



## GENERAL GUIDELINES FOR VOLUNTEER APPOINTMENTS

### September 11, 2019

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#### **OVERVIEW**

The appointment process for Geoscience BC's volunteer Board of Directors (the "Board"), Officers and Committee Members, including for its Technical Advisory Committees, follows guidelines for selection to ensure transparency, accountability and responsibility.

The Board provides strategic direction and leadership for Geoscience BC by developing and approving the strategies, policies and plans necessary to fulfill the organization's Strategic Plan. The Board ensures compliance with BC's *Societies Act*, and all applicable legislation, and oversees the role of the President & CEO, including their hiring, performance reviews, and succession planning.

From time to time, vacancies for Board and Committee positions may be posted to Geoscience BC's website. Resumes can be submitted directly by applicants to the President & CEO or to a member of the Nominating Committee. Consideration will be given to individuals with a broad range of backgrounds in community, resource sectors, academia and government to support a strong Board that reflects the diversity of British Columbia and the interests of Geoscience BC.

All Geoscience BC volunteers are expected to review Geoscience BC Society's *Constitution and Bylaws* (available on Geoscience BC's website at <http://www.geosciencebc.com/about-us/>) and are asked to annually sign an Acknowledgement and Declaration of the *Code of Conduct and Ethics, and Conflict of Interest Guidelines* (available on Geoscience BC's website at <http://www.geosciencebc.com/code-of-conduct-and-ethics-guidelines/>), and to declare any potential conflicts of interest to the President & CEO or Board Chair if, and when, they arise.

#### **MEMBERSHIP OF THE SOCIETY / BOARD OF DIRECTORS**

As set out in Geoscience BC's Bylaws, the Membership of Geoscience BC Society are also its Directors. The Board consists of up to 13 Directors, all of whom are appointed at a general meeting, with the exception of the President & CEO who is a Director by virtue of their position. There are currently no limits on the number of terms to which a Director can be appointed, however the Board regularly considers whether or not setting term limits for Directors would be beneficial overall.

The Nominating Committee is a committee of the Membership that identifies Director candidates for nomination and subsequent appointment. The Nominating Committee is fundamental to the Board's recruitment strategy and serves as the lead in this continuous process. The Nominating Committee:

- ensures Directors, and the Board as a whole, are evaluated on a regular basis - considering the Board's skill set and areas for improvement, and anticipating future needs for Director positions;
- develops selection criteria to be used in the recruitment process, and screens suitable Director candidates according to the criteria;
- reviews and contacts Director candidates to determine their interest and provide information regarding Geoscience BC;
- puts forward a final recommendation or list of recommended, interested and available Director candidates for potential appointment at a general meeting; and
- ensures new Directors receive proper orientation.

**Developing selection criteria:**

To be effective, the selection criteria must consider composition of the current Board, current Directors' qualities, and dynamic needs of the organization.

Some basic qualities that the Nominating Committee considers in potential Directors include the candidates':

- overall interest and enthusiasm in serving on the Board;
- level of integrity;
- team-work skills;
- ability to think for the future;
- time availability and constraints;
- ability to support fundraising; and
- ability to influence others.

The Nominating Committee carefully considers these qualities with those of the current Board and considers how prospective Directors and current Directors will work together. The Committee also considers how prospective Directors will influence existing Board dynamics.

The Nominating Committee considers how potential Directors will fit with the organization both in its current state and in the future. Factors that influence this include:

- the type of Board and its level of decision-making;
- the development stage of the Board;
- short-term and long-term focuses and goals of the Board, including Geoscience BC's Strategic Plan (at <http://www.geosciencebc.com/i/pdf/Geoscience%20BC%20Strategic%20Plan%20with%20Water%20Addendum.pdf>); and
- special initiatives the Board is considering or planning.

**Self-assessment and competency matrix:**

Current Directors complete self-assessments of their professional competencies and experience in a number of areas including mineral exploration, oil & gas, geothermal, water, finance, legal and various levels of Indigenous and government relations. These assessments are summarized in a matrix to inform the Nominating Committee and the Board as to where it may have key gaps in its composition and how potential Directors may help fill such gaps to meet the needs and strategic goals of the Board.

**Special observers and Board guests:**

The Nominating Committee may also recommend special observers as Board meeting guests as and when required, to be approved by the Board.

**OFFICERS**

The Nominating Committee defines and nominates capable and willing candidates for the offices of Chair of the Board, Vice-Chair, Treasurer and Corporate Secretary. All Officers are appointed by the Board at a general meeting for a term of one year with the exception of the President & CEO and Vice Presidents who are Officers by virtue of their positions. There are no limits on the number of terms to which an Officer can be appointed.

