



# Legal Aid BC Governance Manual

## Land acknowledgement

Published on the traditional unceded territory of the Coast Salish peoples, including the territories of the xʷməθkʷəy̓əm (Musqueam), Skwxwú7mesh (Squamish) and Səlílwətaʔ/Selilwitulh (Tseil-Waututh) Nations.

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## 1. Definitions

<b>Act</b> – <i>Legal Services Society Act (1979)</i> , as amended from time to time.
<b>AG</b> – Attorney General of BC.
<b>Annual Service Plan Report</b> – LABC’s annual report to the BC government that compares the LABC’s actual results to the expected results identified in the Service Plan, as required for BC Crown corporations.
<b>Appointing Bodies</b> – LGIC and LSBC, who appoint Board members in accordance with the Act. LGIC appoints five Board members on recommendation of the AG, and LSBC appoints four Board members after consultation with the executive of CBABC.
<b>Board</b> – LABC Board of Directors.
<b>Budget Management Plan</b> (or Annual 3-Year Budget Management Plan) – the LABC budget submitted to the AG for approval each year.
<b>Budget Materiality Policy</b> – a policy approved by the Board which outlines the circumstances in which the CEO may exercise authority to approve unbudgeted expenses (as defined in the policy) outside of the approved Budget Management Plan, including the factors for consideration, the process to be followed, and the reporting and review mechanism.
<b>CBABC</b> – Canadian Bar Association of British Columbia.
<b>CEO</b> – LABC Chief Executive Officer.
<b>CFO</b> – LABC Chief Financial Officer.
<b>Chair or Board Chair</b> – LABC Board Chair.
<b>Climate Change Accountability Report</b> – Annual report prepared by public sector organizations to publicly disclose their greenhouse gas emissions, offset purchases, and reduction plans and actions.
<b>Committees</b> – committees of the Board, as established from time to time to support the work of the Board.
<b>Committee Chair</b> – a Director appointed to lead a specified Committee.
<b>Corporate Secretary</b> – the LABC employee who supports the Board, the CEO and others with corporate governance, procedural and other advice, and other duties as assigned.

<p><b>Crown corporation</b> - public sector organizations, including LABC, established and funded by the BC government to provide specialized goods and services to citizens.</p>
<p><b>Directors</b> – individual members on the Board.</p>
<p><b>EC</b> – Executive Committee of the Board, as legislated under the Act.</p>
<p><b>EDI</b> – Equity, Diversity, Inclusion.</p>
<p><b>Ethics Advisor</b> – means a third party appointed by the Board from time to time to assist the Board in maintaining the highest ethical standards of conduct and in protecting LABC’s reputation.</p>
<p><b>FTC</b> – Finance and Technology Committee of the Board.</p>
<p><b>GAM</b> – the Governance Authority Matrix included in Appendix C to this Manual, which sets out in summary form, governance roles and responsibilities with respect to key items of governance, as updated and approved by the Board.</p>
<p><b>GHRC</b> – Governance and Human Resources Committee of the Board.</p>
<p><b>LABC</b> – Legal Aid British Columbia, as created under the Act.</p>
<p><b>LABC Stakeholders</b> – LABC’s diverse stakeholders who impact or are impacted by LABC’s activities and strategic priorities. This includes but is not limited to: clients, lawyers who deliver legal aid services and the organizations that represent them (such as the Canadian Bar Association (BC Branch) and the Trial Lawyers Association of BC), the BC judiciary, the government of BC (through the AG), Indigenous justice organizations, LABC employees, LABC’s non-government funders (the Law Foundation and the Notary Foundation), public legal education and information service providers, social service agencies, community agencies, and advocates that provide support to LABC’s clients.</p>
<p><b>LGIC</b> – Lieutenant Governor in Council.</p>
<p><b>LSBC</b> – Law Society of British Columbia.</p>
<p><b>Management Lead</b> – a Senior Leadership team member assigned by the CEO to support the work of one or more committees.</p>
<p><b>Mandate Letter</b> – the annual mandate letter issued by the AG to LABC setting out the BC government’s direction to LABC as a Crown corporation, including the government’s strategic priority actions and expectations for the year.</p>

<p><b>Manual</b> (or Governance Manual) – Means this manual of governance policies and processes</p>
<p><b>MOU</b> – Memorandum of Understanding between LABC and the BC Government, as updated or amended from time to time (most recently updated April 1, 2020)</p>
<p><b>Ministry</b> – Ministry of Attorney General</p>
<p><b>Public Sector Employers’ Council (PSEC)</b> – The Council, chaired by the Minister of Finance, established by the government of BC through the <i>Public Sector Employees Act</i> to oversee strategic coordination of labour relations.</p>
<p><b>Senior Leadership</b> – The CEO and the CEO’s direct reports and other executive personnel at LABC to whom the CEO has delegated responsibility</p>
<p><b>Service Plan</b> – LABC’s document outlining its three-year strategic priorities for LABC and how they relate the to the BC government’s Strategic Plan, as required for Crown corporations</p>
<p><b>Signing and Spending Authority Policy</b> – is a policy approved by the Board which defines how spending and signing authorities are delegated appropriately by position, in accordance with the scope of each LABC employee’s department and budget responsibilities.</p>
<p><b>Strategic Framework</b> – LABC’s strategic framework for 2023-2028, as approved by the Board, and describing LABC’s vision, mission, core beliefs, goals, and strategic priorities.</p>
<p><b>Truth and Reconciliation</b> – Truth requires listening to and learning from Indigenous voices and experiences to understand how Indigenous Peoples have been treated by settlers, churches, and the Canadian government since colonization. This includes acknowledging the atrocities committed through the residential school system. It also includes learning and acknowledging the ongoing and daily impacts of colonization on Indigenous people. Reconciliation is about taking concrete actions to positively change the relationships and experiences that Indigenous people have in Canada.</p>

## 2. Introduction and Overview

### 2.1 Background and Purpose of this Document

LABC plays an essential role in the justice system by providing legal information, advice, and representation services in the areas of criminal law, serious family problems, child protection matters, and immigration issues. Its priority is to “serve the interests of people experiencing barriers accessing the legal system”, but some of its services are available to all British Columbians.

The Board has developed this Manual to describe the Board’s policies in carrying out its governance responsibilities related to the stewardship of LABC, considering the object, principles, mandate, and scope of services for LABC as set out in the Act, Mandate Letter, and MOU. It also considers effective practices for the governance of a Crown corporation operating independently of government but subject to the government’s accountability framework. Among other things, the Manual provides guidance on the roles, authorities, and division of responsibilities of the Board, CEO, Committees, Board Chair, individual Directors, and Appointing Bodies, and describes at a high-level the Board’s process with respect to its oversight responsibilities. The Manual also describes expected standards of conduct for Directors. The GAM included in Appendix C summarizes these respective roles and responsibilities, including a summary overview of the roles of LABC’s key governance players and their levels of authority. The goal of the Manual (together with the GAM) is to facilitate effective decision-making, ensuring that the right people are involved at the right level in support of strong governance at LABC.

The Manual supplements the Act and is designed to be a practical operating manual for Directors. It is a “living document” that is intended to provide clarity and guidance as to the governance of LABC and is not meant to be prescriptive. It can be changed and revised by the Board at any time provided it remains consistent with the Act. As part of Board and Committee responsibilities, Directors review this Governance Manual and GAM regularly (ideally every two to three years) to ensure it accurately reflects the Board’s practices. All Directors are expected to review and acknowledge their acceptance of the Manual every year. The Corporate Secretary is the owner of the Board Manual and ensures version control.

Capitalized terms used in this Manual are defined in the Definitions section at the beginning of this document.

## 2.2 LABC's Vision, Mission, and Core Beliefs

In carrying out its governance responsibilities, the Board is guided by and upholds LABC's vision, mission, and core beliefs, set out below:

- a. **Vision:** BC's legal system transformed, by the way LABC represents our clients, into one more equitable and inclusive.
- b. **Mission:** To strengthen client-centered legal help for British Columbians experiencing barriers accessing the legal system.
- c. **Core Beliefs:**
  - i. **A Client Focus:** We are compassionate and committed to the clients we serve, working with other service providers, and supporting staff and lawyers to deliver high-quality legal aid services. We make our spaces safe for clients. And learn from our successes and mistakes, which builds our capacity to do better in service of those who seek our help. Through continuous improvement, we achieve better outcomes for clients.
  - ii. **Advance Truth and Reconciliation:** Indigenous peoples continue to experience injustice because of the ongoing impacts of colonialism, including colonial laws, policies, the residential school system, and systemic discrimination. We address these injustices wherever we can, which begins by acknowledging and sharing the truth. Our staff and service providers understand that this is a lifelong journey, and we participate in ongoing learning. In partnership with Indigenous people, we advance reconciliation, first and foremost, by supporting Indigenous peoples' inherent rights, including the right to self-determination.
  - iii. **Strength through EDI:** At LABC, we embrace each other's differences and commit to greater representation across dimensions of diversity at every level of the organization. We address imbalances caused by systemic barriers to ensure everyone has the opportunity to realize their full potential in our workplace. Inclusion is built on a deep sense of belonging. We create an environment where everyone feels supported, valued, and empowered to succeed. Through this intentional process, we bring our authentic selves to work. We value honesty and openness and treat each other with kindness. We create safe spaces for meaningful conversations on the impacts of discrimination, and address inequities together. We prioritize ongoing resources to integrate Truth and Reconciliation, and EDI throughout LABC.
  - iv. **Change through Leadership:** We champion new ideas and support innovations to make positive changes in the legal system. We spend public funds responsibly by focusing on client

needs. We operate in ways that sustain healthy environments and communities now and into the future. Our decisions and processes are transparent and aligned with our beliefs, earning the trust of the people we work with and serve. We believe everyone deserves equitable access to high-quality legal help.

## 2.3 LABC’s Governance Framework

### 2.3.1 Legal Framework

LABC was created by the Act which informs LABC’s purpose, powers, duties. The Act requires the Board to “control and direct the business” of LABC and authorizes it to determine its own procedure and appoint the CEO.

As a Crown corporation, LABC is subject to:

- a. The directives, strategic priorities, and policy objectives set out in BC government’s annual Mandate Letter
- b. A three-year MOU which sets out the services LABC can provide and government funding arrangements

LABC is independent of government (to manage the potential conflict of interest that arises when the state and a citizen are in opposition) and subject to the government accountability framework.

The Board and CEO are collectively responsible for providing ethical and moral leadership, and individually, to conduct themselves with integrity. The Board functions as an independent body acting in a fiduciary capacity. The primary duty of the Board is to ensure LABC’s mandate, vision, mission, and strategy is carried out. In so doing, the Board and CEO are expected to foster a spirit of cooperation, open communication, collaboration, and trust between each other and LABC’s stakeholders. The Board demonstrates trust in the CEO by delegating appropriate authority and holding the CEO accountable.

### 2.3.2 Governance Guiding Principles

The Board is committed to the highest standards of governance, grounded in accountability and transparency, and believes that a strong governance foundation will enable the successful realization of the LABC Vision and Mission. To foster a culture of collaboration, transparency, and a shared vision for the organization, the Board and CEO are guided by the following common principles and values.

Principle	Description
<b>Clear Accountability</b>	For LABC to be successful, all players in the governance system (Board, CEO, and Senior Leadership) need clearly defined terms of reference, roles, and lines of accountability.

Principle	Description
<b>Open and Transparent</b>	Clarity exists around decision-making responsibilities. Individuals can follow and understand the decision-making process. Governance processes build trust.
<b>Client Focused and Transformative</b>	The Board, CEO and Senior Leadership are compassionate and committed to the clients of LABC. The impact on the client is central in Board deliberations and decisions. All players in the governance system engage critically with the systems and structures in which LABC is embedded. Collectively, they challenge the barriers that prevent LABC from achieving its mission and vision.
<b>Truth and Reconciliation</b>	Indigenous peoples continue to experience injustice because of the ongoing impacts of colonialism, including colonial laws, policies, the residential school system, and systemic discrimination. The Board and the CEO address these injustices wherever possible, which begins by acknowledging and sharing the truth. In partnership with Indigenous people, we advance reconciliation, first and foremost, by supporting Indigenous peoples’ inherent rights, including the right to self-determination.
<b>Strength through EDI</b>	Inclusion is built on a deep sense of belonging. The Board and the CEO create an environment where everyone feels supported, valued, and empowered in their role. We value honesty and openness and treat each other with kindness. Our governance frameworks and practices foster an environment of continuous improvement to encourage innovative and inclusive thinking within LABC.
<b>Engagement</b>	The Board and CEO care about the work of LABC and take their roles seriously as evidenced by diligent preparation for governance meetings and participation in discussions at a strategic level.
<b>Integrity</b>	We demonstrate an innate adherence to ethical conduct and values. We are willing to act on and remain accountable to our actions. The Board and the CEO have a strong understanding of the identification and effective management of real, potential, and perceived conflicts of interests.

