

4. BOARD CHARTER

4.1. ROLE

Pursuant to the *Business Corporations Act*, the Board must “manage or supervise the management of the business and affairs” of BCIIIF.¹⁸ The Board oversees the conduct of BCIIIF’s business, supervises management and endeavours to ensure that all major issues affecting the business and affairs of BCIIIF are given proper consideration. In performing its functions, the Board also considers the legitimate interests held by stakeholders.

The Board delegates to the CEO responsibility for the day-to-day operations of BCIIIF. Directors serve part-time and the Board’s role is one of governance and oversight of BCIIIF.

4.2. RESPONSIBILITIES

The key responsibilities of the Board are set out below. The CEO and the two Board Committees that provide in-depth concentration in key areas of Board responsibility support the Board’s work.

4.3. STRATEGY

The Board:

- a) reviews and approves BCIIIF’s vision, mission and values;
- b) prepare, approves, and submits to the Minister BCIIIF’s Service Plan, which outlines (among other items) BCIIIF’s strategic direction, goals, performance measures, targets, financial outlook and risks;
- c) approves BCIIIF’s financial forecasts of expected revenues and expenditures for the current and next four fiscal years, for presentation to the Treasury Board as part of the Ministry budget; and
- d) monitors, on a regular basis, performance against strategic and business plans (including the Government’s Letter of Expectation and the Service Plan) with a focus on key risks and strategies.

4.4. FINANCIAL INFORMATION AND SYSTEMS

The Board:

- a) verifies through the Finance and Audit Committee that management has established and is applying appropriate audit, accounting and financial reporting

¹⁸ *Business Corporations Act*, s. 136(1)

principles;

- b) verifies through the Finance and Audit Committee that internal financial, business control and information systems are in place and functioning satisfactorily; and
- c) approves the quarterly reports and the annual audited financial statements as recommended by the Finance and Audit Committee.

4.5. RISK MANAGEMENT

The Board:

- a) with the advice of management, identifies and understands BCIIIF's key risks;
- b) ensures, through regular reviews and assessments, that management has established appropriate systems to manage these risks;¹⁹ and
- c) receives regular reports on the management of material risks to BCIIIF.

4.6. MONITORING AND REPORTING

The Board:

- a) directs management to develop, implement and maintain a reporting system that accurately measures BCIIIF's performance against the performance expectations set out in its strategic and business plans (including Government's Letter of Expectation and the Service Plan);
- b) monitors BCIIIF's progress towards the objectives set out in the strategic and business plans (including the Government's Letter of Expectation and the Service Plan), and revises and alters its direction through management, in light of changing circumstances;
- c) ensures Information Requirements and Events Calendar requirements for BCIIIF are met;²⁰ and
- d) ensures periodic reports are provided to the federal government.²¹

4.7. HUMAN RESOURCES

The Board:

- a) oversees the CEO's performance pursuant to the Management Agreement;
- b) provides advice and counsel to the CEO in the execution of the CEO's duties;

¹⁹ In collaboration with the Ministry of Finance and the Minister as required.

²⁰ http://www.gov.bc.ca/caro/attachments/calendar_jun_13_feb_15.pdf

²¹ Fund Agreement, s. 5(i)(a) and (b); *Regulations*, s. 92(f).

- c) ensures effective integration between management and the employees of BCIF; and
- d) ensures plans are in place to ensure ongoing management leadership for BCIF, including a plan that would respond to an unplanned situation should the CEO be unable to perform his or her services.

4.8. CODE OF CONDUCT AND BUSINESS ETHICS

The Board:

- a) approves, and monitors through management, compliance with all significant policies, bylaws and procedures that govern BCIF's operations; and
- b) directs management to ensure that BCIF operates at all times within applicable laws and regulations, and to the highest ethical and moral standards.

4.9. COMMUNICATIONS

The Board:

- a) ensures BCIF has a plan in place to communicate effectively with employees, the provincial and federal governments, the public, and other key stakeholders;
- b) reviews the communications component of BCIF's strategic and business plans and in accordance with Information Requirements and Board Calendar;
- c) ensures financial results are reported fairly and in accordance with public sector accounting standards; and
- d) reports annually on the Board's stewardship for the preceding fiscal year.

4.10. COMPLIANCE/LEGAL OBLIGATIONS

The Board ensures BCIF's legal and contractual requirements are met and documents and records are properly prepared, approved and maintained.

In addition, Directors have specific statutory duties and obligations under employment, environmental and financial reporting law, as well as under the withholding provisions of taxation law. This includes liability for unpaid government levies and source deductions and liability for unpaid wages and commissions.

4.11. GOVERNMENT RELATIONS

The Board:

- a) works in a collaborative relationship with the Government;

- b) requires management to report (both promptly and adequately) the financial performance of BCIF to Government and stakeholders;
- c) reports annually to Government on the Board's stewardship for the preceding year; and
- d) in a timely manner, keeps Government informed of material issues that could affect BCIF and BCIF's ability to meet targets set by Government.

4.12. BOARD EFFECTIVENESS

The Board retains responsibility for managing its own affairs including:

- a) regularly reviewing the Board's ability to be effective in fulfilling its roles and responsibilities;
- b) regularly reviewing and updating the mandates of the Board, Board Committees, the Board Chair, and individual Directors;
- c) developing a plan for long term Board composition and preparing a Board Matrix as required;
- d) providing comprehensive orientation and professional development sessions for Directors;
- e) examining the effectiveness of the Board, its Committees, the Board Chair and individual Directors through annual self-assessment reviews; and
- f) retaining and interacting with external professional services firms, consultants and advisors as needed to fulfil this mandate.

4.13. RELIANCE ON MANAGEMENT AND ADVISORS

In carrying out its responsibilities, the Board:

- a) relies on BCIF's management to provide it with accurate and fulsome information; and
- b) where appropriate (i.e. considering BCIF's internal resources, procurement practices, and the Board budget) and in consultation with management, is entitled to retain and rely on external professional service firms, consultants and advisors as needed to fulfill its mandate.