### **BOARD COMMITTEE MEMBERS AND COMMITTEE CHAIRS**

In addition to the Nominating Committee, which is a committee of the Membership of Geoscience BC, the Finance, Compensation and Technical Advisory Committees (TACs) are all committees of the Board. There are three TACs: Minerals, Oil & Gas and Geothermal. The Board may form other TACs to meet strategic objectives.

The Nominating, Finance and Compensation Committees and TACs are governed by Terms of Reference, which identify the Committee's membership criteria, Committee member and Committee Chair appointment process, the Committee Chair's duties, and the purpose, functions and responsibilities of the Committee.

The Society's Membership will appoint the members of the Nominating Committee, including the Nominating Committee Chair, at the Society's Annual General Meeting ("AGM") each year, or at another general meeting. The Board will appoint the members of the Finance and Compensation Committees and their Chairs at the Board meeting following the AGM or other general meeting.

Other general guidance:

- The Board retains the ability to revoke an appointment as may be deemed necessary;
- Any Committee vacancy can be filled by the Board for the remainder of the term of the Committee member being replaced;
- If a Committee member misses three consecutive meetings without giving reasonable cause to the Committee Chair in advance, he or she will be deemed to have resigned from the Committee;
- Directors and Committee members will be reimbursed for their travel and out-of-pocket expenses for participating in Geoscience BC meetings and undertaking Geoscience BC business;
- Volunteer Directors and Committee members will receive no payment or remuneration for their services;
- There are no limits on the number of terms to which a Director, Nominating, Finance, Compensation Committee or TAC member can be appointed; and
- The Board Chair or President & CEO, in consultation with the Board, may distribute information and seek the advice of non-committee members in the process of conducting any committees' work.

### **Nominating Committee**

The general purpose, functions and responsibilities of the Nominating Committee are as outlined above. See the Terms of Reference for the Nominating Committee for more detail.

### **Finance Committee**

The general purpose, functions and responsibilities of the Finance Committee are to:

- recommend the appointment of the Society's auditor and meet with them at least once per year with respect to the annual financial statements;

- review and recommend the approval/adoption of the Society's annual and interim financial statements and operational master budget to the Board/Membership; and
- periodically review the Society's investments and make recommendations to the Board as required.

See the Terms of Reference for the Finance Committee for more detail.

### **Compensation Committee**

The general purpose, functions and responsibilities of the Compensation Committee are to:

- establish a Performance Plan for the President & CEO prior to each fiscal year;
- review and evaluate the performance of the President & CEO against the Performance Plan at the end of each fiscal year; and
- make recommendations to the Board regarding the performance of the President & CEO, including changes to compensation and bonus payments.

See the Terms of Reference for the Compensation Committee for more detail.

### **Technical Advisory Committees (TACs)**

Geoscience BC TACs are governed by separate TAC Terms of Reference (available on Geoscience BC's website at <http://www.geosciencebc.com/i/pdf/2017-12-07-TAC-Terms-of-Reference-Approved.pdf>), which outlines the TACs' membership criteria, TAC member and TAC Chair appointment process and duties, and the purpose, functions and responsibilities of the TACs.

The purpose, functions and responsibilities of the TACs are to:

- review, rate, comment on and recommend research or technical project proposals for funding that are received or solicited by Geoscience BC. This includes project proposals received through a request for proposals, those solicited by Geoscience BC independent of a request for proposals, and those generated internally by a consensus process of a TAC. A review shall consider the technical quality of the proposed research or technical project, its relevance to Geoscience BC's Strategic Plan, the personnel involved, and the budget;
- provide advice and recommendations on geoscience priorities, needs and directions across BC through organized workshops, outreach exercises or brainstorming sessions that gather broad sector, government and community input;
- provide technical reviews of data and publications related to projects funded by Geoscience BC; and
- form sub-committees (Project Advisory Committees) that are directed to design, review or manage specific projects where deemed necessary. Sub-committees may be comprised of members of a TAC, staff or Subject Matter Experts (SMEs). Sub-committees are subject to the same Terms of Reference and Code of Conduct and Ethics and Conflict of Interest Guidelines as a TAC.

Each TAC may maintain a list of SMEs who may be called upon for sub-committee work, technical advice or project output review. SME's are non-voting appointments and are subject to all the terms and conditions of the TAC Terms of Reference.

See the Terms of Reference for the Technical Advisory Committees for more detail.

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