### 2.3.3 Board Structure

#### a. Board, Directors, Board Chair, and Committee Chairs

The Board oversees the management of the activities and affairs of LABC on behalf of the Appointing Bodies and takes reasonable steps to ensure that LABC achieves its mandate, vision, and mission. The Board delegates to the CEO overall responsibility for the day-to-day operations of LABC within the parameters set by the Board, the Act, Mandate Letter, and MOU. The Board’s role, specific responsibilities, and required approval authorities are set out in the Board Terms of Reference.

Directors make up the Board and as such they are also tasked to oversee the business and affairs of LABC. The standards of conduct expected of the Directors are set out in the Individual Director Position Description and the Board Conflict of Interest Policy and Director Code of Conduct.

The Board is led by the Board Chair, whose principal role is to provide leadership to the Board, acting as a direct liaison between the Board and the CEO. The Board Chair's role and specific responsibilities are set out in the Board Chair Position Description.

The Committee Chairs supports the work of the Board by chairing their respective Committees. The role and specific responsibilities of the Committee Chairs are set out in the Committee Chair Position Description.

#### **b. Committees and Task Forces**

The Board may establish any Committees, task forces or advisory committees it deems necessary or appropriate to support the work of the Board. The Committee Operating Guidelines and specific Committee Terms of Reference for the Board's three current Committees (including the FTC, GHRC, and Executive Committee) describe overall Committee operations and specific Committee responsibilities.

#### **c. CEO**

The CEO provides overall leadership in executing LABC's long and short-term strategies and plans within the parameters set by the Board or approved by the Ministry. The CEO also manages the overall business to ensure strategic goals are effectively implemented and financial and operational objectives are attained. The CEO's roles and specific responsibilities are set out in the CEO Position Description.

#### **d. Corporate Secretary**

The Corporate Secretary supports the Board on all governance matters and plays a key role in the administration of LABC's governance. The Corporate Secretary's roles and specific responsibilities are set out in the Corporate Secretary Position Description.<sup>1</sup>

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<sup>1</sup> The Corporate Secretary at LABC is also the General Counsel for LABC. The Corporate Secretary role description only outlines those responsibilities as they pertain to the Corporate Secretary role given that it is this role that supports the strong governance functioning of the Board. It does not include General Counsel responsibilities, which are delineated separately within LABC.

## 3. Board Terms of Reference

### 3.1 The Role of the Board

The Board is responsible for overall stewardship of LABC. The role of the Board is to ensure the effective governance of LABC by setting direction, monitoring performance, overseeing policy, and hiring and supporting the CEO. The LABC Board is a governance board and not an operational board.

In fulfilling this role, the Board:

- a. Acts, as a whole, focusing on LABC's mandate, vision, mission and core beliefs, and drawing on the knowledge, skills, and experience of individual Directors to achieve that mandate, vision, and mission
- b. Delegates day-to-day leadership and operations of LABC to the CEO and oversees the CEO in carrying out these responsibilities
- c. Looks to the CEO for leadership in developing the strategic planning process and identifying financial, policy, and risk management issues for the Board's consideration
- d. Relies on Senior Leadership to provide it with accurate and complete information to facilitate effective Board decision-making
- e. Is entitled to retain and rely on external consultants and advisors as needed to fulfill its role

The Board also establishes Committees to support the Board in carrying out its governance and oversight responsibilities in key stewardship areas. The Board may also conduct focused discussion in key stewardship areas as it determines appropriate, including where responsibility has not been specifically assigned to a Committee, and engages as necessary with Directors, the CEO, and members of Senior Leadership to carry out its oversight and decision-making responsibility.

### 3.2 Composition

Pursuant to the Act, the Board is composed of nine Directors, with four members appointed by LSBC after consultation with the executive of CBABC, and five members appointed by the LGIC. Directors are appointed for a term no longer than three years. Directors may not serve beyond six consecutive years and terms are staggered to ensure continuity.

### 3.3 Board operating guidelines

In carrying out its role and responsibilities, the Board follows the Board Operating Guidelines.

### 3.4 Accountability

The Board is a fiduciary, and as such, Directors, must act in the best interests of LABC. As a Crown agency, LABC needs to meet certain reporting obligations as set out in the Act and as part of expectations under the government’s accountability framework for BC Crown corporations.

### 3.5 Responsibilities

The Board as a whole is responsible for the following activities and decision-making responsibilities, with certain activities and responsibilities being led by the Committees, as the Board determines in its discretion.

#### 3.5.1 Strategy and Direction

- a. Review and approve the MOU
- b. Sign and oversee the implementation of priorities outlined in the Mandate Letter
- c. Lead by the CEO, contribute to the articulation of and approve the Strategic Framework and any updates to the Strategic Framework
- d. Oversee the development of strategic objectives and key performance measures to implement the Strategic Framework
- e. Oversee and monitor the ongoing implementation and performance of the Strategic Framework, including the strategic objectives and key performance measures
- f. Review and approve the Service Plan

#### 3.5.2 Budget

- a. Recommend the Annual 3-Year Budget Management Plan to the AG for approval

#### 3.5.3 Financial Management and Organizational Policies

The Board, taking into consideration the report and recommendations of the FTC, oversees LABC’s finances and operations, ensuring the integrity of LABC’s internal financial and business controls and systems, the appropriate application of audit, accounting, and financial reporting principles, and the timely and accurate reporting of LABC’s financial results. Taking into consideration the FTC’s report and recommendations, the Board is responsible to:

- a. Approve material policies (and any amendments to such policies) relating to the finance and operations of LABC, including but not limited to the Budget Materiality Policy
- b. Approve any expenditures proposed by the CEO and FTC that are outside of the parameters authorized to the CEO under the Budget Materiality Policy

- c. In accordance with the Act, recommend for approval by the AG and Minister of Finance any expenditure or liability that might reasonably come due in a fiscal year and that would exceed LABC’s annual revenue plus accumulated surplus<sup>2</sup>
- d. Approve the appointment or reappointment and compensation the external financial auditor
- e. Receive regular updates and reporting from the FTC (in collaboration with Senior Leadership) on:
  - i. LABC’s fiscal performance, including quarterly operational performance reports, quarterly financial forecasts, and performance relative to the Budget Management Plan
  - ii. A summary of the CEO’s expense claims for the fiscal year
  - iii. The external auditor’s financial audit plan for the fiscal year
  - iv. The sufficiency and effectiveness of LABC’s financial and operational systems, management of risks, and internal controls, and key organizational policies relating to the FTC’s areas of responsibility
  - v. Periodic audits performed by the Office of the Auditor General
  - vi. The exercise of authority by the CEO under the Budget Materiality Policy
  - vii. The regular review (ideally every one to two years) and reasonableness of the CEO’s approach to delegating signing and spending authority to LABC staff within the Budget Management Plan pursuant to the Signing and Spending Authority Policy

### 3.5.4 Organizational Performance and Reporting

Taking into consideration the report and recommendations of the FTC:

- a. Approve the annual audited financial statements
- b. Approve LABC’s quarterly financial statements and quarterly financial forecasts and ensure the AG is informed of such statements upon request
- c. Approve the Annual Service Plan Report and ensure the AG is appropriately informed of such report
- d. Receive for information requests made under the Freedom of Information and Protection of Privacy Act for the previous year
- e. Receive for information LABC’s annual Public Interest Disclosure Report

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<sup>2</sup> The Act s.17(1-3) prohibits LABC from incurring aggregate expenditures or liabilities that might reasonably come due in the fiscal year that would exceed LABC’s annual revenue plus accumulated surplus. If LABC determines it is necessary to contravene this prohibition, the expenditure or liability must first be approved by the AG and Minister of Finance.

### 3.5.5 Risk Management, Legal, and Compliance

The FTC supports the Board with risk management oversight. Taking into consideration the report and recommendations of the FTC, the Board is responsible to:

- a. Set LABC’s risk appetite and risk tolerance statements for key areas of enterprise-wide risk
- b. Approve material enterprise risk management, business continuity, and compliance policies
- c. Understand and contribute to the identification of LABC’s material strategic, operational, financial and funding, technology, legal and governance, public interest, human capital, and reputational risks and risk management approaches
- d. Review and approve LABC’s complaint and whistle-blower framework including related material policies such as the Public Interest Disclosure Act Policy, Complaints Policy, and Disclosure of Wrongdoing Policy
- e. Review and approve LABC’s approach to climate change, receive the annual Climate Change Accountability Report for information
- f. Receive regular updates and reporting from the FTC (in collaboration with Senior Leadership) on:
  - i. The development of risk management, business continuity, and compliance policies
  - ii. The effectiveness of LABC’s fiscal and non-fiscal risk management systems
  - iii. The management of material claims, litigation, and investigations involving LABC
  - iv. Material risks related to the FTC areas of oversight
  - v. The management of compliance with legal and regulatory requirements
  - vi. The implementation of the approach to climate change

### 3.5.6 CEO Performance Management and Succession

One of the Board’s most important roles is the oversight and support of the CEO. To assist the Board in fulfilling this responsibility, the GHRC will lead many of the review and oversight processes in this area. Taking into consideration the report and recommendations of the GHRC, the Board is responsible to:

- a. Review and approve the hiring and succession of the CEO
- b. Monitor and participate in the evaluation processes led by the GHRC with respect to the CEO’s performance
- c. Approve the CEO succession plan for both an unplanned or emergency situation and the long-term future of LABC
- d. Approve the CEO annual performance goals, objectives, evaluation process, total compensation and material employment terms

- e. Advise the CEO, when requested, on issues related to supervision, management, and administration of the business of LABC

### 3.5.7 Truth and Reconciliation with Indigenous Peoples

- a. Review and approve the Truth and Reconciliation strategy at LABC
- b. Receive and review regular updates from the GHRC on the implementation and effectiveness of LABC’s Truth and Reconciliation strategy

### 3.5.8 Equity, Diversity, and Inclusion

- a. Review and approve the EDI strategy at LABC
- b. Receive regular updates and reporting from the GHRC on the implementation of the EDI strategy at LABC

### 3.5.9 Human Resources

The Board oversees human resources activities at LABC. Taking into consideration the report and recommendations of the GHRC, the Board is responsible to:

- a. Receive and understand LABC’s organizational structure design
- b. Oversee employee culture and related areas such as LABC’s approach to creating a respectful workplace, employee engagement, and well-being
- c. Approve the collective bargaining agreement and the employee compensation philosophy and programs
- d. Approve LABC employee compensation philosophy and programs, ensuring remuneration policies and procedures are in accordance with the guidelines issued by PSEC
- e. Review and approve LABC’s Standards of Conduct Policy and material human resource policies
- f. Receive regular updates and reporting from the GHRC on:
  - i. The CEO’s succession, development, and evaluation plans for Senior Leadership and any changes to the Senior Leadership or material changes to the organizational structure
  - ii. The implementation and effectiveness of employee culture, occupational health and safety strategy (including key metrics), and the collective bargaining agreement
  - iii. Proposed changes to the Standards of Conduct Policy, and other material human resource policies
  - iv. Proposed changes to the employee compensation philosophy and programs
  - v. Material human resource-related risks

### 3.5.10 Stakeholder Engagement and External Communications

LABC has a number of diverse stakeholders including but not limited to: clients, lawyers who deliver legal aid services and the organizations that represent them (such as the Canadian Bar Association (BC Branch) and the Trial Lawyers Association of BC), the BC judiciary, the government of BC (through the AG), Indigenous justice organizations, LABC employees, LABC’s non-government funders (the Law Foundation and the Notary Foundation), public legal education and information service providers, social service agencies, community agencies, and advocates that provide support to LABC’s clients (collectively, LABC Stakeholders). The CEO leads stakeholder engagement and external communications with the oversight of the GHRC on the development of strategies and plans. The Board is responsible to:

