

**Recommended Speaking Points:****Board:**

Insurance Corporation of British Columbia

Speaking Points:

This OIC is for the appointment of 2 new directors, and the reappointment of 1 director to the board of the Insurance Corporation of British Columbia.

2 New:

Sheila Orr

Inderejeet Sumal

1 Reappointment:

Maureen Howe

Ms. Orr s.12
s.12

Mr. Sumal^{s.12}
s.12

Ms. Howe^{s.12}
s.12

Due diligence has been completed by BRDO.

Cabinet Briefing Material**# of Appointments:** 3 of 10 appointments**Candidate – See Biography Below:**

<u>Name</u>	<u>Residence</u>	<u>Original Appt. Date</u>	<u>Effective Date of this Appointment</u>	<u>Term</u>
Sheila Orr	Victoria	NEW	Pronouncement	For 1 year term
Inderjeet Sumal	Delta	NEW	Pronouncement	For 1 year term
Maureen Howe	Vancouver	Feb 16/12	Dec 31/14	To Dec 31/16

Board Composition: Pursuant to the *Insurance Corporation Act*,

2 (2) The corporation consists of at least 3 members appointed by the Lieutenant Governor in Council.

(4) The Lieutenant Governor in Council may appoint a person to be a member to serve the unexpired term of a member who dies or resigns.

3 (1) The members appointed under section 2, during the term of their respective appointments, are the directors of the corporation.

(2) The Lieutenant Governor in Council must designate a director as chair of the board.

Term Limits: The legislation is silent on term length.

BRDO guidelines suggest that Board members are typically appointed for an initial term of one year and are eligible for two subsequent appointments of two and three years, respectively, for a maximum of six years.

Only in exceptional circumstances will members' terms be extended beyond the six-year maximum.

Lengths of terms may be adjusted to ensure optimal succession planning and staggering of appointments.

Remuneration: Pursuant to the *Insurance Corporation Act*,

3 (3) A director is entitled to be reimbursed by the corporation for reasonable travelling and other out of pocket expenses necessarily incurred by the director in discharging his or her duties.

In accordance with Level 6, Treasury Board Directive 2/11; the maximum retainer amount for a member is \$15,000 plus the maximum meeting fee payable for each meeting attended is \$750.

Existing Board Membership:

Name	Position	Location	Appointed	Expiry/Terminate*
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Maureen E. Howe s.22	Director	VANCOUVER	16 Feb 2012 Re-31 Jul 2014	31 Dec 2014
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William G. Davidson s.22	Director	ANMORE	1 Nov 2011 Re-31 Dec 2013	31 Dec 2015
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Ronald S. Olynyk s.22	Director	KAMLOOPS	8 Mar 2012 Re-31 Dec 2013	31 Dec 2015
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Jessica L. McDonald	Director	VANCOUVER	6 May 2014	6 May 2018
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Candidates – Biographies:

2 New:

Sheila Orr – Oak Bay/Gordon Head

Sheila Orr is a private investment money manager and President of an independent residential development company. In addition, she is a political panellist on CBC Radio, C-FAX and CKNW. Ms. Orr is a former Member of the Legislative Assembly representing Victoria-Hillside and served as a Councillor for five years with the Municipality of Saanich. Active in the community, she is involved in various organizations including the Point Ellice House board, the Victoria Foundation, the Victoria Chapter of the Junior League, the Family Caregivers Network, PEER (Prostitute Empowerment Education and Resource Society), and CRAT (Capital Regional Action Team on Sexually Exploited Youth). In addition, she was the founding member of the Greater Victoria Sports Tourism Initiative and Victoria Coats for Kids; and Vice President of the Greater Victoria Film Commission. Educated in England, Singapore and Cyprus, she studied design and business management.

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Page 04

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**Board Resourcing
and Development**
**Candidate Profile and Declaration
Governing Board**

The personal information on this Profile and Declaration is collected because you wish your name to be considered for appointment to the governing board of a British Columbia public sector organization. The information obtained on this form will be used to assess your candidacy against the skills and experience sought for the vacant position.

In completing the Profile, please note that the information sought is that which is relevant to the position in which you have expressed an interest. For more information about the candidate selection and appointment process, please refer to the Board Resourcing and Development Office website (www.gov.bc.ca/brdo) and link to the page "The Appointment Process".

