

## BOARD EVALUATION PROCESS

### I. INTRODUCTION

The Board evaluation process is designed to provide Directors with an opportunity to examine Board effectiveness to identify ways in which improvements might be achieved. This evaluation process includes an assessment of the performance of the Board, the Board Chair, Board Committees and their respective Chairs. It also provides, from time to time, for an assessment of the performance of the individual Directors.

### II. BOARD, BOARD COMMITTEE AND CHAIRS' PERFORMANCE

The Governance and Social Purpose Committee ("**Governance Committee**") will annually implement an appropriate evaluation process for the Board, the Board Chair, Board Committees and their respective Chairs.

- A. The focus of the evaluation each year will be determined by the Governance Committee. In some years it may be a comprehensive review of all aspects of Board activity. In other years it may be appropriate to focus on specific aspects of Board activity that warrant attention.
- B. Similarly, the evaluation methodology will be determined by the Governance Committee each year, and may include survey questionnaires, individual interviews or a combination of the two. Any methodology selected will ensure confidentiality and protect personal information.
- C. The Governance Committee will determine who shall be invited to participate in the evaluation process (e.g. Directors, the CEO, Executive Management, the Corporate Secretary).
- D. The Governance Committee will review the results of the evaluation and report the evaluation results to the Board.
- E. Time will be set aside for the board to review the results and develop action plans to address priority areas for Board development for the coming year.

### III. INDIVIDUAL DIRECTORS' PERFORMANCE

- A. The Governance Committee may, from time to time, recommend to the Board a formal review of all individual Directors' performance.
- B. When such reviews are conducted, Directors will be evaluated against the BCLC Terms of Reference for Individual Directors. The Governance Committee will determine the methodology for conducting the review of individual directors, potentially including a confidential peer evaluation approach.
- C. Directors who have less than six months' tenure on the board may be exempted from the individual director evaluation.
- D. All directors will receive the results of their individual evaluation and will be invited to prepare a Director development plan. Only the Governance

## BOARD EVALUATION PROCESS

Committee Chair and the Chair of the Board will see the confidential individual evaluation report and development plan for each director.

- E.** Each director will meet with the Board Chair and Governance Chair to discuss areas for development.
- F.** Questionnaires or other data collected from the individuals will be destroyed without record following the review process, or stored in accordance with the records retention and destruction processes set out in the BCLC Records Management policy.
- G.** This process does not preclude the Board Chair from dealing with individual Director issues or problems as they may occur from time to time.