

GOVERNANCE POLICY & BOARD OF DIRECTORS TERMS OF REFERENCE

Approved by the Board of Directors May 11th 2017.

PURPOSE

The Trucking Safety Council of BC is an industry organization focusing on promoting occupational health and safety in the trucking industry by providing programs and services that will lead to a reduction injury and death rates.

MANDATE

- Develop and deliver Occupational Health and Safety (OHS) programs for the trucking industry in BC
- As a WorkSafeBC Certifying Partner for the Certificate of Recognition (COR) program, develop and deliver a trucking industry COR
- Promote sound OHS practices and an improved culture of safety In the BC trucking industry
- Provide a forum for the exchange of ideas related to OHS and safety management
- Provide leadership in advancing improved OHS in the trucking industry
- Keep members informed on matters respecting OHS in the trucking industry
- Co-operate with other safety and industry organizations for the advancement of this mandate
- Review and approve annually these Terms of Reference

VISION

The elimination of workplace injuries and fatalities in the British Columbia trucking and transportation industries.

MISSION

The Trucking Safety Council of British Columbia is an industry led association dedicated to reducing injuries and fatalities through leadership, programs, services, communication and certification.

BOARD DUTIES AND RESPONSIBILITIES

The Board is responsible for managing the affairs of the Trucking Safety Council of BC. The Board operates by delegating certain of its authorities to the Management Committee and by reserving certain powers to itself. The Board retains the responsibility for managing its own affairs, including:

- annually reviewing, the TSCBC Governance Policy and Board of Directors Terms of Reference and confirming the skills and experience represented on the Board are suitable in light of the strategic direction and for the purpose of determining the criteria for electing and appointing Directors;
- selecting its Chair, Vice Chair, and Treasurer;
- participate in the development of, and ultimately approve, the TSCBC's Vision, Mission and strategic direction;
- approve annual operating budgets that support the TSCBC's ability to meet its strategic plan; and
- Monitor financial results and the TSCBC's progress towards the objectives set in the strategic plan and operating budget.
- Prepare for and Participate in Meetings – Whenever possible Board packages are circulated ten business days in advance of meetings with background materials. Board members are expected to read the material and be prepared to participate in active discussion on those topics that you are familiar with and/or have expertise.
- Provide Input on Ongoing Basis – Between meetings, Board member feedback is sought via e-mail. Please take the time to respond, even if it is to inform staff that a particular issue does not affect your company, sector, geographic region, etc.

GOVERNANCE

- The TSCBC through its Board of Directors and Executive Director operate in accordance with the governance criteria as stated in the WorkSafeBC publication: Governance Guidelines for Health and Safety Associations.

Participating on the TSCBC Board of Directors should be an enjoyable experience. Meeting and sharing experiences with your industry colleagues from across the province is of benefit to most carriers.

BOARD COMPOSITION

The Board will be made up of a maximum 16 voting members representing the following interests:

- A minimum of 4 and a maximum of 8 members from CU 732019, General Freight
- A minimum of 1 and a maximum of 2 members from CU 732030, Moving and Storage
- A minimum of 1 and a maximum of 2 members from labour
- A minimum of 1 and a maximum of 4 members from other transportation and warehousing related CU's

Best efforts will be made to have at least one voting member based in each geographical region of the province including Northern BC, Vancouver Island, Cariboo/Chilcotin, Vancouver/Sunshine Coast, Thompson/Okanagan and Kootenay/Rockies. Best efforts will be made to appoint representatives from small, medium and large employers.

There will be 4 non-voting members, one each from ICBC, CVSE and police services. The TSCBC Executive Director and the BCTA President and CEO are ex-officio members of the Board. At the discretion of the Management Committee, additional non-voting members from organizations who have an affiliation with the trucking, transportation and warehousing industry may be appointed. At the discretion of the Management Committee, WorkSafeBC representatives and other guests may be permitted to attend all or part of the Board Meeting.

