

TERMS OF REFERENCE CORPORATE SECRETARY

Introduction

At the direction of the Chair, the Corporate Secretary of BC Hydro assists the Boards of Directors of BC Hydro and its Subsidiaries¹ in the discharge of their respective duties by organizing and recording the activities of each meeting of the Board and Committee of the Board. The Corporate Secretary provides advice to the Boards of BC Hydro and its Subsidiaries, individual directors, and employees of the Corporation to ensure compliance with BC Hydro's governance framework. As a Board-appointee, the Corporate Secretary acts as a signing officer for BC Hydro and its Subsidiaries.

Corporate Secretary's Duties and Responsibilities

Board Management

- Organize meetings of the Boards of Directors of BC Hydro and its Subsidiary companies in accordance with procedures established through the governance framework, or, as elsewhere stipulated by the Boards
- In accordance with the Board calendar and Committee timetables, prepare draft agendas for Board, Board Committee and Subsidiary Board meetings for discussion with the Chair, Chief Executive Officer, Board Committee Chairs and Subsidiary Board Chairs, as appropriate.
- Coordinate and assemble briefing materials with the appropriate breadth and clarity to assist Directors prepare for meetings and perform their policy and oversight role by:
 - developing guidelines and templates to assist Management in the preparation of information in support of each Agenda item;
 - establishing timelines leading up to each meeting that provide for the adequate internal review while providing Directors with sufficient time to prepare. As a general rule, this will incorporate the weekend prior to a scheduled meeting;
 - coach and assist Management throughout the meeting preparation process to ensure Board requirements are clearly understood and appropriately communicated to all staff involved in the process;
 - identify items that require approval by the Board, drafting resolutions as required while ensuring that, where appropriate, a legal review has been undertaken.
- Attend and act as Secretary of Board, Subsidiary and Board Committee meetings, delegating Corporate Secretary staff as appropriate.
- Prepare minutes of Board and Committee proceedings, or ensure this responsibility has been delegated to an appropriate individual. Review all minutes for consistency, appropriateness of recorded decisions and issues with broader implications. Ensure the corporate record is at all times accurate and up to date.
- Refer issues for legal review and opinions to the General Counsel as required.
- Ensure that decisions taken by the Board are communicated to Management in a timely manner. Assist the Chief Executive Officer in ensuring all consequential actions are taken by the Corporation.

¹ For the purpose of this Tab 9, "Subsidiary" shall mean the subsidiaries of BC Hydro, other than its fully-operational subsidiaries.

- Acts as liaison between Board and Management and the main point of contact for Directors. At the direction of the Chair, provides Directors with timely information between Board meetings as events warrant. As a matter of policy, when responding to individual Director requests for briefings on particular topics, ensures that all Directors receive the information provided.
- Draft various reports or undertake research for the Chair or Chief Executive Officer as required.
- Provide logistical support for annual Board retreats, working with Management to prepare and coordinate retreat materials and arrangements for associated events.

Corporate Governance

- Promote strong corporate governance practices within the Corporation. Act as an information source and advisor on all matters related to corporate governance for Directors and employees of BC Hydro and its Subsidiaries.
- Keep up to date on evolving corporate governance practices and trends, advising the Governance and Human Resources Committee and the Board as part of the annual governance framework review.
- In conjunction with the Chair and the Governance and Human Resources Committee, manage the annual Board assessment. Work with the Chair and Chief Executive Officer to implement changes to policy or process that result from the evaluation's recommendations.
- Prepare any required information related to governance or the Board of Directors for the Corporation's Annual Report.
- Manage the Corporation's annual disclosure to ensure consistency with Government's *Governance and Disclosure Guidelines for Governing Boards of British Columbia Public Sector Organizations*.
- Keep up to date on the Corporation's current initiatives and relationships with its Shareholder and stakeholders. A broad understanding of the Corporation and its operations is required in order for the Corporate Secretary to be effective.
- Provide service and advice to both Directors and Management, working to promote a strong working relationship, that includes:
 - assisting with new director orientation, ongoing orientation, training and education throughout each Director's tenure on the Board;
 - with the General Counsel, keeping Directors informed of changing or new requirements relating to their legal and fiduciary responsibilities;
 - ensuring Management is informed of Director views and preferences.
- Administer Director remuneration consistent with Government guidelines. Periodically review the Board's compensation guidelines and make appropriate recommendations to the Chair and the Governance and Human Resources Committee when required.
- Promote the role and responsibilities of the Corporate Secretary both within the Corporation and externally, building networks to share ideas, discuss new trends in corporate governance and benchmark best practices.

Director and Employee Code of Conduct

- Administer BC Hydro's contract with the Code Advisor, an independent contractor appointed by the Board of Directors to provide advice to Directors and Executive Officers on Code of Conduct and conflict of interest related matters.
- Upon appointment, arrange for new Directors and Executive Officers to meet with the Code Advisor. Annually, request all Executive Officers and Directors of BC Hydro and its Subsidiaries to sign a written declaration indicating their understanding of the requirements of the Code of Conduct.
- Maintain and update annually (or as necessary) a record of disclosures made by Directors and Executive Officers.
- Work with Ethics Officer, Code Advisor and others as required to revise and update the Code of Conduct from time to time as necessary.
- Meet with the Ethics Officer and Code Advisor periodically to assess the effectiveness of processes relating to the Code of Conduct.
- Schedule the Code Advisor's annual report to the Board of Directors and the Ethics Officer's annual report to the Governance and Human Resources Committee.
- Communicate any recommendations from the Board as appropriate or take any action required that result from the Code Advisor's annual report.

Corporate Records

- As an authorized signing officer, apply the corporate seals of BC Hydro and its Subsidiary companies in accordance with established policy or Subsidiary Articles of Incorporation.
- Ensure all legal and filing requirements relating to BC Hydro's Subsidiary companies are met.
- Act as custodian for the Corporation's corporate and historical records, meeting minutes and related Board information.

Corporate Policy Framework

- Provide policy advice to employees, directing particular questions to subject matter experts within the Corporation.
- Update BC Hydro's corporate policy framework as business needs necessitate, ensuring appropriate sign off has been obtained through the Chief Executive Officer and Board of Directors.
- Periodically survey the Lines of Business and Subsidiaries of the Corporation to assess whether corporate policies and procedures continue to meet business needs, are well understood and that new employees receive appropriate orientation on policy matters.

Accountability

The Corporate Secretary is an employee of the Corporation who reports operationally to the General Counsel and is also accountable to the Board Chair and to the Board of Directors.