



B.C. Pavilion Corporation

Governance Committee

Terms of Reference

A. Objective

The Governance Committee shall ensure that the Directors of the Board have the necessary qualifications to oversee the activities of PavCo, and that the governance structure of the Board and Corporation meets all necessary requirements. It shall also oversee the general management plan for PavCo and all human resources and compensation matters.

B. Responsibilities

1. The Committee reports to the PavCo Board of Directors.
2. The Committee will:
 - Develop a plan for long term Board composition
 - Review skills and experience required for the Board and identify new directors for recommendation to the government
 - Review Board committees, recommend new committees
 - Develop and update a Board Manual containing documents relevant to the Board's governance structure
 - Articulate roles and responsibilities of the Board, its committees, the chair and individual directors and recommend to the Board any changes
 - Remain conversant with emerging best practices in corporate governance
 - Manage evaluations of Board, committee, chair, director and CEO performance
 - Oversee the general management Plan for the Corporation
 - Oversee the Compensation Plan for PavCo, and approve compensation levels for the senior executive
 - Develop performance objectives for the CEO (in conjunction with the Board Chair)
 - Ensure that PavCo has appropriate human resources policies and a compensation plan that meets PSEC conditions
 - Oversee the recruitment of, and recommend the appointment of the CEO
 - Oversee any major restructuring of the Corporation or its facilities
 - Ensure that appropriate and effective protocols are in place for communication with the shareholder and major stakeholders.
 - Provide oversight of PavCo's Code of Conduct Policy
 - Receive Annual Report of PavCo's Corporate Ethics Advisor



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C. Membership

All members of the Governance Committee are Board members of PavCo, appointed annually by the Board Chair. The Committee is supported by key staff and management of PavCo.

Effective January 2008, there shall be three members of the Committee. The quorum at a meeting shall be two members.

Membership at January 1, 2008 shall be: Miriam Kresivo, Chair, John Horning and Terry Lyons.