

# Implementing Board Best Practices Guidelines

## 1. Board Composition and Succession

Disclosure Requirements		Action Items
1.1	Describe the process by which the Board identifies new candidates for recommendation to Government.	Posted on Northern Development website – Strategic Plan and Board Governance Section - Bylaw and Policy Manual – Section 2.02 – Roles of Officers of the Board <a href="http://www.northerndevelopment.bc.ca">www.northerndevelopment.bc.ca</a>
1.2	Disclose whether the Board has a committee that identifies and recommends candidates for appointment or reappointment. If the Board does not have a nominating committee, describe the process used to identify required competencies and potential candidates.	Posted on Northern Development website – Strategic Plan and Board Governance Section - Bylaw and Policy Manual – Section 2.02 – Roles of Officers of the Board <a href="http://www.northerndevelopment.bc.ca">www.northerndevelopment.bc.ca</a>
1.3	Disclose board members’ names, appointment terms and detailed biographies on the organization’s web site.	Posted on Northern Development website – Board of Directors Bios <a href="http://www.northerndevelopment.bc.ca">www.northerndevelopment.bc.ca</a>

## 2. Board Responsibilities

Disclosure Requirements		Action Items
2.1	Disclose the text of the Board’s charter. If the Board does not have a charter, describe how the Board delineates its roles and responsibilities.	Posted on Northern Development website – Strategic Plan and Board Governance Section - Bylaw and Policy Manual – Section 2.02 – Roles of Officers of the Board <a href="http://www.northerndevelopment.bc.ca">www.northerndevelopment.bc.ca</a>

## 3. Committees

Disclosure Requirements		Action Items
3.1	Disclose the members of each committee.	Posted on Northern Development website – Board of Directors Bios <a href="http://www.northerndevelopment.bc.ca">www.northerndevelopment.bc.ca</a>
3.2	Disclose the terms of reference for each committee. If the Board does not have written terms of reference for any committee, describe how the committee delineates its roles and responsibilities.	Posted on Northern Development website – Strategic Plan and Board Governance Section - Bylaw and Policy Manual – Section 2.02 – Roles of Officers of the Board <a href="http://www.northerndevelopment.bc.ca">www.northerndevelopment.bc.ca</a>
3.3	Disclose the terms of reference, including the termination date, for all board task forces and working groups.	Not Applicable

## 4. Audit Committee

Disclosure Requirements		Action Items
4.1	Disclose the members of each committee.	Posted on Northern Development website – Board of Directors Bios <a href="http://www.northerndevlopment.bc.ca">www.northerndevlopment.bc.ca</a>
4.2	Describe the financial expertise of audit committee members.	Posted on Northern Development website – Board of Directors Bios <a href="http://www.northerndevlopment.bc.ca">www.northerndevlopment.bc.ca</a>
4.3	Disclose the text of the Audit Committee’s terms of reference. If the Audit Committee does not have written terms of reference, describe how the Audit Committee delineates its roles and responsibilities.	Posted on Northern Development website – Strategic Plan and Board Governance Section - Bylaw and Policy Manual – Section 2.02 – Roles of Officers of the Board <a href="http://www.northerndevlopment.bc.ca">www.northerndevlopment.bc.ca</a>

## 5. The Board Chair

Disclosure Requirements		Action Items
5.1	Disclose the text of the chair’s position description. If the Board has not developed a written position description for the chair, describe how the Board delineates the chair’s roles and responsibilities.	Posted on Northern Development website – Strategic Plan and Board Governance Section - Bylaw and Policy Manual – Section 2.02 – Roles of Officers of the Board <a href="http://www.northerndevlopment.bc.ca">www.northerndevlopment.bc.ca</a>
5.2	Disclose how the Board maintains its working relationship with the responsible Minister.	Posted on Northern Development website – Strategic Plan and Board Governance Section - Bylaw and Policy Manual – Section 2.02 – Roles of Officers of the Board <a href="http://www.northerndevlopment.bc.ca">www.northerndevlopment.bc.ca</a>

## 6. Individual Directors

Disclosure Requirements		Action Items
6.1	Disclose the charter of expectations for directors. If the Board does not have a charter of expectations for directors, explain how the Board makes clear its expectations for individual directors.	Posted on Northern Development website – Strategic Plan and Board Governance Section - Bylaw and Policy Manual– Section 2.02 – Roles of Officers of the Board <a href="http://www.northerndevlopment.bc.ca">www.northerndevlopment.bc.ca</a>
6.2	Disclose the annual attendance record of the chair and each director.	Posted on Northern Development website – Strategic Plan and Board Governance Section <a href="http://www.northerndevlopment.bc.ca">www.northerndevlopment.bc.ca</a>
6.3	Annually disclose the total remuneration paid to the chair and each director for the preceding fiscal year.	Posted on Northern Development website – Strategic Plan and Board Governance Section <a href="http://www.northerndevlopment.bc.ca">www.northerndevlopment.bc.ca</a>

