



ENGINEERS &
GEOSCIENTISTS
BRITISH COLUMBIA

POLICY

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| POLICY | Position Descriptions and Role Profiles for Board Chair, Board Vice Chair and Board Members, CG-4 |
| NUMBER OF POLICY | CO-23-30 |
| DATE OF POLICY | February 17, 2023 |
| APPROVED BY | The Board |

BOARD CHAIR'S ROLE AND RESPONSIBILITIES

OVERVIEW

As the leader of the Board, the Chair of Engineers and Geoscientists BC 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 Board as it governs the work of the organization at the highest level, playing an essential role in ensuring Engineers and Geoscientists BC fulfills its mandate and lives its values.

The Chair provides leadership in managing the Board's work and represents the Board on communications with the Board, CEO and other stakeholders.

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

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

Solid Business Experience: The Chair 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 Chair, and the Board as a whole, should have credibility with the profession and broader stakeholder groups.

Governance Leader: The Chair 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 Chair should have an understanding of the organization’s business model and its context. The Chair should also be able to establish and maintain an excellent working relationship with the CEO and management.

Long-Term, Strategic Perspective: In providing leadership to the Board, the Chair should exhibit the following:

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

Communication and Relationships: The Chair must have excellent interpersonal and communications skills and be able to establish and maintain an excellent working relationship with Board members, the CEO, 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 Chair. The Chair must be passionate about Engineers and Geoscientists BC, committed to the role of Chair and have the time, energy and flexibility to do all that is required and expected.

ACCOUNTABILITY

The Board Chair is accountable to the Board.

TERM

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

KEY RESPONSIBILITIES

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

BOARD DYNAMICS AND FUNCTIONING

- Build consensus and develop teamwork within the Board
- Set the tone at the top to promote constructive dialogue and engagement by all Board members
- Facilitate Board deliberations in a way that promotes robust questioning and the candid expression of each Board member's opinion in a respectful and collegial spirit
- Provide leadership to the Board in fulfilling its governance responsibilities as set out in the Board Terms of Reference
- Foster ethical and responsible decision making by the Board and Board members
- Encourage all Board members to participate and contribute to the Board's deliberations
- In addition to managing the performance of the Board, manage the performance of individual Board members, including intervention and feedback as required
- Ensure that the development needs of Board members are identified and, with the Director, Corporate Governance and Strategy having a key role, that these needs are met
- Make themselves available to individual Board members for questions, counsel and discussions relating to Engineers and Geoscientists BC
- Maintain an appropriate boundary and clarity between the Board and senior leadership responsibilities

KEY BOARD PROCESSES

- Ensure the Board is appropriately engaged in key business issues to discharge the Board's legal responsibilities, and to provide advice and leadership to the organization (e.g., strategy, risk management, corporate performance, CEO evaluation and succession, organizational culture, major decisions)
- Keep the Board up to date on all significant developments, 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 Chair has the casting vote¹
- Have a working knowledge of the Board's Governance Policies
- Meet regularly with the Vice Chair to discuss respective roles and progress in furthering the work of the Board (in the absence of the Chair, the Vice Chair will perform the responsibilities of the Chair)
- Act as Chair of the Executive Sub-Committee

¹ By virtue of Bylaw, 2.3

MEETINGS

- Chair Board meetings and ensure that Board responsibilities are effectively carried out
- Ensure productive meetings, including:
 - in concert with the CEO, review the Board meeting agendas
 - review pre-meeting information packages for completeness, with the goal of providing Board members with sufficient background information to enable them to prepare for the meeting
 - conduct Board 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 as necessary with respect to the implementation of Board decisions

RELATIONSHIP WITH THE CEO AND MANAGEMENT

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

REPRESENT THE BOARD EXTERNALLY

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

OTHER

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

ATTRIBUTES/EXPERIENCE/SKILLS

BASIC ATTRIBUTES

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

- Commit to the protection of the public interest within the mandate of Engineers and Geoscientists BC
- Have a high level of credibility with fellow Board members, the CEO, registrants at large and key stakeholders
- Have a desire and ability to commit to the Chair and Past Chair role for 2 years
- Have a desire and ability to be accessible to the CEO, Board members, and stakeholders as required or necessary

EXPERIENCE

The Chair should have:

- A minimum of 1-year experience serving as a Board member or equivalent experience as determined by the Nomination Committee
- Former chair/ experience, and/or committee leadership, with proven experience successfully managing the work of the Board/committee

SKILLS

The Chair 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 Board'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 Board and management while fostering a positive relationship
- Sound knowledge of corporate governance

TIME COMMITMENT

The Chair should expect to spend a minimum of 215 hours per year on Board work for mandatory activities, plus preparation time (approximately 65 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. The Chair is also encouraged to participate in other Board 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.

BOARD VICE CHAIR'S ROLE AND RESPONSIBILITIES

OVERVIEW

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

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

The Vice Chair should have a strong understanding of Engineers and Geoscientists BC'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 Chair should bring broad leadership experience including, a degree of financial literacy, knowledge of the profession, together with analytical thinking, strategic perspective and mature business judgment. The Vice Chair, and the Board as a whole, should have credibility with the profession and broader stakeholder group.

Communication and Relationships: The Vice Chair must have excellent interpersonal and communications skills and be able to establish and maintain an excellent working relationship with Board members, the Chair, 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 Vice Chair. The Vice Chair must be passionate about Engineers and Geoscientists BC, committed to the role of Vice Chair and have the time, energy and flexibility to do all that is required and expected.

ACCOUNTABILITY

The Vice Chair is accountable to the Board, as a whole.

TERM

The Board appoints the Vice Chair to serve for a one-year term.

KEY RESPONSIBILITIES

In addition to the key expectations and responsibilities outlined in the Board member Position Description and Role Profile, the fundamental responsibility of the Vice Chair is to support and advise the

Chair in providing effective leadership to the Board. Within this context, specific responsibilities include:

KEY BOARD PROCESSES

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

MEETINGS

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

COMMITTEES

- Member of Executive Sub-Committee

RELATIONSHIP WITH THE CHAIR

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

EVALUATION AND FEEDBACK

- Mentor new appointees to the Board, 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 Chair or the Board, such as policy development or implementation

ATTRIBUTES/EXPERIENCE/SKILLS

BASIC ATTRIBUTES

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

- Commit to the protection of the public interest within the mandate of Engineers and Geoscientists BC
- Have a high level of credibility with fellow Board members, the CEO, registrants at large and key stakeholders
- Have a desire and ability to commit to the Vice Chair role for 1 year
- Have a desire and ability to be accessible to the Chair, Board members, as required or necessary

EXPERIENCE

The Vice Chair should have:

- Former chair experience, and/or committee leadership, with proven experience successfully managing the work of the Board/committee

SKILLS

The Vice Chair 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 Chair should expect to spend a minimum of 120 hours per year on Board work for mandatory 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. The Vice Chair is also encouraged to participate in other Board activities and may do so based on availability.

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 Board 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 fulfil 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 membership. 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.

REVISION AND APPROVAL LOG

Replaced *Roles and Responsibilities of Council Members*, CG-4: June 19, 2020 (CO-20-67)

February 5, 2021 – Updated to reflect PGA

November 10, 2022 – Updated to reflect CEO and Registrar role split and Council's Remuneration Policy

February 17, 2023 – Revisions authorized by Board¹ (CO-23-30)

¹ Revisions to align with legislative terminology changes