- a. Understand LABC’s Stakeholders and their needs and expectations considering LABC’s mandate, purpose, and strategic objectives
- b. Oversee the development and implementation of LABC’s stakeholder engagement strategy and communications guidelines and ensuring LABC has a comprehensive and effective approach to engagement with each of LABC’s Stakeholders
- c. Review and approve the government relations plan
- d. Participate in any working groups between the AG, LABC, and the Board in accordance with the terms of reference for those working groups
- e. Contribute to stakeholder management and communications with various LABC stakeholders as requested by the CEO
- f. Receive regular updates and reporting from the GHRC (in collaboration with Senior Leadership) on:
  - i. The sufficiency and effectiveness of LABC’s systems, controls, management of risks, and key organizational policies relating to the GHRC’s areas of oversight
  - ii. The implementation and effectiveness of LABC’s stakeholder engagement strategy and communications, government relations plan, and the strength of relationships with LABC’s Stakeholders

### 3.5.11 Technology

The Board is responsible for the use of technology at LABC with the oversight of the FTC. The Board is responsible to:

- a. Review and approve LABC’s technology strategy
- b. Review and understand LABC’s technology incident response plans

- c. Receive regular reporting and updates from the FTC on LABC's responses to technology incidents and respond as needed as outlined in the relevant incident response plan

### 3.5.12 Board Structure

- a. Review and approve the Board Competency Matrix and any changes as recommended by the GHRC
- b. Identify, evaluate, and where appropriate, recommend Director candidates to the Appointing Bodies
- c. Review and approve the Board Chair, Committee Chair, and committee membership appointments via resolution or approval noted in Board minutes

### 3.5.13 Board Stewardship

The GHRC leads many of the activities involved in board stewardship on behalf of the Board and the FTC helps inform and oversee the Board Budget expenses (including Board remuneration updates under the Director Remuneration Policy) as part of the Budget Management Plan. Taking into consideration the report and recommendations of the GHRC, the Board is responsible to:

- a. Approve the Manual and GAM
- b. Participate in and contribute to Board, Chair, Committee Chair, and Director assessment processes
- c. Approve the Director Remuneration Policy, retention of external advisors to the Board (including the appointment of an Ethics Advisor and any terms of reference for the Ethics Advisor), Board insurance coverage and Director indemnification, Director Code of Conduct and Conflict of Interest Policy, and the periodic review of this Manual
- d. Receive regular updates and reporting from the FTC on Board Budget expenses and the implementation of the Director Remuneration Policy
- e. Receive regular updates and reporting from the GHRC (in collaboration with Senior Leadership) on changes to conflict-of-interest declarations or management plans

### 3.5.14 Appointment of the Executive Committee

- a. As required under the Act, by resolution at the first meeting in each fiscal year, appoint Executive Committee members consisting of the Chair of the Board and at least two other Directors

## 4. Board Operating Guidelines

### 4.1 Introduction

The Terms of Reference for the Board define the role and responsibilities of the Board. The following outlines how the Board operates to carry out its duties of stewardship and accountability, including how it carries out its Board meetings. It is meant to provide guidance and clarity to Board operations as permitted under the Act; it is not meant to be prescriptive except where required by the Act (as specified in this document).

### 4.2 Governance Standards

The Board governs collaboratively and in a way that encourages strategic leadership rather than administrative detail, and in so doing, works in a constructive partnership with the CEO and Senior Leadership. The Board maintains a clear distinction between Board governance and the CEO's role as the most senior leader of LABC.

The Board, CEO, and Senior Leadership seek to support common understanding and collaboration. Collectively, they share information to the fullest extent possible and strive to create an atmosphere that promotes clarity, transparency, openness, trust, and timely and effective resolution of issues. Communication between the Board, CEO and Senior Leadership should be open, based on a “no surprises” approach at Board meetings.

### 4.3 Reliance on Management and Advisors

In carrying out its responsibilities, the Board relies on Senior Leadership to provide it with accurate and complete information and is entitled to retain and rely on external professional services firms, consultants, and advisors as needed to fulfil its responsibilities.

### 4.4 Board Budget

The executive office maintains an annual budget for Board expenses, remuneration, activities, and training. This budget is set every year within the existing 3-year Budget Management Plan development process.

### 4.5 Forward Calendar

The Board organizes its work, meetings, and responsibilities (as outlined in the Board Terms of Reference) according to a rolling 12-month forward calendar, which includes regular recurring activities and other topics to be addressed throughout the year. The calendar is typically reviewed and updated annually and modified as needed to address issues that arise.

## 4.6 Meetings

### 4.6.1 General

Board meetings serve as the primary forum for Board discussion and decision-making. The Board seeks to ensure that meetings are effective, inclusive, promote psychological safety, and that Directors are supported to engage in their work and make well-informed decisions.

### 4.6.2 Frequency

Pursuant to the Act, the Board is required to meet at least quarterly but may meet as many additional times as needed to carry out its duties effectively. The Board may hold an annual strategic planning session with the CEO and Senior Leadership. The Board's regular meeting schedule is set at least six to twelve months in advance.

### 4.6.3 Notice

The Board Chair may call additional meetings that do not appear in the annual schedule to address special or emergent issues. Notice of Board meetings that do not appear in the Board's annual meeting schedule are provided electronically (either via email or by the Board's online portal website or such other appropriate means as determined by the Board Chair) to Directors at least 24 hours prior to such meeting or as soon as practical in the circumstances.

A Director who attends a meeting but did not receive the meeting notice is deemed to have waived notice of the meeting with respect to all business transacted.

### 4.6.4 Agendas and Materials

Draft Board agendas are developed collaboratively by the CEO, Board Chair and Corporate Secretary and approved by the Board Chair.

Under normal circumstances, agendas, briefing notes and supporting materials, including management reports, are distributed by posting to the online Board portal website, sent via email, or other practical dissemination means, ideally at least seven days in advance of the meeting date or as soon as practicable while ensuring that Directors have sufficient time for review prior to the meeting.

A consent agenda may be used for items that are routine or non-controversial in nature, or an item that requires perfunctory approval because the Board has already reached a decision in previous discussions.

Upon notification that the agenda and meeting package has been posted, and prior to the actual meeting, Directors are encouraged to:

- a. Check they can access the meeting package

- b. Review the agenda and notify the Board Chair, Ethics Advisor, and Corporate Secretary if a conflict of interest is identified
- c. Submit significant concerns or questions to the Board Chair or CEO, as appropriate, ahead of the meeting so that a response can be formulated in time for the meeting

At Board meetings, meeting materials are typically taken as read and presentations by the CEO and Senior Leadership are ideally designed to support discussion at a strategic level, rather than to reproduce the materials or report.

#### 4.6.5 Meeting Logistics

Board meetings may be held in person, entirely by video or teleconference, or as a hybrid meeting as determined appropriate by the Board Chair. In the case of in-person meetings, Directors who are unable to attend in person may discuss with the Board Chair and Corporate Secretary the possibility of attending via video or teleconference. Where video or teleconference is used for Board meetings, the technology or means used must permit all Directors to be heard and participate virtually, and Directors who participate in this fashion are deemed to be present at the meeting and counted in quorum.

#### 4.6.6 Quorum and Voting

Quorum for a Board meeting is at least five Directors. Each Director has equal voting privileges (except in circumstances of conflict of interest where a Director must recuse themselves from decision-making). Prior to taking a vote, Directors strive to achieve a consensus on topics that are presented for discussion and or approval. Deliberations should foster psychological safety to encourage full participation by all Directors, while also taking into consideration the Board’s role of governance and strategic oversight. Where consensus cannot be met, questions arising are decided by a majority of votes of Directors present. The Board Chair does not have a second or casting vote in the case of an equality of votes.

#### 4.6.7 In Camera Meetings

The Board typically meets *in camera*, with and without the CEO and other guests, at the beginning and/or end of each meeting as determined in the Board Chair’s discretion. The purpose of *in camera* session(s) is to provide Directors an opportunity to meet without the CEO or others, to discuss internal governance matters (e.g., Board assessments), matters affecting the quality and effectiveness of Board meetings, sensitive matters within the jurisdiction of the Board (e.g., CEO compensation or succession), and to meet with external advisors or consultants where needed (e.g., external auditor, Ethics Advisor, or other advisors to the Board). The Board may include or exclude the Corporate Secretary from the *in camera* portion of any meeting, at the Board’s discretion.

Following the *in camera* meeting, the Board Chair provides any information, follow up requests, summary of items raised and feedback to the CEO and the Corporate Secretary, as appropriate.

#### 4.6.8 Minutes

The Corporate Secretary ensures there are minutes drafted for all Board meetings. Minutes are taken of the *in camera* portion of meetings; however, minutes are more general and focus on outcomes of such meetings. The Board Chair ensures that the CEO and the Corporate Secretary are informed of all recommendations (or resolutions) of the Board made at an *in camera* session or made outside of a meeting. The Corporate Secretary ensures that there are records of these matters and care is taken to ensure these records are kept confidential.

Approved minutes of Board meetings and records of all Board decisions made outside of a meeting are maintained by the Corporate Secretary and serve as the official record of Board deliberations and decision-making.

Minutes set out the date, time, and location for the meeting, the attendance of Directors and others, a summary of the discussion, and a record of the formal actions, recommendations, and resolutions. Opinions or views expressed by Directors or other individuals at meetings are considered personal information and confidential and are not recorded in the minutes.

Directors are provided with the draft minutes of each meeting of the Board as soon as possible after each meeting. Minutes are approved at the following Board meeting and, together with the Board resolutions, serve as the official record of the meeting.

### 4.7 Resolutions in Writing

A resolution of the Board in writing signed by all Directors (on paper or electronically) is as effective as if it had been passed at a properly constituted Board meeting. A Director who wishes to discuss a proposed consent resolution should inform the Board Chair and the Corporate Secretary, as appropriate.

## 5. Position Descriptions

### 5.1 Individual Director

#### 5.1.1 Appointment and Term

Directors are appointed by either the LGIC or LSBC after consultation with the executive of CBABC. Pursuant to the Act, Directors are appointed for a term not to exceed 3 years, as determined by the Appointing Bodies. Directors may not serve beyond six consecutive years and terms are staggered to ensure continuity.

#### 5.1.2 Role

Directors make up the Board and as such they are collectively tasked to oversee the business and affairs of LABC as described in the Board's Terms of Reference. This position description sets out expectations for how Directors discharge their duties and responsibilities.

#### 5.1.3 Fundamental Duties

In discharging their responsibilities, all Directors should:

- a. Act honestly and in good faith with a view to the best interests of LABC
- b. Exercise the care, diligence, and skill of a reasonably prudent person in comparable circumstances

In keeping with these responsibilities, each Director should:

- c. Clearly understand that their primary duty is to act in the best interests of LABC. This means a Director should not be acting in the best interests of a special interest group, stakeholder, or constituency or in their own self-interest
- d. Not take advantage personally of opportunities that come before them in the course of performing their duties as a Director of LABC
- e. Respect and comply with the Director Code of Conduct, Conflict of Interest Policies, and all Board policies

#### 5.1.4 Security and confidentiality of Board Materials and Deliberations

Board discussions (including the views and opinions of individual Directors) are confidential to the Board. All Directors and meeting attendees are expected to respect this confidentiality, unless the Board determines that the information is not confidential and may be shared. The official record of the Board's deliberations is through the approved Board meeting minutes and resolutions.

The online Board portal website and the records of the Corporate Secretary serves as the electronic location for Board and Committee materials and related information. Unless otherwise indicated, Board materials are confidential, and are not for distribution or discussion outside the meeting. Directors should take appropriate steps to safeguard materials. Board materials, including printed materials, notes, and electronic materials, should be retained or disposed of in a secure manner in accordance with LABC's record management policies.

