



B.C. Pavilion Corporation (PavCo)  
Board Governance Guidelines

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B.C. Pavilion Corporation (PavCo) is a British Columbia corporation incorporated in 1984 under the Company Act of British Columbia, continued under the Business Corporations Act. PavCo is named as an agent of the government in the British Columbia Enterprise Corporation Act. This binds it by the same laws of government, and gives it the same immunities as government.

The Board Governance Guidelines outline the roles and responsibilities of the board, and the governance processes that are used to fulfill them.

The board provides leadership to PavCo, with specific responsibility to:

- Ensure that the board and management operate in good faith, in compliance with legal and regulatory requirements, and to the highest ethical and moral standards. The board has a duty to act at all times in the best interests of PavCo.
- Select and appoint the CEO, approve terms of reference and objectives for the position and monitor and review performance against those objectives. Plan for succession of the CEO, including emergency succession, and succession in the normal course of business.  
Work with the CEO to ensure suitable management structure for the organization, and develop a succession plan for the executive.
- Oversee evaluations of the Board, committees and directors. Performance of the board, committees and individual directors shall be evaluated against a schedule of competencies and attributes. In consultation with the Board Resourcing and Development Office, identify the required competencies and personal attributes required, and recommend to Government the orderly succession of board members.
- Oversee development and approve a 3-Year Service Plan for the organization and its facilities that takes into account the opportunities and risks, and direction set by the shareholder. This should be prepared in accordance with the guidelines set out by the Province. Monitor the organization's performance against the goals and objectives as set out in the Service Plan, facility, and individual plans.
- Approve the organization's capital and operating budgets as prepared in conjunction with PavCo's 3-Year Service Plan. Ensure the integrity of the financial statements, internal controls, financial information systems, projections, forecasts and audited statements. Monitor PavCo's performance measures against the 3-Year Service Plan.



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- Approve PavCo's new policies and material amendments to existing policies.
- Ensure that management has taken the necessary steps to identify the principal risks to the organization and that management has adequate systems in place to manage those risks.
- To the extent that the board deems it to be appropriate, determine the type of transactions that are presented to the board for approval. These include major transactions that are outside the scope of PavCo's annual budget or management's expenditure limits, such as major capital projects, operating contracts or commitments that could outlive the term of employee contracts.
- Ensure that reporting, monitoring and accountability obligations are met. Ensure that PavCo adheres to the reporting requirements that are required by the Province through the Financial Information Act and other statutes that apply to PavCo. Approve those reports required by statute.
- Ensure that controls, codes or guidelines are in place for governing ethical conduct, conflict of interest, environmental protection, personal and public safety, equity and similar concerns. Ensure that the directors adhere to the Code of Conduct and annually sign a statement disclosing any conflicts or potential conflict that may arise.
- Ensure that the organization has an appropriate communications strategy. The spokesperson for the board will be the chair. Spokespersons for operational matters shall be the most senior management at each facility. Responsibility may be delegated from time to time as deemed appropriate. The primary liaison between the board and the Minister responsible is through the chair of the board. The chair shall hold regular meetings, in person, with the Minister responsible to advise the Minister on matters that may affect the performance of the Minister. The chair may also discuss matters with the Minister by telephone or in writing, as necessary. When the chair is unavailable during such times as an extended leave of absence, then the chair shall designate another board member as liaison during that period of absence.
- Provide for the board's good management and ongoing effectiveness, including establishing committees, task forces, and work groups required to assist the board in the effective discharge of its mandate. There shall be at least two standing committees of the board: the Audit and Finance Committee, and the Human Resources, Compensation and Governance Committee. The board will establish a Charter of Expectations for each committee, which shall be posted on the corporate



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website. Size and membership of each committee shall be determined by resolution of the full board. Additional committees established by the board shall have a written Charter of Expectations.

Recommendations by the committees shall be forwarded to the board for resolution. Recommendations forwarded to the board for approval need be approved by a simple majority of committee members.

A quorum at meetings shall be a simple majority of the board present. A director shall be deemed present if he/she attends in person or by telephone. Resolutions will be approved if accepted by a simple majority of directors attending. A written resolution, signed by all directors shall have the same effect as if it had been tabled at a meeting.

- The board may conduct meetings with persons in attendance who are neither directors nor management of PavCo. Prior to the meeting, the chair and CEO shall approve the attendance of these persons. The board may also meet from time to time without management in attendance. Following such meetings, meeting detail shall be relayed to the CEO by the chair. The Agenda for each board meeting shall include an “in camera” session, at which time management will be excused from the meeting.
- If possible, the role of the board chair and Chief Executive Officer should be separated. The role may be combined during a period of reorganization or major policy change. If the role is combined, then it is the duty of the board to ensure that at board meetings, if the chair has a conflict between his/her duties as chair and CEO, then another director be nominated as chair for that meeting.
- PavCo will provide a detailed orientation to new directors. The orientation shall include a review of the corporate structure, responsibilities of board versus management, responsibilities of a director, and a review of PavCo’s 3-Year Service Plan, issues and initiatives. Directors will be encouraged to visit the Corporation’s facilities to meet senior management, and attend events at those facilities in order to familiarize them with the business environment. The board and individual directors shall have full access to management regarding all matters of compliance and performance.

Directors will be encouraged to partake in continuing education on matters that affect themselves as directors of PavCo, and should commit to continuous learning and improvement.



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- The board should be free to independently engage the use of outside consultants to perform work or studies or projects on behalf of the board. If the board engages an outside consultant, the chair should notify the CEO of this decision.
- Ensure that an appropriate system of internal controls is in place for PavCo.
- The board and individual directors have a responsibility to govern PavCo, and delegate the day-to-day leadership and management of the organization to the CEO. The board and its individual members do not have the authority to make financial or other commitments on behalf of PavCo.