



DESTINATION
BRITISH COLUMBIA™

GOVERNANCE COMMITTEE Terms of Reference

A. Objective

The Governance Committee (the “Committee”) shall ensure that the Directors of the Board have the necessary qualifications to oversee the activities of the Corporation, and the Corporation and the Board develop and implement effective corporate governance structures, with the purpose of enabling the business and affairs of the Corporation to be conducted in furtherance of the Corporation’s goals and in compliance with all applicable and necessary requirements.

B. Responsibilities

The Committee will:

1. Develop a plan for long-term Board composition and update that plan on an annual basis.
2. Together with the Board Chair, review skills and experience required for the Board and identify director candidates for recommendation to Government.
3. Review Board committees annually and recommend new committees to the Board for approval as and when appropriate.
4. Review the Board of Directors Guidelines and the Terms of Reference for the Board, the Board Chair, the Vice Chair, Individual Director, the CEO, the Corporate Secretary and General Guidelines for Committees of the Board annually and recommend revisions to the Board for approval as required.
5. Annually review the Committee Terms of Reference to ensure that it continues to meet best practice and needs of the Board and revisions are recommended to the Board for approval, as required.
6. Review revised Terms of Reference for the Finance & Audit Committee, the Human Resources Committee and any other Committee of the Board, and recommend revisions to the Board for approval, as required.
7. Remain conversant with emerging best practices in corporate governance.
8. Develop the process and methodology for, and manage evaluations of the Board, Committees, and Chairs, on an annual basis, or such basis as approved by the Committee, which shall be no fewer than every two years.

9. Develop the process and methodology for, and manage individual Director evaluations from time to time.
10. Together with the Board Chair and the CEO, develop and ensure the implementation of an approach to orientation for new appointments to the Board that assists new directors to fully understand the role of the Board and its committees, the contribution individual directors are expected to make and the nature and operation of the Company's business.
11. Together with the Board Chair and the CEO, identify areas of continuing education/development for directors.
12. Maintain a Board Manual containing documents relevant to the Board's governance structure, processes and practices.
13. Administer any issues arising from the Standards of Ethical Conduct for the Directors of Corporation. Liaise with the Finance and Audit and Human Resources Committees on issues associated with ethics.
14. Monitors disclosure by Directors of Conflict of Interest and Standards of Ethical Conduct for Directors and advises the Board Chair of such disclosures.
15. Reviewing Destination BC's policy framework and recommend revisions to the Board for approval as required.
16. At the request of the Board Chair or the Board, undertake such other corporate governance initiatives, as may be necessary or desirable to contribute to the success of the Corporation.
17. Be comprised of no less than 3 and no more than 7 directors.