(Please complete electronically and then print to sign. If you require more room than the space provided, please use a separate piece of paper)

Name of the organization:	ICBC
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CONTACT INFORMATION

Name (Please Print – Title/First/Initial/Last): Ms Sheila Orr

Telephone: Work s.22
Coll s.22

Homes.22

Home Address: s.22

Email Address: s.22

BACKGROUND INFORMATION

1. Educational background (Provide a chronology)

<i>Institution</i>	<i>Term Attended (Date to Date)</i>	<i>Degree/Diploma Obtained</i>
Limassol College, Cyprus	1961-63	Fine Art and Design

CANDIDATE PROFILE AND DECLARATION GOVERNING BOARD

London School of Design	1963-65	Diploma Design and Business Diploma
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2. Professional and employment background. *(Provide a chronology)*

Organization	Term of Service (Date to Date)	Position
Government of British Columbia	2001 - 2005	Member of the Legislative Assembly
Municipality of Saanich	1996 - 2001	Municipal Councillor
Capital Regional District	1996 - 1999	CRD Director

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3. The following is a list of every company of which I am currently a director or officer. *(Provide a chronology)*

Organization	Term of Service (Date to Date)	Position
PWEC Premiers Women's Economic Council	2014 -today	Member

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CANDIDATE PROFILE AND DECLARATION GOVERNING BOARD

4. The following is a list of every company of which I was previously a director or officer. (*Provide a chronology*)

<i>Organization</i>	<i>Term of Service (Date to Date)</i>	<i>Position</i>
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5. Past and present community and civic activities (*Provide a chronology*)

<i>Organization</i>	<i>Term of Service (Date to Date)</i>	<i>Position</i>
Municipality of Saanich	1996 - 2001	Councillor
Capital Regional District	1996 - 1999	CRD Director
Government of BC	2001 - 2005	MLA
Victoria Film Commission	1996 - 2001	Vice President
PEERS	1996 - 2001	Member
Refer to my bio for all Civic activities from 1984 to date		

6. Memberships in professional organizations.

<i>Professional Organization</i>	<i>Term of Membership (Date to Date)</i>

**CANDIDATE PROFILE AND DECLARATION
GOVERNING BOARD**

CANDIDATE PROFILE AND DECLARATION GOVERNING BOARD

7. Publications (*List any published works you have authored*).

<i>Publication</i>	<i>Publication Date(s)</i>

8. On a scale of 1-10 where 1 = low and 10 = high, indicate the level of your ability to read and understand financial statements.

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CONFLICT OF INTEREST – DISCLOSURE STATEMENT

A conflict of interest arises where you have an interest which conflicts (or might conflict, or might be perceived to conflict) with the interests of the Organization.

A conflict of interest may take a number of forms. It may be financial or non-financial. It may be direct or indirect. It may be professional or family related.

A conflict of interest may arise from directorships or other employment; interests in business enterprises or professional practices; share ownership; beneficial interests in trusts; existing professional or personal associations with the Organization; professional associations or relationships with other organizations; personal associations with other groups or organizations; or family relationships.

Every director or potential director of the Organization must disclose any duty or interest that might conflict with his or her duty or interest to the Organization.

9. A direct or indirect conflict with my duty as a Director of the Organization may arise because (please indicate if non-applicable):

CANDIDATE PROFILE AND DECLARATION GOVERNING BOARD

a) I, or my associates¹, hold the following offices (appointed or elected):

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b) I, my associates, or any trustee or any nominee on my behalf, own or possess, directly or indirectly, the following interests (i.e. shares, businesses, or properties):

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c) I, or my associates, have the following interests in existing or proposed transactions with the Organization.

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10. The nature and extent of the conflicting office duty or interest referred to in subparagraphs 9(a) or 9(b) is (please indicate if non-applicable):

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11. A real or perceived conflict of interest with my duty as an appointee to the Organization may arise because I receive financial remuneration (either for services performed by me, as an owner or part owner, trustee, or employee or otherwise) from the following sources (please indicate if non-applicable):

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¹ "associate" of a person means any person closely connected by blood or otherwise including, but not limited to, a spouse (including common-law spouse), parent, grandparent, brother, sister, child or grandchild.

CANDIDATE PROFILE AND DECLARATION GOVERNING BOARD

12. The following is a list of each subsidiary² or affiliate³ of a company listed in paragraph 9(b) or 11 of this Profile and Declaration.