The fact that there may be at any time fewer than 16 voting Directors sitting on the Board, will not impair the authority, powers and duties of the Directors to manage the affairs and business of the Council. A minimum of 5 Directors plus the Chairperson or one other member of the Management Committee, but not including non-voting and ex-officio members shall constitute a quorum of a meeting of the Board of Directors. All motions brought before a meeting of the Board of Directors shall be decided by a simple majority vote.

BOARD MEMBER SELECTION CRITERIA

Industry members are expected to meet the following criteria:

- Have an interest in promoting improved occupational health and safety in the trucking industry
- Hold a management position in the company they represent
- Be prepared to devote the time necessary to prepare for and actively participate in Board of Directors meetings and attend to other duties as may arise from time to time
- Be employees of members of the TSCBC
- Be able to work as part of a team
- Have the ability to put industry interests ahead of company interests

Board members with the following skills are preferred:

- Previous committee or Board experience
- Knowledge of occupational health and safety issues and practices

Board members will serve without compensation; however, the Management Committee may approve the payment of a Board member's expenses relating to participation on committees, task forces or other activities outside of regular Board meetings.

By a two – thirds vote of the Management Committee, a member of the Board of Directors may be removed from office for failure to perform duties, criminal misconduct or unethical behaviour. A Board member who misses three consecutive meetings may be removed from the Board.

APPOINTMENT PROCESS

Except for the non-voting and ex-officio members, Board members will be elected at each Annual General Meeting. Board members will serve two year terms. Board member terms will be staggered. At the first Annual General Meeting one-half of the Directors will be elected for a one year term and others for a two year term. At all subsequent annual general meetings, Directors will be elected for two year terms. There is no limit to the number of terms a Board member may serve.

The Nomination Committee (see attached Terms of Reference) will receive nominations from TSCBC member employers and from the nominations received, recommend to the Annual General Meeting a slate that meets the selection criteria. A call for expressions of interest to serve on the Board of Directors will be posted on the TSCBC web site at least three months prior to each Annual General Meeting.

If a Director is unable to complete a full term the Board, by a two-thirds vote, may appoint a replacement Director for the remainder of the un-expired term.

A Director who is a voting member may, before the end of their term, leave the employ of a company representing a funding Classification Unit, may cease to hold a management position in the company they represent, or may cease employment within another voting member category (e.g., Labour). In any of these situations, they will be allowed to remain on the Board until the following Annual General Meeting subject to receiving the support of a majority of remaining voting board members. This approval will be contingent upon this employment change not creating a conflict of interest as defined in SafetyDriven's Conflicts of Interest provisions. (Appendix A).

MANAGEMENT COMMITTEE OF THE BOARD OF DIRECTORS

The Management Committee shall discharge the duties of the Board of Directors between meetings of the Board and exercise such other powers as the Board from time to time may delegate to it.

Officers shall be elected by a vote of the members of the Board of Directors present at each annual meeting.

The Management Committee shall consist of a minimum of four and a maximum of five positions: the Chairperson, the Vice-chairperson, the Treasurer, the immediate Past chairperson or Alternate, and up to one other Board member at large.

COUNCIL MEMBERSHIP

All employers in the General Trucking and Moving & Storage CU's are members of the TSCBC. Membership in the Council is available to employers in other trucking related CU's who pay an annual fee (Non CU Membership Fee) to the TSCBC calculated using the same WorkSafeBC formula for member CUs as shown below. The **minimum** annual membership fee for a Non CU Member will be fixed at \$250.00 for large businesses (20 or more employees), \$100.00 for small businesses (19 - 4 employees) and \$25.00 for owner operators (3 or less employees).

(Non -CU) Membership Fee = Current levy rate per \$100.00 assessable payroll.

For example, using the 2013 assessable rate a company with a payroll of \$2,000,000.00 would pay:

= \$0.08 per \$100.00 assessable payroll
= \$0.08 x \$2,000,000.00 / \$100.00
= \$ 1600.00

Fees will be payable annually on January 1st calculated on a prorated basis in the

first year of membership.