### **5.1.5 Responsibilities**

Each Director is expected to:

- a. Be prepared and well-informed on relevant issues (through pre-reading material or otherwise)
- b. Contribute their own experience, wisdom, judgment, and influence on issues
- c. Interact with fellow Directors, the CEO, Senior Leadership, and any guests at Board and Committee meetings in a respectful and constructive manner
- d. Actively participate in Board-related matters and demonstrate engagement with the Board's work
- e. Express independent points of view for the Board's consideration even if they may seem contrary to other opinions previously expressed
- f. Be flexible and open-minded in considering and implementing change
- g. Analyze issues from many perspectives, including the impact of decisions on clients, lawyers who deliver legal aid services and the organizations that represent them, justice system service providers, members of the public, and all other LABC Stakeholders
- h. Whenever possible, advise the Board Chair and CEO in advance of introducing significant and previously unknown information
- i. Focus inquiries on issues related to strategy, implementation, and results rather than issues relating to day-to-day management and operations
- j. Once Board decisions are made, speak with one voice and support decisions in a positive manner
- k. Directors with particular areas of expertise are encouraged to use their unique knowledge, skills and experience to the benefit of the Board while also fulfilling the general duties and responsibilities expected of all Directors

### 5.1.6 Personal Attributes

All Directors should be committed to LABC’s mandate, vision, mission, and core beliefs and exhibit foundational personal attributes to help them be effective. The Board has agreed that the following personal attributes are expected of all Directors:

Attribute	Description
<b>Fiduciary Duty</b>	Strong understanding of the duty to act honestly and in good faith with a view of the best interests of LABC and the responsibility to the mandate of LABC.
<b>Transformative</b>	Critical engagement with the systems and structures in which LABC is embedded to challenge the barriers to prevent LABC from achieving its mandate.
<b>Team Player</b>	Demonstrates perception, acuity, tact, and rapport to build constructive working relationships that engender mutual trust, respect, psychological safety, and contribution while also ensuring consideration for a variety of different viewpoints and perspectives. Values others’ opinions and demonstrates an orientation towards consensus and reaching solutions, while being willing and able to respectfully challenge prevailing opinion.
<b>Engaged</b>	Cares about the work of LABC and the Board, and takes their role seriously as evidenced by diligent preparation for meetings and participation in discussions.
<b>Integrity</b>	An innate adherence to ethical conduct and values and willing to act on and remain accountable to their actions. A strong understanding of the identification and effective management of real, potential, and perceived conflicts of interests.
<b>Business Acumen</b>	Makes wise business judgments and maintains a strategic perspective that is conscious of the strategic plan, LABC’s mandate, context, and future risks and opportunities.
<b>Financial Literacy</b>	Can read and understand financial statements of an organization of similar complexity to LABC.
<b>Awareness of Inequity</b>	Has a strong understanding and is self-aware of one’s own status and privilege (where applicable). Including: <ul style="list-style-type: none"> <li>a. Self-awareness of normativity (cis, white, etc.)</li> <li>b. Examines and actively dismantling internal systems of inequitable thinking (e.g., ableism, sexism, heteronormativity, colonialism, racism, etc.)</li> </ul>
<b>Encourages Psychological Safety</b>	Understands the principles of psychological safety and works to nurture an environment where people feel encouraged to share ideas without fear of judgment or reprisal.

## 5.2 Board Chair

### 5.2.1 Appointment and Term

The Board Chair is appointed by the Board of LABC at the first meeting of the fiscal year or when necessary to ensure that a vacancy does not occur. The Board Chair serves for one year and may be reappointed for one further term. The Board Chair may be reappointed for a third consecutive term if the Board determines an extension is in the best interests of LABC.

### 5.2.2 Role

The principal role of the Board Chair is to provide leadership to the Board. The Board Chair is accountable to the Board, acts as a direct liaison between the AG and the Board, and the Board and CEO, and represents the Board internally and externally including acting as a spokesperson on behalf of the Board. The Board Chair ensures that the Board’s operations are consistent with the Act and the Manual and promotes the integrity of the Board’s processes.

### 5.2.3 Responsibilities

In addition to the role and fundamental duties of a Director of LABC, the Board Chair has the following responsibilities:

#### a. Board Governance and Meetings

- i. Lead the Board in fulfilling its governance responsibilities under the Board terms of reference
- ii. Understand contemporary governance standards and expectations, the business of LABC, and committee responsibilities
- iii. Ensure alignment between the Board and management and support strategy execution
- iv. Recommend an annual schedule of Board meetings; work with the CEO and Corporate Secretary to develop and set Board meeting agendas, and seek to ensure pre-meeting materials provide sufficient background information for Directors to allow them to discharge their duties
- v. Preside over Board meetings and *in camera* sessions; debrief the CEO on decisions reached and suggestions made during the *in camera* sessions
- vi. Ensure proper minutes are recorded and presented at subsequent meetings
- vii. Foster ethical and responsible decision-making by Directors
- viii. Call special meetings of the Board as may be needed from time to time

#### b. Director Leadership

- i. Be available to individual Directors for questions, counsel, and discussions relating to LABC
- ii. Keep the Board up to date on all significant developments at LABC, both at and between meetings, and disclose to the Board any major directions provided to the CEO between meetings
- iii. Build consensus and develop teamwork within the Board; motivate and encourage high performance from Directors
- iv. Promote Director engagement in the Board’s business
- v. Facilitate deliberations at meetings that are focused, timely, fair, orderly, and thorough
- vi. Champion psychological safety and constructive dialogue in the boardroom to encourage all Directors to bring their perspectives forward

**c. Government Relations Liaison**

- i. Act as a liaison between the AG and the LABC Board and keep the AG apprised of any noteworthy issues with respect to LABC

**d. Board and Management Liaison**

- i. In Collaboration with Senior Leadership
  - a. Act as a liaison between the CEO and the Board, and ensure the CEO is aware of concerns and expectations of the Board
  - b. Build trusted and constructive relationships with the CEO, Corporate Secretary, and any other individuals who directly support the Board

**e. Other**

- i. Serve as an *ex officio*, non-voting member of all Board Committees
- ii. Monitor expenditures of the Board against the annual Board budget
- iii. Sign documents on behalf of the Board as authorized by the Board
- iv. Oversee issues raised with respect to conflicts of interest, ensure Directors complete annual Conflict of Interest Declaration, report conflicts of interest that arise during their term, and implement appropriate plans to manage any conflicts of interest

**5.2.4 Board Chair’s Absence**

The GHRC or FTC Committee Chair, as designated by the Board Chair, performs the Board Chair’s duties in the Board Chair’s absence.

## 5.3 Committee Chair

### 5.3.1 Appointment and Term

Committee Chairs and members are appointed by the Board based on a recommendation from the GHRC. Committee Chairs and members generally serve a one-year term and may serve consecutive terms. The Committee may designate another Committee member to act as Committee Chair when required.

### 5.3.2 Role

Committee Chairs work collaboratively with the Board Chair, the CEO, and designated Senior Leadership lead(s) for the Committee, to fulfill the Committee’s terms of reference.

### 5.3.3 Responsibilities

Committee Chairs have the following responsibilities:

- a. Oversee the Committee’s terms of reference, and work with the Chair and others to promote alignment of the Committee’s work with the Board’s focus and forward calendar
- b. Lead the Committee in undertaking its responsibilities
- c. Collaborate with the CEO, designated Senior Leadership lead(s) for the Committee, and the Corporate Secretary, in the development of meeting agendas
- d. Lead and preside over Committee meetings
- e. Ensure proper minutes are recorded at committee meetings and presented for approval at subsequent Committee meetings
- f. Ensures the Committee has adequate access to the CEO and its designated Management Lead(s) as needed for it to undertake its responsibilities
- g. Facilitate discussions at Committee meetings that encourage participation by all Committee members, promote full consideration of issues and psychological safety, and balance discussion and understanding of complex issues
- h. At each Board Meeting, provide a report to the full Board summarizing the Committee’s activities, recommendations for approval, topics for discussion with the full Board, and future plans of the Committee
- i. On an ongoing basis, advise and keep the Chair abreast of key issues to be addressed by their Committee or brought to their attention by individual Directors
- j. Perform additional responsibilities as assigned in the Committee terms of reference

## 5.4 Chief Executive Officer (CEO)

### 5.4.1 Appointment and Accountability

The Board appoints the CEO and defines the CEO's duties. The CEO reports to the Board and is accountable to the Board for LABC's operations and performance.

### 5.4.2 Role

The CEO is the senior leader of LABC and has overall responsibility to guide and oversee day-to-day operations and development and implementation of long and short-term plans in alignment with and in execution of LABC's mandate, vision, mission, core beliefs, and Strategic Framework as approved by the Board. The CEO supports the governance mandate of the Board and ensures that appropriate accountability, transparency, and risk management practices are in place.

### 5.4.3 Board Responsibilities of the CEO

The CEO has the following responsibilities:<sup>3</sup>

#### a. Governance Documents

- i. Lead the negotiations for and recommending the MOU
- ii. Lead the implementation of the priorities set out in the Mandate Letter
- iii. Contribute to the review of the Manual and GAM
- iv. Lead the development and implementation of and recommending LABC's approach to Truth and Reconciliation

#### b. Strategy and Direction

- i. In consultation with the Board, lead the development of and recommend the Strategic Framework including the process to develop or refine the LABC vision, mission, values, core beliefs, goals and priorities
- ii. Lead the implementation of the Strategic Framework and report to the Board on progress
- iii. Lead the development and implementation of and recommend the Service Plan

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<sup>3</sup> Where recommendations are referred to, recommendations are to the Board or relevant Committee (where noted in the Committee terms of reference) unless otherwise indicated. Where relevant, references to CEO include those persons to whom the CEO has delegated responsibility, including the CEO's direct reports and team members.

**c. Budget**

- i. Lead the development and implementation of, and recommend the 3-Year Budget Management Plan and related annual plans

**d. Financial Management and Organizational Policies**

The CEO works with the oversight of the FTC on matters related to finances and operations, ensuring the integrity of LABC’s internal financial and business controls and systems, the appropriate application of audit, accounting, and financial reporting principles, and the timely and accurate reporting of LABC’s financial results. The FTC will review proposals collaboratively with the CEO and make recommendations to the Board taking into consideration such proposals. The CEO is responsible to:

- i. Lead the development and implementation of and recommend material financial policies such as the Budget Materiality Policy
- ii. Approve the delegation of signing and spending authority within the Board-approved Budget Management Plan to LABC staff, through the Signing and Spending Authority Policy, and regularly (ideally every one to two years) review the reasonableness of such delegation of authority with the FTC
- iii. When necessary, propose material expenditures and contracts outside of the Board-approved Annual 3-Year Budget Management Plan, and approve such expenditures that meet the parameters outlined in the Budget Materiality Policy
- iv. When necessary, present proposals to incur any expenditure or liability that might reasonably come due in a fiscal year and that would exceed LABC’s annual revenue plus accumulated surplus<sup>4</sup>
- v. Lead and ensure the implementation and monitoring of LABC’s systems of financial accounting and reporting, operational, risk, and internal controls at LABC, including fraud prevention, to ensure that such systems are appropriately designed and that the internal controls are operating effectively
- vi. Regularly provide a summary of CEO expenses to the FTC

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<sup>4</sup> The Act s.17(1-3) prohibits LABC from incurring aggregate expenditures or liabilities that might reasonably come due in the fiscal year that would exceed LABC’s annual revenue plus accumulated surplus. If LABC determines it is necessary to contravene this prohibition, the expenditure or liability must first be approved by the AG and Minister of Finance.

**e. External Financial Audit**

The FTC oversee the external financial audit. The CEO is responsible to:

- i. Contribute to the financial audit plan and report
- ii. Lead the development of and recommend the audited financial statements, and provide the audited financial statements to the AG for information

**f. Organizational Performance and Reporting**

- i. Lead the development of and recommend the quarterly financial statements, and provide the audited financial statements to the AG for information, upon request
- ii. Lead the development of and recommend the Annual Service Plan Report, and provide to the AG for information
- iii. When required, respond as needed to periodic audits and related requests by the Office of the Auditor General, and inform the Board (through the FTC) throughout the audit process
- iv. Lead the development of quarterly financial forecasts and provide these forecasts to the Board and the AG for information
- v. Lead the development of the Annual Public Interest Disclosure Report and provide to the Board and the AG for information
- vi. Provide Operational Performance reports to the FTC and Board, including LABC’s performance relative to the Budget Management Plan, for information

**g. Risk Management, Legal, and Compliance**

The CEO works with the oversight of the FTC on matters related to the enterprise risk management framework, the development of the LABC risk appetite and risk tolerance statements, regulatory compliance, climate change, and material legal matters involving LABC. The FTC will review proposals collaboratively with the CEO and make recommendations to the Board taking into consideration such proposals. The CEO is responsible to:

- i. Lead the development and implementation of an enterprise risk management framework including the process for identifying, categorizing, rating, and managing relevant risks, incorporating contributions from the Board.
- ii. Monitor and report on the mitigation of material risks to the relevant Board Committee responsible for oversight of that business area

- iii. Contribute to the development of and recommending the LABC risk appetite and risk tolerance statements by category for approval by the Board
- iv. Ensure that LABC’s financial, operational and technology planning, reporting systems and internal control systems are properly designed, reliable, appropriate, compliant with applicable laws and regulations, and are operating effectively
- v. Establish and ensure the implementation of LABC’s material enterprise risk management, business continuity and compliance policies
- vi. Lead the development of, recommend, and ensure the implementation of the LABC approach to climate change
- vii. Lead the management of LABC’s compliance with legal and regulatory requirements, and ensure that adequate processes are in place to meet LABC’s compliance obligations
- viii. Lead the development and review of the complaint and whistle-blower framework including material policies such as the Public Interest Disclosure Act Policy, Complaints Policy, and Disclosure of Wrongdoing Policy
- ix. Lead the management of material claims, litigation, and investigations involving LABC
- x. Report to the FTC on:
  - a. Material risks related to the enterprise risk management framework, regulatory compliance, climate change, and legal matters involving LABC
  - b. Material complaints related to the FTC’s areas of oversight
  - c. Implementation and effectiveness of the approach to climate change
  - d. Such other matters relating to the FTC’s areas of oversight

**h. CEO Performance Management and Succession**

The GHRC leads the Board’s work on CEO performance management and succession with participation and contributions from the CEO. The CEO is responsible to:

- i. Contribute to the development of the CEO performance goals, objectives and evaluation process and participate in the Board approved CEO evaluation process
- ii. Contribute to the development of the CEO total compensation plan and material employments terms
- iii. Contribute to the development of emergency and long-term CEO planning process with oversight by the Board

**i. Truth and Reconciliation with Indigenous Peoples**

- i. Lead the development and implementation of, and recommend the Truth and Reconciliation strategy and provide regular reporting on implementation and effectiveness of this strategy to the GHRC

**j. EDI Strategy**

- i. Lead the development of, recommend, and ensure the implementation of the EDI strategy and provide regular reporting on its implementation to the GHRC and the Board

**k. Human Resources**

The CEO works with the oversight of the GHRC on matters related to LABC’s human resources policies, organizational design, employee culture, occupational health and safety strategy, the collective bargaining agreements, Senior Leadership succession and development, and overall employee compensation philosophy and programs. The GHRC will review proposals collaboratively with the CEO and make recommendations to the Board taking into consideration such proposals.