<i>Company Listed in Paragraph 9(b) or 11</i>	<i>Name of Subsidiary or Affiliate</i>	<i>Type of Business Ordinarily Carried on by Subsidiary or Affiliate</i>

13. If, at any time following the signing of this Profile and Declaration, there are changes to the information given herein regarding conflict of interest, either by way or addition or deletion, I shall forthwith file with the Organization a supplementary disclosure statement describing such change.

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14. Other than disclosed above, do you have any relationships or interests that could compromise, or be perceived to compromise, your ability to exercise judgment with a view to the best interests of the Organization?

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Describe:

² For the purposes of this Profile and Declaration, a corporation is a subsidiary of another corporation where:

(a) it is controlled by:

- (i) that other corporation;
- (ii) that other corporation and one or more other corporations, each of which is controlled by that other corporation; or
- (iii) two or more other corporations, each of which is controlled by that other corporation; or

(b) it is a subsidiary or a subsidiary of that other corporation.

³ For the purposes of this Profile and Declaration, one corporation is affiliated with another corporation where one of them is the subsidiary of the other, or both are subsidiaries of the same corporation, or each of them is controlled by the same person.

CANDIDATE PROFILE AND DECLARATION GOVERNING BOARD

DUTIES/RESPONSIBILITIES TO THE ORGANIZATION

Board Directors owe the Organization they serve undivided loyalty and a commitment to making the best possible decisions. Directors must carefully adhere to these duties and take their jobs seriously to set high standards of accountability.

By signing this Profile and Declaration, you acknowledge and understand that you are bound by the following duties and responsibilities. (Note: These duties are in addition to the Organization's own Code of Conduct or Conflict of Interest Guidelines.)

15. **Duty of Care:** You have a duty of care to the Organization which means that:
- you must exercise the degree of skill and diligence reasonably expected from an ordinary person of your knowledge and experience;
 - in making decisions, you must always act in the best interests of the Organization;
 - you must base your decisions upon facts and reliable information; and
 - you must not act without first taking care to be properly informed.
16. **Duty of Loyalty:** This duty embraces fairness, good faith and honesty. It means that, in all decisions, you must act in the Organization's best interests, not your own. Specifically, you must:
- be honest in your dealings within the Organization and with others on behalf of the Organization;
 - maintain the confidentiality of information received by you in your capacity as board member both before and after termination (for whatever reason) of your appointment; and
 - avoid situations where you could put yourself in a position of conflict between your own private interests and the best interests of the Organization.
17. **Duty of Obedience:** This duty requires that you know the Organization's mission and the laws and regulations that affect the carrying-out of the mission. This duty means that you must:
18. carry out the Organization's purposes; and

CANDIDATE PROFILE AND DECLARATION GOVERNING BOARD

- take all necessary and reasonable measures to assure compliance with laws, regulations and policies that apply to the Organization.

INTEGRITY AND PUBLIC ACCOUNTABILITY

Note: An affirmative answer to any of the questions in sections 18 to 21 does not automatically disqualify a potential applicant from being appointed. Each candidate's background will be considered in relation to the specific requirements of the appointment.

19. In your employment, business or personal affairs, have you, or any company in which you have a direct or indirect controlling interest, in B.C. or elsewhere:

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If you answered "Yes" to any of the above questions, please provide details below.

CANDIDATE PROFILE AND DECLARATION GOVERNING BOARD

20. Have you or any organization or group which you are associated with promoted or encouraged hatred against people or persons on the basis of ethnicity, language, colour, religion, culture, gender or sexual orientation?

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Describe:

21. Have you had, or do you have any kind of disability (*example: substance abuse*) that may affect your ability to serve as a board member?

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Describe this disability and identify any accommodation that may be required to assist you in carrying out your duties:

22. Generally, are you aware of any facts or matters which, if publicly disclosed, could cause the government embarrassment or hinder your performance of your duties as a board member?

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Describe:

23. BRDO is responsible for ensuring awareness of all relevant information related to potential appointees. As such, we are asking you use this section to disclose any issues that may be of public interest in the event you are appointed to a government agency, board or commission. Such issues can include criminal charges/convictions.

