

# Human Resources and Governance Committee Terms of Reference

## BCI BOARD OF DIRECTORS

**Effective Date:** June 20, 2025

### 1 PURPOSE/MANDATE

- 1.1 The British Columbia Investment Management Corporation (“BCI”) Board of Directors (“Board”) Mandate establishes a Human Resources and Governance Committee (“HRGC”) to assist the Board in effectively discharging its duties. Through this Terms of Reference, the Board outlines the HRGC’s mandate, roles and responsibilities, membership, and organization.
- 1.2 The mandate of the HRGC is to assist the Board to:
  - (a) Ensure that BCI continues to retain a highly effective workforce and that human resource policies continue to align employee performance with client expectations.
  - (b) Provide a focus on Board governance that will enhance Board performance.

### 2 ROLES AND RESPONSIBILITIES

- 2.1 The HRGC, through the discharge of its responsibilities, must foster a culture of honesty and integrity within BCI.
- 2.2 The HRGC, through the discharge of its responsibilities, must foster a workplace that embraces equity, diversity, and inclusion.
- 2.3 The HRGC must review, report on and, if required, make recommendations to the Board on, the following matters:

#### HUMAN RESOURCES

- (a) Trends and external market practices in areas of compensation, benefits and terms, and conditions of employment.
- (b) Human resource and compensation philosophy.
- (c) The effect of proposed changes of a material nature to terms and conditions of employment, benefit plans, performance incentive plans, code of conduct rules, programs, and allowances.

- (d) Human resource policies.
- (e) BCI's employee classification system and compensation scale.
- (f) Comparators and competitive positioning of compensation.
- (g) BCI's performance incentive plans.
- (h) BCI's professional development and training program.
- (i) Proposed salary adjustments for the CEO/CIO.
- (j) The process for the evaluation of the performance of the CEO/CIO for payments under the performance incentive plans.
- (k) Reports under the Employee Code of Ethics and Professional Conduct.
- (l) CEO succession planning and management succession planning.
- (m) Such other matters as may be delegated to it by the Board.

#### **BOARD GOVERNANCE**

- (n) Board's governance framework.
- (o) The position description for the Chair of the BCI Board, the HRGC Chair, and the Audit Committee Chair.
- (p) Director succession and recruitment.
- (q) Orientation and ongoing development of existing and new Directors.
- (r) Directors' compensation.
- (s) Board policies and procedures.
- (t) Board effectiveness initiatives
- (u) Other initiatives at the request of the Board Chair or the Board.

### **3 MEMBERSHIP**

- 3.1 The HRGC consists of a minimum of two members who are appointed by the Board.

### **4 ORGANIZATION**

#### **MEETINGS**

- 4.1 The HRGC must hold at least three regularly scheduled meetings a year.

- 4.2 The time and place where the meetings of the HRGC are to be held and the procedure at such meetings must be determined solely by the HRGC, except as otherwise established herein.
- 4.3 Meetings of the HRGC may take place be held in person, by telephone, or by video conference.
- 4.4 A Director of the BCI Board not appointed as a member of the HRGC may attend a meeting. Other guests may attend a meeting at the discretion of the Chair. The Chair has discretion to set parameters for guest attendance and participation.

#### **CHAIR/FACILITATION/SUPPORT**

- 4.5 The Chair of the HRGC is appointed by the Board on the recommendation of the Chair of the Board. In the absence of the Chair of the HRGC from any meeting of the HRGC for a period exceeding 15 minutes, the remaining members may choose a committee Chair from amongst themselves and proceed with the meeting, provided that the quorum is met.
- 4.6 BCI will provide support services required by the HRGC.

#### **QUORUM/VOTING/MINUTES**

- 4.7 The quorum for meetings of the HRGC is a majority of the members of the HRGC.
- 4.8 Each member of the HRGC has one vote on each matter to be decided.
- 4.9 All decisions of the HRGC must be decided by a majority vote.
- 4.10 The Chair of the HRGC does not have a second or casting vote.
- 4.11 The HRGC must keep minutes of its meetings that record all actions and decisions taken by the HRGC and these minutes must be submitted to the Board as soon as is reasonably possible thereafter.
- 4.12 During *in camera* meetings or in the absence of the Corporate Secretary or Assistant Corporate Secretary, the Chair of the HRGC may appoint one of its members or any other person as Board Secretary to take the minutes of its meetings.

#### **ADVISORS**

- 4.13 The HRGC has the power, at the expense of BCI, to retain, instruct, compensate, and terminate independent advisors to assist the HRGC in the discharge of its duties.

5 APPROVAL

This Terms of Reference is hereby updated and authorized effective as of the Effective Date

June 20, 2025

[s] Peter Milburn

Date

Chair of the BCI Board

REVIEW HISTORY

Approval Authority	BCI Board
Board Committee	HRGC
Last Review Date	June 17, 2025 (HRGC) / June 19-20, 2025 (Board)
Next Review Date	June 20, 2028

AMENDMENT HISTORY

DATE	VERSION NO.	SUMMARY OF AMENDMENTS
Previous Dates	1	Note: There are several previous versions of this Mandate.
April 06, 2018	2	Changes to change brand to BCI and revise: <ul style="list-style-type: none"><li>• s 3.3(j) (Removal of review of the “Human Resource Strategy”)</li><li>• s. 3.3(k) – Clarification that both CEO succession planning and management succession planning</li><li>• s 3.3 (m) – Add establish and then review a position description for the Chair of the BCI Board;</li><li>• s. 3.3(n) – Broaden responsibility of the HRGC relating to Director succession and recruitment; and</li><li>s. 4.1 – Addition of a minimum number of two meetings to be held by the HRGC each year.</li></ul>
December 7, 2018	3	Change section 2 to allow for minimum of three directors instead of exactly three directors.

## HRGC TERMS OF REFERENCE

PUBLIC/NOT RESTRICTED

July 3, 2019	4	Minor amendment to s 1.1, 2.1 and 3.3.(l). Amendment to s. 3.3 (m) to reflect HRGC responsibility to review the governance framework.
July 8, 2022	5	Rearrange sections, changed name from Mandate to Terms of Reference, add responsibility of the HRGC relating to foster a workplace that embraces equity, diversity, and inclusion.
June 21, 2024	6	Amendment to reflect the HRGC Chair has discretion to set parameters for guests' attendance and participation.
June 20, 2025	7	Triennial review. Board evaluation requirement changed to board effectiveness initiatives.

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