The CEO is responsible to:

- i. Lead the development of and approve the organizational structure design and inform the Board of material changes
- ii. Lead the management of LABC’s employee culture and related areas such as LABC’s approach to creating a respectful workplace, employee engagement and well-being
- iii. Lead the development and implementation of, and recommend the Standards of Conduct Policy
- iv. Lead the development of and approve the Occupational Health and Safety Strategy and inform the GHRC and the Board
- v. Negotiate, recommend, and implement the collective bargaining agreements with the oversight of the GHRC
- vi. Approve and implement the Senior Leadership team hiring, removal, evaluation, development, and succession processes with the oversight of the GHRC
- vii. Lead the development and implementation of, and recommend the overall employee compensation philosophy and programs for Board approval
- viii. Provide regular reporting to the GHRC on:
  - a. Material risks related to human resources policies, organizational design, employee culture, the occupational health and safety strategy, the collective

bargaining agreements, Senior Leadership succession and development, and overall employee compensation philosophy and programs

## **I. Stakeholder Engagement and External Communications**

The GHRC oversees the development, implementation and recommendation of plans and strategies related to engagement and external communications with LABC's Stakeholders to ensure these plans and strategies are complete and reasonable considering the varying needs and expectations of LABC's Stakeholders and LABC's mandate and strategic priorities. The CEO is responsible to:

- i. Lead the development and implementation of the government relations plan
- ii. Lead government communications with the Deputy Minister and participate in any government working groups between the AG, LABC and the Board in accordance with the terms of reference for those working groups
- iii. Lead the development and implementation of a proactive stakeholder engagement strategy and communications model
- iv. Build relationships and lead communications with LABC's Stakeholders to foster a climate of openness and trust with the oversight of the Board. Request contributions from the Board in the management and communications with LABC's Stakeholders as needed
- v. Provide regular reporting to the GHRC on:
  - a. The sufficiency and effectiveness of LABC's systems, controls, management of risks, and key organizational policies relating to the GHRC's areas of oversight
  - b. The implementation and effectiveness of LABC's government relations plan and stakeholder engagement strategy

## **m. Technology**

The FTC oversees technology policy and risk at LABC. The CEO is responsible to:

- i. Establish and implement the technology strategy and LABC's technology incident response plans
- ii. Lead and ensure the effective management of responses to technology incidents and inform the FTC and Board throughout such incidents

## **n. Board Structure**

- i. Contribute to the development and review of the Board Competency Matrix

- ii. Contribute to process for identifying, evaluating, and recommending potential Board candidates to the Appointing Bodies

**o. Board Stewardship**

- i. Assign Management Leads to Board Committees as appropriate, in the CEO's discretion
- ii. Assign a Corporate Secretary to support the Board and its Committees
- iii. Provide additional staff and resources to the Board and its Committees as needed in consideration of the budget and resources of LABC
- iv. In collaboration with the GHRC Chair, ensure the development and facilitation of the Director orientation process and Board education plan, incorporating feedback from Board and Director assessments and organizational priorities

## 5.5 Corporate Secretary

### 5.5.1 Appointment and Accountability

The Corporate Secretary is appointed by and reports to the CEO who defines the assigned duties of the role.

### 5.5.2 Role

The Corporate Secretary is the LABC employee who supports the Board, the CEO, and others as applicable with corporate governance, procedural and other advice, and performs such other duties as assigned by the CEO. This position coordinates the preparation of meeting agenda and minutes, advises on governance issues, and maintains the official records of the Board. The Corporate Secretary also supports the board's decision-making and ensures effective implementation of policies and procedures.

### 5.5.3 Board Responsibilities of the Corporate Secretary Include

- a. Developing Board and Committee meeting agendas in collaboration with the Board Chair, Committee Chair, CEO, and Management Lead(s), as appropriate
- b. Ensuring compliance with legal and regulatory requirements affecting the Board
- c. Providing advice and support to the Board on governance matters, ensuring that Board policies and procedures are followed, and advising on best practices
- d. Collecting Director questions regarding Board agendas and Board materials ahead of Board meetings and distributing these to Management Leads to prepare responses
- e. Serving as a communication conduit between the Board and management
- f. Supporting the GHRC and the Board with the coordination of recruitment, appointment, onboarding, and orientation of new board members
- g. Ensuring Board and Committee meeting minutes are collected and distributed to Chairs, approved for distribution by the respective Chair, and approved at the following meeting
- h. Maintain the system of board records including agendas, minutes, materials and resolutions
- i. Maintain the Board Budget and provide reports to the Board Chair and the FTC Chair
- j. Lead the development of the Report of FOIPPA Requests and provide to the Board for information
- k. Other duties as assigned by the CEO

## 6. Committee Operating Guidelines

### 6.1 Role

The Board may appoint such Committees it considers necessary and appropriate to assist the Board in carrying out its work. Current Board Committees are:

- a. Finance and Technology (FTC)
- b. Governance and Human Resources (GHRC)
- c. Executive (EC)

The Board may also establish task forces, advisory Committees, or other temporary working groups to address time limited projects or specific tasks delegated to them by the Board.

The primary purpose of Committees is to allow for focused discussion and concentration in key areas of Board responsibility and to advise, assist, and support the Board in carrying out its work. The Board establishes terms of reference for each Committee. The Committees have no authority to direct Senior Leadership, speak for, commit, or make decisions on behalf of LABC or the Board unless specifically authorized by the Board through the applicable Committee terms of reference or otherwise.

Committees generally review, monitor, oversee, and recommend matters, policies, alternatives, and implications for Board deliberation. Each Committee is accountable to the Board. The Board, while not bound by Committee recommendations in its decision-making, takes into account the review that has already taken place by a Committee.

Committees regularly review their respective terms of reference (ideally every two to three years) in collaboration with the GHRC. Proposed changes are generally provided to the GHRC for review and recommendation to, and approval by, the Board.

### 6.2 Committee Composition

Committees typically have at least four members, unless otherwise stated in a Committee’s terms of reference.

Directors are expected to serve on at least one Committee. Committee membership is intended to be balanced among Directors and appointments are made with consideration for:

- a. A Director’s skills and experience
- b. A Director’s expressed areas of interest
- c. Avoiding, minimizing, or managing the potential for conflicts of interest
- d. The impact of upcoming Director term expiries

- e. Consideration for continuity on the Committee
- f. Learning opportunities for Directors

A Committee member may be removed or replaced at any time by the Board.

### 6.3 Responsibilities

The responsibilities of each Committee are outlined in their respective terms of reference.

### 6.4 Management Lead and Resources

Each Committee is supported by the Corporate Secretary, the CEO, as well as such Management Lead(s) as may be assigned by the CEO. The CEO assigns additional staff support and resources as required.

### 6.5 Forward Calendar

Committees organize their work, meetings, and responsibilities (as outlined in their respective terms of reference) according to a rolling 12-month forward calendar which includes regular recurring activities and other topics to be addressed throughout the year. The calendar is reviewed and updated as required.

### 6.6 Meetings

#### 6.6.1 General

Committee meetings serve as the primary forum for Committee discussion. The Committee Chair seeks to ensure that meetings are effective and constructive, inclusive, promote psychological safety, and that Directors are supported to engage in their work and make well-informed decisions.

#### 6.6.2 Frequency

The Committee may meet as often as needed to carry out its duties effectively. The Committee's regular meeting schedule is set at least six to twelve months in advance.

#### 6.6.3 Attendance

Committee meetings are attended by Committee members, the designated Management Lead(s), the Board Chair, CEO and Corporate Secretary. The Board Chair is an *ex officio*, non-voting member of all Board Committees. Other members of Senior Leadership, as determined by the CEO, may also attend.

The Committee Chair, in consultation with the CEO and designated Management Lead(s), may invite such other guests as the Committee considers desirable to attend all or a portion of meetings and assist in the Committee's discussions.

#### 6.6.4 Notice

Reasonable notice of Committee meetings will be provided to Committee members, and others entitled to attend. In case of emergent circumstances, notice of a Committee meeting will be provided as soon as is practicable in the circumstances. The accidental failure to send notice of a meeting does not invalidate any proceedings of the Committee meeting.

#### 6.6.5 Agendas and Materials

Draft Committee agendas are generally developed collaboratively by the respective Management Lead, in direct consultation with the Committee Chair who approves the agenda. The Board Chair and CEO may also be consulted. Agenda development may be facilitated by the Corporate Secretary. Such agendas may be subject to amendment prior to or at the start of Committee meetings, in the Committee Chair's discretion.

Under normal circumstances, agendas, briefing notes and supporting materials, including management reports, are distributed by posting to the online Board portal website (or other practical dissemination means) ideally at least seven days in advance of the Committee meeting date or as soon as practicable while ensuring that Directors have sufficient time for review prior to the meeting.

Upon notification that the agenda and meeting package has been posted, and prior to the actual meeting, Directors are encouraged to:

- a. Check they can access the meeting package
- b. Review the agenda and notify the Ethics Advisor, Committee Chair and Corporate Secretary if a conflict of interest is identified
- c. Submit significant concerns or questions to the Committee Chair, CEO or Management Lead, as appropriate, ahead of the meeting so that a response can be formulated in time for the meeting

At Committee meetings, meeting materials are typically taken as read and presentations by the CEO and Senior Leadership are ideally designed to support discussion at a strategic level, rather than to reproduce the materials or report.

#### 6.6.6 Meeting Logistics

Committee meetings may be held in person, entirely by video or teleconference, or as a hybrid meeting as determined appropriate by the Committee Chair. In the case of in-person meetings, Directors who are unable to attend in person may discuss with the Committee Chair and Corporate Secretary the possibility of attending via video or teleconference. Where video or teleconference is used for Committee meetings, the technology or means used must permit all Directors to be heard and participate virtually, and Directors who participate in this fashion are deemed to be present at the meeting and counted in quorum.

### 6.6.7 Quorum and Voting

Quorum for a Committee meeting is a majority of members of the committee. Each Director has equal voting privileges (except in circumstances of conflict of interest where a Director must recuse themselves from decision-making related to recommendations to be made to the Board by the Committee). Prior to taking a vote, Directors strive to achieve a consensus on recommendations that are presented for discussion and or approval. Where consensus cannot be met, questions arising are decided by a majority of votes of Directors present. The Committee Chair does not have a second or casting vote in the case of an equality of votes.

### 6.6.8 In Camera Meetings

The Committee may meet *in camera*, with and without the CEO or Management Lead and other guests, at the beginning and/or end of each meeting as determined in the Committee Chair’s discretion. The Committee may include or exclude the Corporate Secretary from the *in camera* portion of any meeting, at the Committee’s discretion. Following the *in camera* meeting, the Committee Chair provides any information and follow up requests to the CEO or Management Lead and the Corporate Secretary, as appropriate.

