

**BOARD CHAIR
OF
BRITISH COLUMBIA HOUSING MANAGEMENT COMMISSION
("BC Housing")**

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

Appointment

The Board Chair is appointed by the Lieutenant Governor in Council and represents the Board of Commissioners (the "**Board**") of BC Housing in its accountability to the Minister of Housing.

Role

The Board Chair, as the presiding Commissioner, provides leadership in guiding the Board and coordinating its activities in the best interests of BC Housing. The Board Chair ensures that the Board is organized properly, functions effectively, and meets its governance obligations and responsibilities. In performing this role, the Board Chair manages the affairs of the Board, works closely with the Chief Executive Officer and Corporate Secretary of BC Housing, including ensuring effective relations with Government, other stakeholders, and the public. The Chair also works with Government through the Crown Agencies Board Resourcing Office and the Chair of the Governance and Human Resources Committee to ensure that the Board composition meets professional and other requirements, and that the Board's membership is renewed on a timely basis.

These Terms of Reference establish the Board Chair's responsibilities and duties in fulfilling their role.

Meetings

The Board Chair is a member of all committees of the Board (each, a "**Committee**"), entitling the Board Chair to attend and vote at any Committee meeting; however, the presence of the Board Chair is not counted in determination of the quorum for a Committee meeting.

The Board Chair may designate an acting chair from the members of the Board if they are unable to attend a Board meeting or may more broadly appoint a Board Vice-Chair who in the Board Chair's absence has the same authority, rights and duties to act in place of the Board Chair.

Accountability

The Board Chair has a responsibility to the members of the Board and the Committees, ensuring that their interests are represented and that the Board operates in accordance with BC Housing's mandate, governance framework and legal obligations.

The Board Chair is also accountable to the shareholder for leading the Board in the best interest of BC Housing and the taxpayers and ensuring compliance with BC Housing's governance framework and mandate.

The Board Chair is responsible for upholding the highest standards of integrity, ethics, and accountability in all Board activities and decision-making processes.

Independent Advice

The Board Chair may at any time, through the CEO or the Corporate Secretary, engage independent consults to assist the Board Chair, the Board and Committees with the performance of their duties.

Duties and Responsibilities

In exercising its function, the Board Chair has a number of key responsibilities, as follows:

Board Operations and Performance

The Board Chair oversees critical functions aimed at ensuring effective governance of BC Housing, including:

- Ensuring the Board has full governance of the Corporation's business and affairs and is aware of its obligations to BC Housing, the Province, other stakeholders and under the law;
- Assisting the Board in reviewing and monitoring the strategic business plan, policy and directions of BC Housing and the achievement of its objectives;
- Communicate with the Board to keep it up to date on all major developments ensuring that the Board is responsive to its governance obligations and responsibilities to BC Housing, the Province and other stakeholders;
- Ensuring that the Board is aware of its obligation to government and ensuring the Minister of Housing is alert to significant issues which may affect BC Housing;
- Chairing meetings effectively to support a culture of active and constructive Board engagement, ensuring appropriate issues are addressed, building consensus and developing teamwork on the Board;
- Recommending necessary Committees, the terms of reference of such Committees and the appointment of Committee Chairs and members to the Board for approval, in consultation with the Board, the Chief Executive Officer and Corporate Secretary;
- Maintaining liaison and ongoing communication with the Board and Committee Chairs to co-ordinate input and viewpoints;
- Establishing the frequency of Board meetings and review the frequency from time to time, as considered appropriate or as requested by the Board;

- Working with the Chief Executive Officer, the Corporate Secretary and Committee Chairs to ensure the coordination of Board meeting agendas, reports, briefing packages and related events to support good discussion and decision-making;
- Through the Governance and Human Resources Committee, ensuring that the Board approves a Competency Matrix that identifies the necessary skills and experiences required to provide strategic guidance and oversight to management; when Board vacancies occur, after considering the Board Competency Matrix, and in consultation with the Chair of the Governance and Human Resources Committee, identifying potential candidates for recommendation to the Lieutenant Governor in Council by way of the Crown Agencies and Board Resourcing Office;
- Ensuring that the performance of the Board and its members are reviewed to identify education and learning opportunities that will support effective governance; and
- Pursuant to BC Housing's Standard of Conduct policy, the Board Chair oversees matters respecting conflicts of interest for Commissioners and the Chief Executive Officer, and is responsible for addressing, eliminating or mitigating the conflict. In discharging these duties, the Board Chair may decide to consult with the Ethics Advisor appointed by the Board.

Working with Executive Management

The Board Chair is responsible for collaborating with the Executive Committee of BC Housing, including:

- Acting as a sounding board and counselor for the CEO, including helping to identify problems, reviewing strategy, maintaining accountability, building relationships and ensuring the CEO is aware of concerns of the Board and the shareholder, and the Board is aware of the main concerns of management;
- Through the Governance and Human Resources Committee, leading all matters pertaining to the CEO performance planning and evaluation, employment terms and succession;
- Fostering a constructive and harmonious relationship between the Board and management;
- Reviewing the appointment of, liaise with and provide direction to the Corporate Secretary;
- Building and maintaining a close working relationship with the Chief Executive Officer of BC Housing to support effective strategy, accountability and maintaining a close liaison regarding communication strategies with Government; and

- Ensuring that BC Housing’s strategies, plans and performance metrics are presented to the Board.

Relations with Government, Other Stakeholders and the Public

The Board Chair is appointed by Government and, as a result, has a unique relationship with and responsibility to Government. In consultation with the CEO, the Chair will:

- Act as the primary spokesperson for matters related to the Board when requested by the Minister of Housing;
- Represent BC Housing in its interface with Government, regulatory bodies, other stakeholders in Canada and other jurisdictions;
- Ensure the Corporation’s management and the Board are appropriately represented to Government and other stakeholders; and
- Ensure BC Housing’s management and, where applicable, the Board are appropriately represented at official functions and meetings.