

**CORPORATE SECRETARY
OF
BRITISH COLUMBIA HOUSING MANAGEMENT COMMISSION
("BC Housing")**

**TERMS OF REFERENCE
(the "Terms of Reference")**

Introduction

The Corporate Secretary of BC Housing is responsible for assisting the Board of Commissioners (the "**Board**") of BC Housing with their respective duties by organizing meetings and materials for both the meetings of the Board and its Committees (each, a "**Committee**"). Additionally, the Corporate Secretary promotes corporate governance practices and maintains strong secretarial skills to reinforce the role and responsibility of the Board within BC Housing and externally. The Corporate Secretary serves as the primary information source and provides advice to the Board and Committees to ensure compliance with BC Housing's governance framework.

These Terms of Reference establish the Corporate Secretary's responsibilities and duties in fulfilling their duties.

Appointment

The Board has the authority to approve the appointment of the Corporate Secretary on the recommendation by the Chief Executive Officer (the "**CEO**") of BC Housing. However, the Corporate Secretary is an employee of BC Housing and only the CEO has the authority to terminate the Corporate Secretary.

Accountability

The Corporate Secretary is an employee of BC Housing who is accountable to the Board through the Board Chair and their duties with the Committees. The Corporate Secretary reports administratively to the CEO.

The Corporate Secretary is responsible for upholding the highest standards of integrity, ethics, and accountability in all BC Housing's activities and decision-making processes.

Duties and Responsibilities

The Corporate Secretary must have a broad understanding of BC Housing and its operations to carry out their duties. The duties and responsibilities of the Corporate Secretary include, but are not limited to the following:

Board management

- Organizing meetings of the Board of Commissioners in accordance with procedures established by BC Housing’s governance framework and/or as stipulated by the Board.
- In accordance with the Board calendar and Committee timetables, prepare draft agendas for the Board and Board Committee meetings for discussion with the CEO, the Board Chair and the Board Committee Chairs, as appropriate.
- Coordinating and assembling meeting materials with the appropriate level of information to assist Commissioners to prepare for meetings and discharge their duties, including:
 - Through templates and guidelines, assisting management in the preparation of information in support of each agenda item;
 - Establishing timelines for adequate internal review while providing Commissioners with sufficient time to prepare;
 - Coaching and assisting management throughout the meeting preparation process to ensure that Board requirements are clearly understood and appropriately communicated to all staff involved in the process; and
 - Identifying items that require approval by the Board and drafting resolutions as required.
- Creating and updating a framework to identify items that require review and approval by the Board.
- Participating in all Board and Committee meetings, including:
 - supporting the Chair in ensuring effective Board and Committee functioning;
 - ensuring the confidentiality of Board and Committee deliberations as appropriate;
 - coordinating correspondence, action items, and communications on Board and Committee issues and/ or directives.
- Preparing and circulating minutes of Board and Committee proceedings or ensuring that this responsibility has been delegated to an appropriate individual. Review all minutes for consistency, appropriateness of recorded decisions and issues with broader implications.
- Ensuring that the corporate records are at all times accurate and up to date and acting as a resource for corporate documents and other historical information.
- Ensuring that decisions taken by the Board are communicated to management in a timely manner. Assist the CEO in ensuring that all consequential actions are taken by the corporation.
- Acting as a liaison between management and the Board and being the main point of contact for Commissioners or ensuring that this responsibility has been delegated to an appropriate individual. When responding to individual Commissioners’ request for briefings on a particular topic, ensuring that all Commissioners receive the information provided.

Governance Practices

- Promoting strong corporate governance practices and act as an advisor on all matters related to corporate governance for Commissioners and staff.
- Through the Governance and Human Resources Committee, advising the Board of improvements and enhancement that can be made to BC Housing's governance framework in alignment with evolving best practice, particularly in the Crown Corporation sector.
- Leading the annual review of the Board's governance manual and ensuring that relevant information is made publicly available in alignment with guidelines and requirements established by the Crown Agencies Secretariat. Keeping up to date on the Corporation's current initiatives and relationships with its shareholder and stakeholder. A broad understanding of the corporation and its operations is required for the Corporate Secretary to be effective.
- Assisting with new Commissioners' orientation and ongoing learning and development or ensuring this responsibility has been delegated to an appropriate individual.
- Keeping Commissioners informed of requirements related to their legal and fiduciary responsibilities.
- Administering Commissioners' compensation in accordance with Treasury Board directives.
- Promoting the role and responsibilities of the Corporate Secretary both within the corporation and externally, building networks to share ideas, discuss new trends in corporate governance and benchmark best practices.

Standards of Conduct

- Administering BC Housing's procurement of the Ethics Advisor, an independent contractor appointed by the Board to provide advice to Commissioners and Executive management on the Standards of Conduct policy and conflict of interest related matters.
- Maintaining a record of disclosures made under the Standards of Conduct Policy by Commissioners and members of Executive Committee.
- Communicate any recommendations from the Ethics Advisor and take any actions required that result from the Ethics Advisor's recommendations.

Board Support

- Managing the Board budget, reviewing and ensuring the effective administration of Board expenditures.
- Ensuring the Board signs relevant documents pertinent to the role of Board members, e.g., BC Housing's Standards of Conduct.

- Providing advice to the Board, as appropriate, on steps that can be taken to support and maintain good government and stakeholder relationships, e.g., Ministry and sector group representatives.
- Providing an orientation and relevant orientation materials to new members of the Board and the Committees.