### 6.6.9 Minutes

The Corporate Secretary ensures there are minutes drafted for all Committee meetings. Minutes are taken of the *in camera* portion; however, these minutes are more general and focused on outcomes. The Committee Chair ensures that the CEO and the Corporate Secretary is informed of all recommendations of the Committee made at an *in camera* session or made outside of a meeting, as appropriate. The Corporate Secretary ensures that there are records of these matters and care is taken to ensure these records are kept confidential.

Approved minutes of Committee meetings and records of all Committee decisions made outside of a meeting are maintained by the Corporate Secretary and serve as the official record of Board deliberations and decision-making.

Minutes set out the date, time, and location for the meeting, the attendance of Directors and others, a summary of the discussion, and a record of the formal actions, recommendations, and resolutions. Opinions or views expressed by Directors or other individuals at meetings are considered personal information and confidential and are not recorded in the minutes.

Directors are provided with the draft minutes of each meeting of the Board as soon as possible after each meeting. Minutes are approved at the following Committee meeting and, together with the Committee resolutions, serve as the official record of the meeting.

## 7. Finance and Technology Committee Terms of Reference

### 7.1 Role

The FTC assists the Board in fulfilling its obligations and oversight responsibilities related to financial planning, the audit process, financial reporting, the system of corporate controls, enterprise risk management, technology strategy and incident responses. The FTC makes recommendations to the Board to assist them in fulfilling these fiduciary responsibilities.

In carrying out its responsibilities, the FTC follows the Committee Operating Guidelines.

The FTC is supported by the CFO in fulfilling its responsibilities.

### 7.2 Composition

The FTC is composed of at least four Directors, with one member designated as Chair of the Committee. At least one Committee member should have a financial designation and/or relevant financial management and Audit Committee expertise. The Board Chair is an *ex officio*, non-voting member of the Committee.

### 7.3 Responsibilities

Subject to the powers and duties of the Board, the FTC has the following responsibilities:<sup>5</sup>

#### 7.3.1 Budgeting

- a. In collaboration with the CEO, oversee the development of and recommend the approval of the Annual 3-Year Budget Management Plan, ensuring consistency with LABC’s Strategic Framework
- b. Oversee the development of the Board Budget to be included in the Annual 3-Year Budget Management Plan
  - i. Review LABC’s results against the 3-Year Budget Management Plan and Senior Leadership’s reports relating to LABC’s operations at least quarterly

#### 7.3.2 Financial Management and Organizational Policies

- a. Review the establishment and implementation of and recommend material organizational policies (and any amendments) related to the finance and operations of LABC and relevant to the FTC’s areas of responsibility, including the Budget Materiality Policy

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<sup>5</sup> Where recommendations are referred to, recommendations are to the Board unless otherwise indicated.

- b. Oversee and monitor compliance with the Budget Materiality Policy and receive reports from the CEO on their exercise of authority under such policy
- c. Review and recommend material expenditures and contracts proposed by the CEO that are outside of the Board approved Budget Management Plan and do not fall within the CEO’s authority under the parameters outlined in the Budget Materiality Policy
- d. Review a summary of the CEO’s expense claims for the past quarter
- e. Review proposals to incur any expenditure or liability that might reasonably come due in a fiscal year and that would exceed LABC’s annual revenue plus accumulated surplus<sup>6</sup> and if appropriate, recommend this action to the Board for further recommendation to the AG and Minister of Finance for approval
- f. Regularly review (ideally every one to two years) the CEO’s approach to delegating signing and spending authority within the Budget Management Plan to LABC staff pursuant to the Signing and Spending Authority, to ensure that such approach is reasonable for LABC’s context
- g. Oversee the systems of financial accounting and reporting, operational, risk, and internal controls at LABC, including fraud prevention, to ensure that such systems are appropriately designed and that the internal controls are operating effectively

### 7.3.3 External Financial Audit

- a. Review and recommend the appointment or reappointment of and compensation for LABC’s external financial auditor, typically appointed every 5 years or as needed per current government requirements
- b. Review and approve the external financial auditor’s annual audit plan and report
  - i. Review and recommend the annual audited financial statements and ensure the AG is informed of the approved annual audited financial statements

### 7.3.4 Technology

- a. In collaboration with the CEO, oversee the establishment and implementation of and recommend the technology strategy
- b. Review and understand LABC’s technology incident response plans

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<sup>6</sup> The Act s.17(1-3) prohibits LABC from incurring aggregate expenditures or liabilities that might reasonably come due in the fiscal year that would exceed LABC’s annual revenue plus accumulated surplus. If LABC determines it is necessary to contravene this prohibition, the expenditure or liability must first be approved by the AG and Minister of Finance.

- c. Oversee and participate, as required by the CEO and relevant technology incident response plans, in technology incident responses and inform the Board throughout the incident

### 7.3.5 Organizational Performance and Reporting

- a. Review and recommend LABC’s quarterly financial statements and ensure the AG is informed of such statements upon request
- b. Review and recommend the Annual Service Plan Report and ensure the AG is appropriately informed of such report
- c. Oversee the response to periodic audits by the Office of the Auditor General
- d. Oversee the establishment of and review LABC’s quarterly financial forecasts

### 7.3.6 Risk Management, Legal, and Compliance

- a. Oversee and understand Senior Leadership’s process and for identifying, categorizing, rating, and managing relevant risks and provide advice to Senior Leadership as needed
- b. Together with the CEO, review and recommend LABC’s risk appetite statement and risk tolerance levels for key areas of risk
- c. Oversee and ensure the periodic review of the effectiveness of LABC’s enterprise-wide risk management framework, systems, and processes to identify, assess the impact of, and manage LABC’s material risks
- d. Oversee and ensure the periodic review of material financial and funding, operational, technology and other risks delegated to the FTC as identified in LABC’s enterprise risk framework
- e. Through discussions with Senior Leadership and the external auditor, obtain reasonable assurance that LABC’s financial, operational and technology planning, reporting systems and internal control systems are properly designed, reliable, appropriate, compliant with applicable laws and regulations, and are operating effectively
- f. Oversee the establishment, implementation, amendments, and recommend LABC’s material enterprise risk management, business continuity and compliance policies
- g. Oversee the development, implementation, and periodic review of, and recommend LABC’s complaint and whistle-blower framework including related material policies such as the Public Interest Disclosure Act Policy, Complaints Policy, and Disclosure of Wrongdoing Policy
- h. Oversee the development and implementation of the LABC approach to climate change
- i. Oversee compliance with legal and regulatory requirements, ensuring that adequate processes are in place to meet LABC’s compliance obligations
- j. Oversee the management of material claims, litigation, and investigations involving LABC

- k. Receive reports of the outcomes of any investigations into complaints made under the *Public Interest Disclosure Act (PIDA)*<sup>7</sup>
- l. Receive reports about complaints made under LABC's complaint and whistle-blower framework that are outside PIDA and support investigations related to such complaints

### 7.3.7 Board Stewardship

- a. Review these terms of reference regularly to ensure it meets the current needs of the Board and its governance expectations
- b. Oversee the implementation of the Director Remuneration Policy
- c. Keep current on emerging best practices in governance relative to the FTC's terms of reference
- d. Review such other matters that the FTC or the Board deems advisable or timely

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<sup>7</sup> Disclosures under PIDA must be kept confidential and can only be investigated by the Chief Executive or Delegated Officer. It would be contrary to statute to inform the FTC about an ongoing investigation under PIDA (no prohibition if the complaint is outside PIDA however). As such, the FTC is only informed of outcomes of investigations made in respect of PIDA matters.

## 8. Governance and Human Resources Committee Terms of Reference

### 8.1 Role

The GHRC assists the Board in fulfilling its obligations and oversight responsibilities related to key aspects of the employment, performance and succession planning of the CEO, government relations and stakeholder engagement strategies, human resources, EDI approaches, Board stewardship, and governance policies. The GHRC makes recommendations to the Board to assist them in fulfilling these fiduciary responsibilities.

In carrying out its responsibilities, the GHRC follows the Committee Operating Guidelines.

The GHRC is supported by the Corporate Secretary and the CFO in fulfilling its responsibilities.

### 8.2 Composition

The GHRC is composed of at least four Directors, with one member designated as Chair of the Committee.

### 8.3 Responsibilities

Subject to the powers and duties of the Board, the GHRC has the following responsibilities:<sup>8</sup>

#### 8.3.1 Governance Documents

- a. Lead the development and review of and recommend the Manual and GAM with contributions from the CEO
- b. Together with the Board and Committee Chairs and Corporate Secretary, develop the annual work plan and forward calendar for the Board and its Committees
- c. Ensure regular review of LABC's governance framework, including regular review of their terms of reference by the Board and relevant committees

#### 8.3.2 Organizational Policies

- a. Review the establishment, implementation of and recommend material organizational policies related to the governance and human resources of LABC and relevant to the GHRC's areas of responsibility, including:
  - i. Policies related to LABC's governance and Board stewardship, government relations, and stakeholder engagement

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<sup>8</sup> Where recommendations are referred to, recommendations are to the Board unless otherwise indicated.

- ii. Policies related to CEO performance management and succession, LABC human resources, and LABC’s EDI approaches
- iii. LABC’s Standards of Conduct Policy, occupational health and safety, and collective bargaining.
- iv. Other areas of policy responsibility may be delegated to the GHRC by the Board

### 8.3.3 Risk Management

- a. With advice from the CEO, oversee and ensure the periodic review of material legal and governance, public interest, human capital, reputational and other risks related to the GHRC areas of responsibility or otherwise delegated to the GHRC as identified in LABC’s enterprise risk framework
- b. Review and receive reports on systems, control plans, and steps taken to assess and manage such risks and exposures

### 8.3.4 CEO Performance Management and Succession

- a. Lead the processes for the selection, appointment, and succession of the CEO and make recommendations as appropriate to the Board
- b. In consultation with the CEO, lead the development of and recommend the CEO’s annual performance goals and objectives
- c. Lead the development and implementation of and recommend the annual CEO performance evaluation process, including ensuring participation by and contributions from the CEO and Directors. Provide a summary of results and recommendations to the Board
- d. With contributions from the CEO, lead the development and review of and recommend the CEO total compensation package and material employment terms
- e. In consultation with the CEO and the Directors, lead the development of and recommend plans to address CEO succession, both emergency and long term

### 8.3.5 Approach to Truth and Reconciliation with Indigenous People

- a. Oversee the development and implementation of and recommend LABC’s approach to Truth and Reconciliation

### 8.3.6 EDI Strategy

- a. Oversee the development, implementation, and review of and recommend the EDI strategy

- b. Lead the establishment of Board expectations, behaviours, and practices that align with the EDI strategy and recommend the establishment and implementation of a Board EDI policy that codifies such practices

### **8.3.7 Human Resources**

- a. Oversee and understand the design of LABC's organizational structure as developed and approved by the CEO
- b. Oversee and monitor employee culture and related areas including LABC's approach to EDI, respectful workplace, employee engagement and well-being
- c. Oversee the development, implementation, and review of and recommend the Standards of Conduct Policy
- d. Oversee the development, implementation and effectiveness, and review of LABC's employee culture and occupational health and safety strategy
- e. Oversee the negotiation of and recommend the Collective Bargaining Agreement, and oversee its implementation
- f. Oversee the development and implementation of robust succession and development plans for LABC's executive team and inform the Board of material updates and changes
- g. Oversee and understand the CEO's review and implementation of Senior Leadership hiring, removal, performance evaluation structure, and talent development programs, and inform the Board of material updates and changes
- h. Oversee the development, implementation, and review of and recommend the overall employee compensation philosophy and programs for LABC

### **8.3.8 Stakeholder Engagement and External Communications**

- a. In collaboration with the CEO, understand the needs and expectations of LABC's Stakeholders and the impact to LABC's mandate and strategic objectives
- b. In collaboration with the CEO, oversee the development of and recommend LABC's stakeholder engagement strategy and communications guidelines
- c. In collaboration with the CEO, oversee the development of and recommend LABC's government relations plan
- d. Review the implementation and effectiveness of LABC's stakeholder engagement strategy and communications, government relations plan, and the strength of relationships with LABC's Stakeholders

### 8.3.9 Board Structure

- a. In consultation with the CEO and Corporate Secretary, lead the development and review of and recommend the Board Competency Matrix and any updates to such matrix
- b. In collaboration with the Board Chair, CEO, and Corporate Secretary, lead the process for identifying, evaluating, and recommending potential Board candidates to the Appointing Bodies
- c. Lead the process for assessing and recommending the appointment of the Board Chair, Committee Chairs, and Committee membership for Board approval

### 8.3.10 Board Stewardship

- a. Oversee and ensure the development, implementation, and review of the Director orientation process and Director education and development plans
- b. Lead and ensure effective processes are in place for the regular assessment of the effectiveness of the Board, Chair, Committee Chairs, and Directors, including determining the frequency, format, scope, and focus of such assessments or evaluations and whether to retain an external party to facilitate such evaluations
- c. Lead the development and review of and recommend the Director Remuneration Policy in consultation with Senior Leadership
- d. Review the need for and recommend the hiring external advisors to the Board (including an Ethics Advisor where appropriate, and related terms of reference for such Ethics Advisor)
- e. Lead the development, implementation, and review of and recommend the Director Code of Conduct Policy and the Director Conflict of Interest Policy in consultation with Senior Leadership
- f. Oversee and ensure effective conflict of interest reporting including annual declarations and conflict management plans
- g. Review these terms of reference regularly (ideally every two to three years) to ensure it meets the current needs of the Board and its governance expectations
- h. Keep current on emerging best practices in governance relative to the GHRC's terms of reference
- i. Review such other matters that the GHRC or the Board deems advisable or timely

## 9. Executive Committee Terms of Reference

### 9.1 Role

Pursuant to the Act,<sup>9</sup> the executive committee has all the powers of the Board except

- a. The power to fill vacancies on or change the member of a committee of the Board, and
- b. Powers excluded by resolution of the Board

The responsibilities set out in the FTC and GHRC Terms of Reference have been delegated specifically by the Board to those Committees, and as such, the Executive Committee does not have those responsibilities.

