Meet regularly with the President to discuss respective roles and progress in furthering the work of the Council

EVALUATION AND FEEDBACK

- Mentor new appointees to the Council, and provide oversight, coaching and advice with a view to ensuring quality, consistency and accountability

OTHER

- Lead special projects and initiatives as assigned by the President or the Council, such as policy development or implementation

ATTRIBUTES/EXPERIENCE/SKILLS

BASIC ATTRIBUTES

In addition to the attributes required as a Councillor and those set out in Section A (Overview) of this Position Description and Role Profile, the Vice President should:

- Commit to the protection of the public interest within the mandate of EGBC
- Have a high level of credibility with fellow Councillors, the CEO and Registrar, registrants at large and EGBC's key stakeholders
- Have a desire and ability to commit to the Vice President role for 1 year
- Have a desire and ability to be accessible to the President, Councillors, as required or necessary

EXPERIENCE

The Vice President should have:

- Minimum of 1 year' experience serving as a Councillor
- Former chair experience, and/or committee leadership, with proven experience successfully managing the work of the council/committee

SKILLS

The Vice President should have:

- Ability to manage complex relationships effectively
- Politically astute, with the ability to grasp relevant issues and understand relationships between interested parties

TIME COMMITMENT

The Vice President should expect to spend a minimum of 125 hours per year on Council work for mandatory activities, plus preparation time (approximately 50 hours per year). Council meetings and committee meetings are held in the Lower Mainland and travel time to attend meetings should be considered. The Vice President is also encouraged to participate in other Council activities and may do so based on availability.

COUNCILLOR'S ROLE AND RESPONSIBILITIES

OVERVIEW

Councillors of Engineers and Geoscientists BC (EGBC) work together to govern the organization, playing an essential role in ensuring EGBC fulfills its mandate and lives its values. Individually and collectively, Councillors contribute to EGBC 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 President and Vice President, Councillors are responsible for ensuring the Council fulfills its responsibilities under the Council Terms of Reference. Council's success in this regard depends on everyone's commitment and contributions.

The Council is composed of 17 Councillors, 13 of whom are elected by registrants (Elected Councillors) and four of whom are appointed by government (Appointed Councillors).

Appointed Councillors 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 Councillors and the senior leadership team. The balance between Elected and Appointed Councillors enables the Council to provide clear and effective leadership across EGBC's activities.

All Councillors should be committed to EGBC's vision and mission and possess the following personal characteristics:

- **Alignment with EGBC Values.** An unwavering commitment to and demonstration of EGBC'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 Councillors and the registrants at large
- **Integrity and Accountability.** Demonstrates a high degree of integrity and commitment to delivering EGBC'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 EGBC
- **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 Council as a whole, works to resolve issues, treats others in a respectful and supportive manner, is flexible in arriving at solutions

ACCOUNTABILITY

Individual Councillors are accountable to the Council, as a whole.

TERM

Registrant Councillors are elected for two years.

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

KEY EXPECTATIONS AND RESPONSIBILITIES

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

STANDARDS OF CONDUCT

In discharging their responsibilities, each Councillor 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 (EGBC)
- exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances

In keeping with these responsibilities, a Councillor should:

- act in the best interests of EGBC 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 EGBC
- comply with the Engineers and Geoscientists Act (EGA), Professional Governance Act (PGA), Regulations, EGBC's bylaws and applicable policies, including the Council 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 Council Code of Conduct
- keep confidential information, including all information associated with *in camera* meetings, confidential until the Council decides that the information may be disclosed

COUNCIL ACTIVITY

- Each Councillor 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 Councillors and management in a respectful and constructive manner
- Express independent opinions in a clear and respectful manner

- Express points of view for the Council'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 EGBC's key stakeholders
- Participate in the performance evaluation of the Council
- Participate in the evaluation of the CEO and Registrar, as required
- Whenever possible, advise the President and CEO and Registrar 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 Council
- Represent the organization professionally when attending EGBC related events
- Serve on Council Committees as required
- Once Council decisions are made, support those decisions in a positive manner

In carrying out their responsibilities, each Councillor is expected to be actively engaged in and add value to the Council's work

ATTENDANCE

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

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

RELATIONSHIP WITH MANAGEMENT

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

Councillors may direct questions or concerns on EGBC's performance to the CEO and Registrar through Council or Council Committee meetings or the President.

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

INFORMATION REQUIREMENTS

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

Councillors are expected to be knowledgeable about EGBC's mandate, goals, objectives, and operations. Councillors must also maintain an understanding of the industry and environment within which EGBC operates.

COMMUNICATIONS

The CEO and Registrar is the primary spokesperson for EGBC and the President is the primary spokesperson for the Council. The Council speaks with one voice and no Councillor should speak on behalf of the Council without the explicit authority of the President.

ORIENTATION AND PROFESSIONAL DEVELOPMENT

Councillors are expected to participate in EGBC's Councillor orientation program and ongoing professional development (for the Council or for an individual Councillor).

OTHER

Each Councillor can further their contribution by:

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

REMUNERATION AND MEETING EXPENSES

Elected Councillors serve without remuneration but may be reimbursed for necessary expenses reasonably incurred in relation to their services as a Councillor, with necessary prior authorization as outlined in the Expense Reimbursement Policy.

Appointed Councillors are remunerated for their services as set by Council Remuneration Policy.

ATTRIBUTES/EXPERIENCE/SKILLS

The optimal Council composition for EGBC involves consideration of the following four broad categories of attributes.

BASIC ATTRIBUTES

The basic attributes required of Councillors 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 EGBC
- Continued commitment to diversity and inclusion throughout EGBC
- Sufficient time and commitment to fulfil the role

SPECIFIC SKILLS AND EXPERIENCE

The Council should possess a combination of skills and experience relevant to EGBC's strategic goals and the Council's oversight responsibilities. Councillors should have:

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

COUNCIL AND COMMITTEE LEADERSHIP

In order for the Council to be effective, it is important that it include some Councillors who have the necessary skills, experience and desire to fill the key leadership positions of President, Vice President and Council Committee Chairs.

DIVERSITY

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

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

TIME COMMITMENT

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

Replaced *Roles and Responsibilities of Council Members, CG-4:*

June 19, 2020 (CO-20-67)