

## Terms of Reference Corporate Secretary

### 1. Introduction

The Corporate Secretary is responsible for providing legal, strategic and operational support to BC Assessment's Board of Directors (**Board**). The Corporate Secretary works with the Board Chair to establish and administer BC Assessment's governance framework. They provide advice to the Board, individual directors, the Executive and employees of the organization to ensure compliance with that framework and on issues relating to Board decisions, requirements and requests. At the direction of the Board Chair, the Corporate Secretary assists the Board in the discharge of its duties by organizing and recording the activities of each meeting of the Board and its Committees. The Corporate Secretary must have a broad understanding of the organization and its operations to effectively carry out their responsibilities.

### 2. Accountability

The Corporate Secretary is an employee of the Corporation who reports operationally to the Board Chair and is also accountable to the Board of Directors. They report administratively to the President and CEO (**CEO**).

Performance Management of the Corporate Secretary is the responsibility of the Human Resource and Compensation Committee in accordance with the annual procedure set out in **Annexure A**.

### 3. Duties and Responsibilities: Corporate Governance

The Corporate Secretary is responsible for promoting strong corporate governance practices within the organization. They are the primary information source and advisor on all matters related to corporate governance for Directors and employees of BC Assessment. The Corporate Secretary, in collaboration with the Board Chair and Chair of the Governance Committee, drafts and maintains the currency of all governance documentation.

The Corporate Secretary works with the Board Chair and Chair of the Governance Committee to ensure continuous improvement of the Board and Directors by:

- Managing the annual Board and Director evaluation process and working with the Board Chair and CEO to implement changes to policy or processes arising from the evaluations recommendations;
- Ensuring effective board orientation procedures;
- Promoting training and educational opportunities for directors; and
- Keeping directors informed of changing or new requirements relating to their legal and fiduciary responsibilities.

The Corporate Secretary keeps up to date on evolving corporate governance practices and trends. They promote the role and responsibility of the Corporate Secretary both



within the organization and externally, building networks to share ideas, discussing new trends in corporate governance and best practice.

The Corporate Secretary will refer issues for legal review and opinions as required and may be directed to obtain advice on behalf of the Board.

The Corporate Secretary acts as custodian for BC Assessment's corporate and historical records, meeting minutes and related Board information. They maintain a record of consolidated Board motions.

#### **4. Duties and Responsibilities: Transparency**

The Corporate Secretary, in collaboration with the CEO and Executive, supports the Board's commitment to transparency by ensuring:

- Continuous disclosure of the governance framework;
- All external reporting requirements are met including in relation to the disclosure of Board meeting attendance, Board remuneration and expenses; and
- Ensuring the appropriate controls are in place in relation to access to board information.

In collaboration with the Board Chair, the Corporate Secretary prepares governance related material for the Service Plan and Annual Service Plan Report.

#### **5. Duties and Responsibilities: Policy Framework**

The Corporate Secretary is responsible for overseeing the organization's Policy Framework as approved by the Board.

The Corporate Secretary provides advice and guidance to the Board, the CEO and management on compliance with that framework.

#### **6. Duties and Responsibilities: Board Meeting Management**

The Corporate Secretary is responsible for managing the organization of meetings and events of the Board in accordance with established procedures and as directed by the Board Chair.

The Corporate Secretary, in collaboration with the CEO, coordinates and assembles meeting briefing material with the appropriate breadth and clarity to assist Directors to prepare for meetings and to carry out their policy and oversight role by:

- Establishing timelines leading up to each meeting that provide for adequate internal review while providing Directors with sufficient time to prepare; and
- Coaching and assisting management throughout the meeting preparation process to ensure that Board requirements are clearly understood and appropriately communicated to all staff involved in the process.



The Corporate Secretary prepares agendas and notifications for discussion with the Board Chair, Committee Chair, and CEO as appropriate.

The Corporate Secretary attends and acts as Secretary for all Board and Committee meetings. They prepare the minutes of Board and Committee proceedings including reviewing all minutes for consistency, appropriateness of recorded decisions and issues with broader implications. The Corporate Secretary ensures that the record is at all times up to date.

## **7. Duties and Responsibilities: Communication**

The Corporate Secretary is the liaison between the Board and the CEO and Executive and is the main contact for Directors. The Corporate Secretary promotes a strong and effective working relationship between the Board and Executive.

At the direction of the Board Chair, the Corporate Secretary provides Directors with timely information between Board Meetings. To ensure that all Directors have all the necessary information to discharge their responsibilities and to support the cohesive working relationship of the Board, the Corporate Secretary shall ensure that all Directors receive the same information.

The Corporate Secretary develops templates and guidelines to support the preparation of appropriate briefing material.

The Corporate Secretary ensures that the appropriate tools and mechanisms are in place to manage Board information and communication to ensure that Directors are able to properly discharge their responsibilities. This includes ensuring that the appropriate technical support is available to the Board in relation to any online or paperless communication platforms.

The Corporate Secretary supports the CEO in ensuring that all decisions made by the Board, or the Board Chair, are clearly communicated to management in a timely manner. Additionally, the Corporate Secretary ensures the confidentiality of Board materials, records and deliberations as appropriate, or as directed by the Board Chair.

## **8. Duties and Responsibilities: Board Budget**

The Corporate Secretary manages the Board budget, reviews and ensures the effective administration of Board expenditures including compliance with Remuneration Directives, and expense entitlements.

## **9. Duties and Responsibilities: Special Projects**

As directed and approved by the Board and its Committees, the Corporate Secretary will undertake special projects. The Corporate Secretary is responsible for ensuring that the Board have sufficient information on the resources required to complete any proposed special projects.



**Annexure A**

**Performance Evaluation Process – Corporate Secretary:**

<b>Performance Evaluation Process – Corporate Secretary</b>		
<b>Date (on an Annual Basis)</b>	<b>Stage</b>	<b>Responsibility</b>
<b>Performance Plan - Development</b>		
January	Corporate Secretary meets with each of the Human Resources & Compensation Committee Chair, Board chair and CEO to discuss and set Key Work Goals for current year performance development plan.	Corporate Secretary
March-June	Corporate Secretary develops proposed current year performance measures and targets.	Corporate Secretary
April-June	Human Resource & Compensation Committee discusses current year Performance Development Plan goals and makes recommendation to the Board of Directors.	Chair of the Human Resource & Compensation Committee
April-June	Board Approves Current Year Performance Development Plan.	Board Chair
<b>Performance Plan - Evaluation</b>		
April-June	Corporate Secretary Completes self-evaluation against previous year's Performance Development Plan goals and submits to Human Resource & Compensation Committee.	Corporate Secretary
May-June	Survey Board on Corporate Secretary Performance for previous year.	Chair of the Human Resource & Compensation Committee through the Executive Coordinator for the VP People
May-July	Previous year's performance feedback compiled, and performance evaluation finalized for recommendation to the Board considered.	Chair of the Human Resource & Compensation Committee through the Executive Coordinator for the VP People
June-July	Board approves previous year's Corporate Secretary evaluation.	Board



June-July	Board Chair and Chair of Human Resource & Compensation Committee meet with Corporate Secretary to review previous year's performance evaluation.	Board Chair and Chair of the Human Resource & Compensation Committee Chair through the Executive Coordinator for the VP People
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