### 9.2 Composition

As required by the Act,<sup>10</sup> the Executive committee consists of at least three Directors, one of which must be the Board Chair.

### 9.3 Responsibilities

Minimum requirements as set out in the Act. Review these terms of reference to ensure it meets the current needs of LABC and its governance expectations.

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<sup>9</sup> Section 5(2) of the Act

<sup>10</sup> Section 5(1) of the Act

## 10. Board Conflict of Interest Policy and Director Code of Conduct

### 10.1 Board Conflict of Interest Policy

For the purposes of these bylaws, each of the following is a “related organization”:

- a. Law Foundation of British Columbia
- b. Notary Foundation of British Columbia
- c. Law Society of British Columbia
- d. BC Branch of the Canadian Bar Association
- e. Association of Legal Aid Lawyers

A “conflict of interest” is a situation in which a private interest or outside interest of a Director conflicts, potentially conflicts, or appears to conflict directly or indirectly with their duty to act in the best interests of LABC.

A Director of LABC is deemed to have a conflict of interest if they are also:

- a. A Director or committee member of any related organization, unless appointed as a representative of the society to the board or committee of such related organization; or
- b. An employee of any related organization.

A Director who earns income from LABC tariff work is deemed to have a conflict of interest when the board is dealing with tariff issues.

A Director must complete an Annual Conflict of Interest Declaration and submit this to the Board Chair.

A Director must advise the Board Chair or Committee Chair and inform the Board of a conflict of interest prior to the meeting at which the issue creating the conflict of interest will be discussed. Prior to disclosure of the conflict of interest to the Board or Committee Chair, a Director may consult the Ethics Advisor, an independent appointment of Board. The Board Chair, the Committee Chair will be responsible for addressing, eliminating, or mitigating the conflict as necessary and may seek the advice of the Ethics Advisor for this purpose.

A Director who becomes aware of a conflict interest during a Board or Committee meeting must advise the respective chair of the meeting immediately.

If the Board Chair or a Committee Chair becomes aware that a Director has or may have a conflict of interest, the respective chair must advise the Director of the possible conflict of interest as soon as possible. The Board Chair or Committee Chair may ask the Board as a whole to determine whether a

conflict of interest exists. The Director who has the possible conflict of interest must not participate in the discussion or the vote. Alternatively, the Board Chair or Committee Chair may defer the matter to consult the Ethics Advisor and resume the discussion at a future meeting after guidance has been received.

A Director who is unsure if they have a conflict of interest must advise the Ethics Advisor, the Board Chair, or Committee Chair. If deemed appropriate by the Ethics Advisor, Board Chair or Committee Chair the Director must inform the Board of the possible conflict of interest prior to the meeting at which the issue creating the possible conflict of interest will be discussed. The Board Chair or Committee Chair may ask the Board as a whole to determine whether a conflict of interest exists. The Director who has the possible conflict of interest must not participate in the discussion or the vote.

If a Director has a conflict of interest, the Board Chair may ask the Board as a whole what steps should be taken to manage the conflict. The Director who has the conflict of interest must not participate in the discussion or decision. If the Board decides to tolerate the conflict in whole or in part, the decision and the Board's reasons for the decision must be recorded in the minutes of the meeting. Alternatively, the Ethics Advisor can guide the Board on the appropriate steps to take to manage the conflict.

Where a Director's conflict of interest is discovered after consideration of the issue creating the conflict of interest, the conflict of interest must be declared to the Board or the Ethics Advisor at the earliest opportunity. If the Board or Ethics Advisor determines that the involvement of the Director influenced the decision of the matter, the Board shall re-examine the matter and may rescind, vary, or confirm the decision.

If the conflict of interest involves the Board Chair, the issue must be referred to the chair of the Governance and Human Resources Committee who will follow the procedures assigned to the Board Chair in this section for responding to the conflict.

## **10.2 Director Code of Conduct**

LABC is committed to the highest standards of ethics and integrity. The purpose of this Code of Conduct is to establish minimum standards of conduct expected and required of all Directors, and to support ethical decision-making at LABC. In most situations, personal values and integrity will Directors to the correct decisions and actions. However, the Code of Conduct provides a practical framework designed to help Directors better understand LABC's values, and to fully appreciate what is expected in terms of appropriate practices and behaviour.

While covering a wide range of practices and procedures, the Code of Conduct is not exhaustive, and it is acknowledged that no articulation of policies, guidelines, and procedures to govern conduct can anticipate all situations. The Code of Conduct applies to all Directors.

The provisions of the Code of Conduct are in addition to, and not in substitution for, any Director's obligation to LABC imposed upon by law or as outlined in the Manual, including the Director Position Description. Any Director uncertain of their duties in any circumstance should raise this concern with the Board Chair or Ethics Advisor in order to obtain appropriate guidance and advice.

The Code of Conduct will be reviewed and updated by the GHRC from time to time as required. Any amendments to the Code of Conduct must be approved by the Board.

### **10.2.1 Compliance with Laws and Ethical Standards**

Directors are expected to comply with the spirit and letter of all laws, regulations, policies, and procedures applicable to LABC and Directors. In addition, Directors are expected to conduct themselves in such a way as to continuously protect LABC's reputation and to conduct all business on behalf of LABC fairly and honestly.

In their relationship with LABC, no Director should commit or condone an unethical or illegal act or instruct another Director, employee, supplier, or stakeholder to do so. In addition, Directors must refrain from engaging in conduct that would discredit or compromise the integrity of the Board or LABC.

### **10.2.2 Harassment and Discrimination**

LABC is committed to maintaining an environment that supports diversity that is respectful, inclusive, and free from harassment of any nature. Directors are expected to uphold the spirit and principles of LABC's Employment Equity policy, Keeping a Safe and Secure Workplace Policy, Discrimination, Bullying and Harassment Policy, and any other organizational policies relating to harassment, employee safety, diversity, and inclusion. In addition, Directors are expected to act honestly and fairly without discrimination based on race, color, religion, age, sex, sexual orientation, ethnic origin, disability, or any other grounds prohibited by human rights legislation.

### **10.2.3 Protocol for Interactions with LABC Employees**

Directors may find themselves dealing directly with LABC's employees from time to time for a variety of reasons. Directors do not have any direct authority over LABC personnel, save and except as outlined in the Manual and the Act.

In all situations, Directors should limit contact with LABC personnel and be considerate of the position of the CEO and the organizational structure of LABC. The purpose of this protocol is to protect both Directors and LABC from perceived conflicts of interest:

- a. On Board related issues, Directors should communicate with Board and Committee Chairs to pass along comments or questions to the CEO or designated Management Lead(s) for Committees.

- b.** Directors should not contact LABC personnel directly unless permitted by the Board Chair. Required communications between the Chair of a Committee and the Committee’s assigned Management Lead(s) regarding matters relevant to the Committee’s areas of responsibility is acceptable. All other questions or comments should be communicated through the Board and Committee Chairs.
- c.** Directors should not direct LABC personnel in the performance of their duties.
- d.** Directors should not interfere with LABC’s operational decisions and responsibilities or with the day-to-day operation of LABC.
- e.** Directors must not use their positions to attempt to influence the decisions or actions of LABC personnel.

## 11. Appendix A - Annual Conflict of Interest Declaration

A Director of Legal Services Society (“LABC”) owes a fundamental duty of loyalty to the organization. This duty requires Directors to always act honestly, in good faith, and in the organization’s best interest. Directors must uphold the highest ethical standards in order to maintain and enhance public confidence and trust in LABC’s integrity, objectivity, and impartiality. In keeping with this duty, the Directors and the organization must consider when a Director is in a conflict of interest or perceived to have a conflict of interest.

LABC recognizes it is to the benefit of the organization and to low-income individuals it is mandated to serve, to have as Directors, lawyers who make legal aid a part of their practice. Accordingly, LABC does not want to preclude lawyers from being Directors just because they, or their firms, do a significant amount of legal aid work. However, LABC recognizes that if too many Directors are receiving remuneration from the organization, or are indirectly financially benefiting from LABC, this may reduce the Board’s focus on clients’ interests.

LABC has a Conflict of Interest Policy which attempts to balance these interests. The policy defines a conflict of interest and outlines the process a Director must follow when they have a conflict or a perceived conflict. Non-lawyer Directors may also have a conflict of interest or a perceived conflict of interest if they have a family member who receives remuneration from LABC.

### 11.1 Disclosure

Upon appointment to the Board, and thereafter annually, each Director must disclose to the Board Chair the names of those in the following relationships with the Director who the Director knows receives remuneration from LABC:

- a. Family member including: a Director’s spouse (married, common-law, and same sex partners), parent, grandparent, child, sibling, or spouse of any of these relatives;
- b. Law partner;
- c. Associate;
- d. Employee; and
- e. Employer.

Each Director is expected to make reasonable efforts to determine if anyone in the above-mentioned relationships with the Director is receiving remuneration from LABC.

Examples of those receiving remuneration from LABC include employees, local agents, referral bar lawyers, contractors, and other service providers such as interpreters and court reporters.

A Director has an ongoing duty during their board term to advise the GHRC Chair of any names which should be added to or removed from the list initially provided to the GHRC Chair for disclosure purposes.

In addition to disclosing to the Board Chair the names as set out above, if a Director becomes aware that he or she has or might be perceived to have a conflict of interest with respect to a matter to be considered by the board, the Director must provide notice to the Board Chair of the conflict or possible conflict and must announce it to the Board whenever the matter giving rise to the conflict is to be considered.

### **11.2 Annual Acknowledgement**

I have disclosed to the Board Chair on the attached form the names of all people in a relationship with me who I know to be receiving remuneration from the Society. If I learn of anyone who should be added to or removed from the list of names I have provided I will promptly notify the Board Chair.

I further acknowledge that I have read the board’s Conflict of Interest Policy.

**SIGNED at** \_\_\_\_\_, **British Columbia, this** \_\_\_\_\_ **day of** \_\_\_\_\_, **20** \_\_\_\_\_.

\_\_\_\_\_  
**(Director)**

\_\_\_\_\_  
**(Director’s Name)**

### Conflicts of Interest – Disclosure of Relationships Form

Name of Director: \_\_\_\_\_

I DO NOT HAVE ANY CONFLICTS OF INTEREST TO REPORT

OR

I AM REPORTING A CONFLICT OF INTEREST RELATING TO:

11.2.1.1. MYSELF

Describe the circumstance giving rise to the conflict:

\_\_\_\_\_  
\_\_\_\_\_

11.2.1.2. OTHER PERSON(S) WITH WHOM I HAVE A RELATIONSHIP

Name(s) of other person(s): \_\_\_\_\_

Relationship to other person(s): \_\_\_\_\_

Describe the circumstances giving rise to the conflict:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Name:**

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**Signature:**

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**Date:**

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## 12. Appendix B – Annual Governance Manual Declaration

I, \_\_\_\_\_, am a Director of the Board. I confirm that I have read and understood this Board Manual (including the Conflict of Interest and Director Code of Conduct Policy).

I confirm that I am bound to adhere to the terms of this Manual and all other policies applicable to the Board and I undertake to do so.