## 7. The Chief Executive Officer or President

Disclosure Requirements		Action Items
7.1	Disclose the text of the CEO's position description. If the Board has not developed a written position description for the CEO, describe how the Board delineates the CEO's roles and responsibilities.	Posted on Northern Development website – Strategic Plan and Board Governance Section - Bylaw and Policy Manual – Section 2.11 and Section 2.12 <a href="http://www.northerndevlopment.bc.ca">www.northerndevlopment.bc.ca</a>
7.2	Describe the annual assessment process for the CEO. If there is no formal assessment process, describe how the Board satisfies itself that the CEO is performing effectively.	Posted on Northern Development website – Strategic Plan and Board Governance Section - Bylaw and Policy Manual – Section 2.10 <a href="http://www.northerndevlopment.bc.ca">www.northerndevlopment.bc.ca</a>
7.3	Disclose the organization's policy on board meetings without management.	Posted on Northern Development website – Strategic Plan and Board Governance Section - Bylaw and Policy Manual – Section 2.14 <a href="http://www.northerndevlopment.bc.ca">www.northerndevlopment.bc.ca</a>

## 8. The Corporate Secretary

Disclosure Requirements		Action Items
8.1	Disclose the text of the corporate secretary's position description. If the Board has not developed a written position description for the corporate secretary, describe how the Board delineates the corporate secretary's roles and responsibilities.	Not Applicable

## 9. The Code of Conduct and Ethics

Disclosure Requirements		Action Items
9.1	Disclose whether the Board has adopted a written Code of Conduct and Ethics for directors, officers and employees.	Posted on Northern Development website – Strategic Plan and Board Governance Section - Bylaw and Policy Manual -Section 2.06 <a href="http://www.northerndevlopment.bc.ca">www.northerndevlopment.bc.ca</a>
9.2	If the Board has adopted a written code: <ul style="list-style-type: none"> <li>(i) disclose how an interested party can obtain a copy of the code; and</li> <li>(ii) describe how the Board monitors compliance with the code.</li> </ul>	Posted on Northern Development website – Strategic Plan and Board Governance Section - Bylaw and Policy Manual – Section 2.04, Section 2.05, Section 2.06 <a href="http://www.northerndevlopment.bc.ca">www.northerndevlopment.bc.ca</a>
9.3	If the Board has not adopted a written code, describe the steps taken by the Board to foster a culture of ethical business conduct.	Posted on Northern Development website – Strategic Plan and Board Governance Section - Bylaw and Policy Manual – Section 2.04, Section 2.05, Section 2.06 <a href="http://www.northerndevlopment.bc.ca">www.northerndevlopment.bc.ca</a>

9.4	Describe the process whereby directors disclose real or potential conflicts of interest.	Posted on Northern Development website – Strategic Plan and Board Governance Section - Bylaw and Policy Manual – Section 2.04 <a href="http://www.northerndevlopment.bc.ca">www.northerndevlopment.bc.ca</a>
9.5	If the organization’s Code of Conduct and Ethics allows the Board to grant waivers for any of its provisions, disclose whether the Board granted any such waivers during the preceding year and, if so, the reasons for so doing.	Not Applicable

## 10. Orientation and Professional Development

Disclosure Requirements		Action Items
10.1	Describe what measures the Board takes to orient new directors regarding: <ul style="list-style-type: none"> <li>(i) the relationship and division of responsibilities between the Board and Government;</li> <li>(ii) the role of the Board, its committees and directors; and,</li> <li>(iii) the mandate and operations of the organization.</li> </ul>	Orientation manual and orientation session held between Chair, Chief Executive Officer and new director
10.2	Describe what measures the Board takes to provide members with ongoing education. If the Board does not provide ongoing educational opportunities, describe how the Board ensures that its directors maintain the skills and knowledge necessary to meet their obligations as directors.	Board directors are encouraged to enrol in the Governance Essentials Program for Directors of Not-For-Profit Organizations, offered by the Institute of Corporate Directors in partnership with the Rotman School of Management.

## 11. Board, Committee and Director Assessment

Disclosure Requirements		Action Items
11.1	Describe the assessment process that was used in the preceding year for the Board, its committees and individual directors. If there was no formal assessment process for the Board, its committees or individual directors, describe how the Board satisfies itself about effective performance.	Posted on Northern Development website – Strategic Plan and Board Governance Section - Bylaw and Policy Manual – Section 2.16 <a href="http://www.northerndevlopment.bc.ca">www.northerndevlopment.bc.ca</a>

## 12. Communications Strategy

Disclosure Requirements		Action Items
12.1	Describe the assessment process that was used in the preceding year for the Board, its committees and individual directors. If there was no formal assessment process for the Board, its committees or individual directors, describe how the Board satisfies itself about effective performance.	Posted on Northern Development website – Bylaw and Policy Manual –Section 4.01 and Northern Development Client Satisfaction Surveys as reported in Northern Development’s Annual Report <a href="http://www.northerndevlopment.bc.ca">www.northerndevlopment.bc.ca</a>