Employers from other CU's who join the Trucking Safety Council of BC are eligible for all membership privileges including the opportunity to serve on the Board of Directors and Council Committees and pay non-CU member prices for courses and services provided by the Council.

BOARD MEETING FREQUENCY

The Board of Directors will meet as often as necessary to carry out its objectives, but in no case will it meet less than 3 times per year, plus at the Annual General Meeting. A Board of Directors meeting can also be called at the request of the Chair or by any five directors.

ANNUAL GENERAL MEETING

The Annual General Meeting will be held at a time and place chosen by the Board of Directors. An Annual General Meeting will be convened within 15 months of a previous AGM. All Council members are entitled to one vote at an Annual General Meeting. To exercise that vote, the member must be present, no proxy voting will be used. All matters brought before the AGM will be decided by a simple majority. Notice of Meeting for an AGM will be distributed through the TSCBC web site, WorkSafeBC and other communication platforms.

APPENDIX A: CONFLICT OF INTEREST

Members of the Board of Directors shall act at all times in the best interests of the Council rather than particular interests or constituencies (e.g. their employer). This means setting aside personal self-interest and performing their duties in transaction of the affairs of the Council in such a manner that promotes confidence and trust in the integrity, objectivity and impartiality of the Board. The pecuniary (financial) interests of immediate family members or close personal or business associates of a director are considered to also be the pecuniary interests of the director.

Definition of Conflicts of Interest

- a) Board members are considered to be in a “conflict of interest” whenever they themselves, or members of their family, business partners or close personal associates, may personally benefit either directly or indirectly, financially or otherwise, from their position on the Board.
- b) A conflict of interest may be “real”, “potential” or “perceived”; the same duty to disclose applies to each.
- c) Full disclosure in itself, does not remove a conflict of interest.

Principles for Dealing With Conflicts of Interests

- a) The Board member must openly disclose a potential, real or perceived conflict of interest as soon as the issue arises and before the board or its committees deal with the matter at issue. The first step in disclosure will be to bring the conflict or potential conflict to the attention of the Chair.
- b) If the Board member is not certain he/she is in a conflict of interest position, the matter may be brought before the Chair, Management Committee or Board for advice and guidance.
- c) If there is any question or doubt about the existence of a real or perceived conflict, the Board will determine by vote if a conflict exists. The person potentially in conflict shall be absent from the discussion and vote.
- d) It is the responsibility of other Board members who are aware of a real, potential or perceived conflict of interest on the part of a fellow Board member to raise the issue for clarification, first with the Board member and, if still unresolved, with

the Board Chair.

- e) The Board member must abstain from participation in any discussion on the matter, shall not attempt to personally influence the outcome, shall refrain from voting on the matter and unless otherwise decided by the Board, must leave the meeting room for the duration of any such discussion or vote.
- f) The disclosure and decision as to whether a conflict exists shall be duly recorded in the minutes of the meeting. The time the person left and returned to the meeting shall also be recorded.

Examples of Conflicts of Interest on the Part of a Board Member

- a) Any circumstance that may result in a personal or financial benefit to a director or his family, business associate or friend. This includes, but is not limited to, accepting any payment for services rendered to the Council, including contracted work or honoraria; accessing financial or other resources for personal use, i.e. transportation, training costs, supplies, equipment, etc.
- b) Personal interests which conflict with the interests of the membership or are otherwise adverse to the interests of the Council;
- c) Seeking, accepting or receiving any personal benefit from a supplier, vendor, or any individual or organization doing or seeking business with the Council;
- d) Being a member of the board or staff of another organization which might have material interests that conflict with the interests of the Council or its clients; and, dealing with matters on one Board which might materially affect the other Board;
- e) Any involvement in the hiring, supervision, grievance, evaluation, promotion, remuneration or firing of a family member, business associate or friend of the director;
- f) Individuals who serve as directors on the same board with members of their family or others with whom they have a direct business or personal relationship will be subject to an immediate perception of apparent conflict of interest.