Describe:

CANDIDATE PROFILE AND DECLARATION GOVERNING BOARD

24. I understand that the Board Resourcing and Development Office and the Organization have an obligation to verify reference information with respect to all candidates for potential appointments, including myself.

By signing below, I authorize the Board Resourcing and Development Office to verify or obtain any personal information about me directly from me, from organizations or references referred to in this Profile and Declaration, or from the specific organization(s) listed below for the purpose of evaluating my suitability for appointment to the governing board of a British Columbia organization. I also consent to the disclosure of my personal information to such persons or organizations when such disclosure is necessary to evaluate my suitability for appointment to a British Columbia public sector organization. This authorization is valid for one year following the date of my signature.

Additional Organizations:

- a)
- b)
- c)

25. Birth Date *(Required only to verify background information)* s.22

REFERENCES

26. Please provide a minimum of three references.

Names: s.22

Occupation:

s.22

Address s.22

Email:

Home Telephone: s.22

Business Telephone:

Name: s.22

Occupation: s.22

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Address: s.22

Email:

Home Telephone:

Business Telephone: s.22

Name: s.22

Occupation: s.22

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CANDIDATE PROFILE AND DECLARATION GOVERNING BOARD

BIOGRAPHY

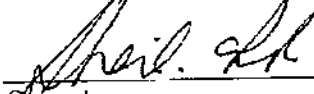
25. I agree that if I am appointed to the governing board of a British Columbia organization, the Board Resourcing and Development Office and the Organization may publish a biography of me that states the area of the Province in which I reside and contains some or all of the information provided in paragraphs 1 through 5 of this Profile and Declaration. *(If you wish, you may attach a short (i.e., 100 words) biography of yourself for publication purposes.)*

CANDIDATE PROFILE AND DECLARATION GOVERNING BOARD

ATTESTATION AND SIGNATURE

I, SHEILA ORR (Print Name):

1. attest to the veracity of the information provided in this Profile and Declaration;
2. acknowledge and agree to adhere to the Charter of Expectations for Directors of Governing Boards; and
3. consent to a copy of this Profile being provided to the Organization.


Signature

December 09/14
Date

CONFIDENTIALITY

The personal information requested on this form is collected under the authority of and used for the purpose of administering a variety of statutes which authorize the appointment of individuals to government's agencies, boards and commissions.

Information on the authority for a specific appointment is available on request. All information provided to us will be considered as supplied in confidence. Under certain circumstances some information may be released subject to the provisions of the *Freedom of Information and Protection of Privacy Act*.

If you have any questions about the collection and use of this information, please contact the Board Resourcing and Development Office at (604) 775 - 2084, Room 730 - 999 Canada Place, Vancouver, BC V6C 3E1.

This Profile and Declaration will be kept for a minimum of one year.

If you are appointed to the Organization, a copy of this Profile and Declaration will be provided to the Organization.

Schedule "A" to Governing Board Candidate Profile and Declaration

CHARTER OF EXPECTATIONS FOR DIRECTORS OF GOVERNING BOARDS

The Charter of Expectations for Directors of Governing Boards, as set out below, outlines for potential candidates the duties and expectations of board members generally.

Strategic Planning

- provide input to management on emerging trends and issues
- review and approve management's strategic plans, including significant capital allocations and expenditures

Performance Monitoring and Reporting

- monitor corporate performance against strategic and business plans
- evaluate corporate performance reporting
- evaluate performance of senior management

Risk Assessment

- identify principal risks of the Organization's operations and ensure that appropriate systems are in place to manage these risks

Public Policy

- appreciate the role of the Organization as an instrument of public policy
- monitor performance of Organization in relation to the strategic objectives of the shareholder

Senior Staff

- appoint, monitor and evaluate the performance of the CEO; replace if necessary
- ensure succession planning

Financial/Legal Integrity

- ensure ethical behaviour of entity and compliance with all laws and regulations;
- ensure accuracy of financial information and compliance with all accounting and audit principles

Personal Integrity

- ensure personal integrity in all dealings with and on behalf of the Organization, including ongoing responsibility to disclose conflict of interest

Governance

- establish appropriate governance structures to ensure efficient and prudent stewardship of the Organization
- assess board's own effectiveness including monitoring the effectiveness of individual board members

Material Transactions

- review and approve material transactions not in the ordinary course of business

Committees

- participate as appropriate on board committees including: Audit and Risk Management, Governance, Human Resources