\_\_\_\_\_

**Printed Name**

\_\_\_\_\_

**Signature**

\_\_\_\_\_

**Date**

## 13. Appendix C – Governance Authority Matrix

The GAM summarizes the decision-making responsibilities and authorities of the Board, CEO, and Appointing Bodies in the governance of LABC, as described in more detail in the Manual.

### 13.1 Summary of Roles and Legend of Authorities

Roles	Legend of Authorities
<p><b>Appointing Bodies:</b> The appointing bodies are LGIC and LSBC. They appoint Directors in accordance with the Act. LGIC appoints five Directors on recommendation of the AG, and LSBC appoints four Directors after consultation with the executive of CBABC.</p> <p><b>Board:</b> The Board is responsible for overseeing LABC and stewarding its operations on behalf of the Appointing Bodies.<sup>11</sup></p> <p><b>CEO:</b><sup>12</sup> The CEO provides overall leadership to management and staff in developing LABC’s strategic framework and executing LABC’s strategy and business and service plans within the parameters set by the Board.</p> <p><b>Government:</b> The BC Government, through the Mandate Letter, sets out the government’s strategic priorities and policy objectives that LABC is expected to consider in its strategic framework and business and service plans. Through the MOU, the Government also sets out the range of services LABC may provide and government funding arrangements.</p> <p><b>Committees:</b> The committees provide in-depth concentration in key areas of Board oversight responsibility and help the Board carry out its work. Current committees are (FTC, the Executive Committee (EC), and the GHRC.</p>	<p><b>Approve:</b> Final approval authority over the policy or task.</p> <p><b>Contribute:</b> Provide input; intended to give the particular role a chance to weigh-in prior to it being finalized.</p> <p><b>Informed:</b> Entitled to information and reporting about the particular area. This is usually after the fact (i.e., after the decision or action has occurred).</p> <p><b>Lead:</b> drive the development and implementation of a decision, plan, or stated priorities, and establish the direction for the duty or responsibility.</p> <p><b>Oversee:</b> Ongoing observation and monitoring of an area or initiative to track progress against the desired results and key metrics.</p> <p><b>Recommend:</b> Recommend adoption/approval to the next role.</p> <p><b>Review:</b> Includes review and feedback on specific recommendations.</p>

<sup>11</sup> The Act authorizes the Board to control and direct the business of LABC by delegating to the CEO overall responsibility for the day-to-day operations of LBC within the parameters set by the Board.

<sup>12</sup> Where relevant, references to “CEO” in this GAM and Manual include those persons to whom the CEO has delegated responsibility, including the CEO’s direct reports and team members.

## 13.2 Governance Authority Matrix

Function	Board	CEO	Responsible Committee <sup>13</sup>	Government/ Appointing Bodies
<b>13.2.1 Strategy and Direction</b>				
a. Memorandum of Understanding	Approve	Lead		AG- Approve
b. Annual Mandate Letter	Oversee	Lead		AG - Approve
c. Governance Authority Matrix	Approve	Contribute	GHRC - Lead	
d. Governance Manual <sup>14</sup>	Approve	Contribute	GHRC - Lead	
e. Strategic Framework (including Vision, Mission, Values, Core Beliefs, Goals and Priorities)	Contribute/ Approve	Lead/ Recommend		
f. Implementing Strategic Framework (i.e. 5 strategic goals)	Oversee	Lead		
g. Service Plan	Approve	Lead/ Recommend		AG - Inform
<b>13.2.2 Budget</b>				
a. Annual 3-Year Budget Management Plan	Recommend	Lead/ Recommend	FTC – Oversee	AG - Approve

<sup>13</sup> Section 5 Act - the Board is required to have an Executive Committee which is has all the powers of the Board between meetings (except those powers excluded by resolution of the Board and the power to fill Board vacancies)

<sup>14</sup> The Governance Manual is a collection of governance policies that guide the work of the Board. It consists of terms of reference for the Board and its committees, position descriptions for the CEO, Chair and Committee Chairs, and Corporate Secretary, meeting operating guidelines for the Board and Committees and high-level processes for how the Board carries out aspects of its work. Previously, these were embodied in LABC's Governance Bylaw and Governance Policy, which are consolidated and updated into a new Governance Manual for LABC.

Function	Board	CEO	Committee	Government
<b>13.2.3 Financial Management and Organizational Policies</b>				
a. Material Financial and Operational Policies (including Budget Materiality policy, material technology policies, and other relevant material policies)	Approve	Lead	FTC – Oversee	
b. Financial & Operational Systems, Risks, and Internal Controls	Informed	Lead	FTC - Oversee	
c. Spending and signing authority policy and other delegations of the Board to the CEO	Approve	Lead	FTC - Recommend	
d. Material debt outside of ordinary business <sup>15</sup>	Recommend	Lead	FTC - Recommend	AG & Minister of Finance - Approve
e. Material expenditures outside of Board-approved budget	Approve (matters outside of Budget Materiality Policy parameters)	Lead / Approve (matters within Budget Materiality Policy parameters)	FTC - Recommend	
f. Material contracts and spending within Board approved policies	Informed	Approve		
g. Payments/Contracts outside CEO spending and signing authorities	Approve	Recommend	FTC - Oversee	
h. CEO expense claim summary	Inform	Contribute	FTC - Oversee	

<sup>15</sup> The Act s. 17 (1-3) prohibits the organization from incurring aggregate expenditures or liabilities that might reasonably come due in the fiscal year that would exceed the organization's annual revenue plus accumulated surplus. If the organization determines it is necessary to contravene this prohibition, the expenditure or liability must first be approved by the AG and Minister of Finance.

Function	Board	CEO	Committee	Government
<b>13.2.4 External Financial Audit</b>				
a. Appoint and set compensation for External Financial Auditor <sup>16</sup>	Approve		FTC - Recommend	
b. Financial Audit Plan and Report	Informed	Contribute	FTC – Approve	
c. Audited Financial Statements and Auditor’s Report	Approve	Lead	FTC – Recommend	AG - Informed
<b>13.2.5 Organizational Performance and Reporting</b>				
a. Quarterly Financial Statements	Approve	Lead	FTC - Recommend	AG - Informed upon request
b. Operational Performance Reports	Informed			
c. Annual Service Plan Report	Approve	Lead	FTC - Recommend	AG - Informed
d. Annual Public Interest Disclosure Report	Informed	Lead		AG - Informed
e. Report of FOIPPA Requests	Informed	Lead		
f. Periodic Office of the Auditor General Audits	Informed	Lead	FTC - Oversee	
g. Quarterly Financial Forecasts	Approve	Lead	FTC - Oversee	AG - Informed
<b>13.2.6 Risk Management, Legal, and Compliance</b>				
a. Risk Appetite/Risk Tolerance Statement by risk category	Approve	Contribute		

<sup>16</sup> Typically, every five years or as needed (per government requirements).

Function	Board	CEO	Committee	Government
<b>b.</b> Identification of Risk categories and major risks (e.g., Risk Heat Map and Risk Register) <sup>17</sup>	Contribute	Lead	FTC – Oversee risks related to FTC’s areas of responsibility  GHRC – Oversee risks related to GHRC’s areas of responsibility	
<b>c.</b> Material Enterprise Risk Management, Business Continuity, and Compliance Policies	Approve	Lead	FTC - Oversee	
<b>d.</b> Risk Management Plans and Systems	Contribute	Lead	FTC - Oversee	
<b>e.</b> Compliance with Legal and Regulatory Requirements	Informed	Lead	FTC - Oversee	
<b>f.</b> Material Claims, Litigation, and Investigations involving LABC	Oversee	Lead	FTC - Oversee	

<sup>17</sup> Risk categories may include strategic risks, operational risks, financial and funding risks, technology risks, legal and governance risks, public interest risks, human capital risks, and reputational risks. Examples of specific areas applicable to LABC (to be captured in a risk register) that may be covered under one or more of these categories include but are not limited to the following:

- Federal immigration funding risks
- Provincial funding risks
- Defendant litigation risks
- Choice of counsel principle and quality of service provider risks
- Charitable funding risks
- LABC mix of delivery models
- Family law eligibility and coverage risks

Function	Board	CEO	Committee	Government
g. Complaint and Whistle-blower Framework <sup>18</sup>	Approve	Lead	FTC - Oversee	
h. Climate Change Approach	Approve	Lead/ Recommend	FTC - Oversee	
i. Climate Change Accountability Report	Inform	Lead/ Approve		
<b>13.2.7 CEO Performance Management and Succession</b>				
a. Selection, Appointment, and Succession of CEO	Approve		GHRC - Lead	
b. CEO Performance Goals, Objectives, and Evaluation	Approve	Contribute	GHRC - Lead	
c. CEO Total Compensation & Material Employment Terms	Approve	Contribute	GHRC - Lead	
d. CEO succession planning (emergency and long term)	Approve	Contribute	GHRC – Lead	
<b>13.2.8 Truth and Reconciliation</b>				
a. Reconciliation Approach	Approve	Lead	GHRC – Oversee	
<b>13.2.9 Equity, Diversity, and Inclusion</b>				
a. EDI Strategy	Approve	Lead	GHRC - Oversee	
<b>13.2.10 Human Resources</b>				
a. Organizational Structure Design	Informed	Lead/Approve	GHRC - Oversee	

<sup>18</sup> This framework includes policies such as Public Interest Disclosure Act Policy, Complaints Policy, Disclosure of Wrongdoing Policy and other such material policies that are required.

Function	Board	CEO	Committee	Government
<b>b.</b> Employee culture	Oversee	Lead	GHRC - Oversee	
<b>c.</b> Standards of Conduct Policy and other material human resources policies	Approve	Lead	GHRC - Oversee	
<b>d.</b> Occupational Health and Safety Strategy	Oversee	Lead/Approve	GHRC - Oversee	
<b>e.</b> Collective Bargaining Agreement	Approve	Lead	GHRC - Oversee	
<b>f.</b> Management succession and development planning	Informed	Lead/Approve	GHRC - Oversee	
<b>g.</b> Executive team hire/removal/evaluation	Informed	Lead/Approve	GHRC - Oversee	
<b>h.</b> Employee compensation philosophy and programs	Approve	Lead	GHRC - Oversee	
<b>13.2.11 Stakeholder Engagement and External Communications</b>				
<b>a.</b> Government relations plan	Approve	Lead	GHRC – Oversee	
<b>b.</b> Government communication	Chair – Lead (with AG)	CEO – Lead (with Deputy Minister)		AG/LABC Working Group - Informed
<b>c.</b> Stakeholder Engagement strategy and communications guidelines	Oversee	Lead	GHRC – Oversee	
<b>d.</b> Stakeholder management and communications	Oversee/ Contribute (as needed by CEO)	Lead		
<b>13.2.12 Technology</b>				
<b>a.</b> Technology Strategy	Approve	Lead	FTC - Oversee	
<b>b.</b> Technology Incident Response Plans	Informed	Lead	FTC - Oversee	

Function	Board	CEO	Committee	Government
c. Technology incidents	Informed	Lead	FTC - Oversee	
<b>13.2.13 Board Structure</b>				
a. Board Competency Matrix	Approve	Contribute	GHRC - Lead	
b. Identify, evaluate, and recommend Director candidates	Recommend	Contribute	GHRC - Lead	
c. Appoint/remove Directors	Recommend			AG – appoints 5 Directors; LSBC appoints 4 Directors
d. Appoint Board Chair	Approve		GHRC - Lead	
e. Assign committee membership and appoint committee Chair(s)	Approve		GHRC - Lead	
<b>13.2.14 Board Stewardship</b>				
a. Director Orientation and Education/Ongoing Development		Lead	GHRC - Oversee	
b. Board, Chair, Committee Chair, and Director/Peer Evaluation	Contribute	Contribute	GHRC - Lead	
c. Director Remuneration Policy	Approve	Contribute	GHRC – Lead FTC – Oversee	
d. Board Budget	Approve	Recommend/ Support	FTC - Oversee	

Function	Board	CEO	Committee	Government
e. Retention of External Advisors to the Board (including the Ethics Advisor as needed, and terms of reference for such Ethics Advisor)	Approve		GHRC – Recommend FTC – Recommend as appropriate	
f. Board Insurance Coverage and Director Indemnification	Approve	Lead		
g. Director Code of Conduct and Conflict of Interest Policy	Approve	Contribute	GHRC - Lead	
h. Conflict of Interest Reporting (Director/board conflicts; stakeholder/appointing bodies conflicts)	Contribute	Contribute	GHRC - Oversee	
i. Governance Manual Review	Approve	Contribute	GHRC – Lead  Each Committee to review their own terms of reference regularly (ideally every two to three years)	