

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](http://www.gov.bc.ca/brdo)) and link to the page "The Appointment Process".

*(If you require more room than the space provided, please use a separate word document)*

**Name of the agency being applied for:**

New West Partnership Trade Agreement.

**CONTACT INFORMATION**

**FULL LEGAL NAME:**

(Please provide preferred name in brackets if different from legal name.)

First Name: Spencer

Middle Name: Kerrigan

Last Name: Sproule

Email Address:

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Street Address: s.22

City: s.22

Province: s.22

Postal Code: s.22

Phone: *Home*

*Cell* s.22

*Work*

## CANDIDATE PROFILE AND DECLARATION GOVERNING BOARD

### **BACKGROUND INFORMATION**

1. Educational background *(Provide a chronology)*

s.22	<b><i>Institution</i></b>	<b><i>Term Attended (Date to Date)</i></b>	<b><i>Degree/Diploma Obtained</i></b>

2. Professional and employment background. *(Provide a chronology)*

s.22	<b><i>Organization</i></b>	<b><i>Term of Service (Date to Date)</i></b>	<b><i>Position</i></b>

## CANDIDATE PROFILE AND DECLARATION GOVERNING BOARD

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

<b>Organization</b>	<b>Term of Service (Date to Date)</b>	<b>Position</b>

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

<b>Organization</b>	<b>Term of Service (Date to Date)</b>	<b>Position</b>

## CANDIDATE PROFILE AND DECLARATION GOVERNING BOARD

5. Past and present community and civic activities. (*Provide a chronology*)

<b>Organization</b>	<b>Term of Service (Date to Date)</b>	<b>Position</b>
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6. Memberships in professional organizations.

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

## CANDIDATE PROFILE AND DECLARATION GOVERNING BOARD

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

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

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):

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## CANDIDATE PROFILE AND DECLARATION GOVERNING BOARD

a) I, or my associates<sup>1</sup>, 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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<sup>1</sup> "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 subsidiary<sup>2</sup> or affiliate<sup>3</sup> of a company listed in paragraph 9(b) or 11 of this Profile and Declaration.

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

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, or any other part of this profile and declaration, either by way or addition or deletion, I shall forthwith file with the Organization a supplementary disclosure statement describing such change.

Yes: ☒

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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<sup>2</sup> 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.

<sup>3</sup> 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
  - take all necessary and reasonable measures to assure compliance with laws, regulations and policies that apply to the Organization.



## **CANDIDATE PROFILE AND DECLARATION GOVERNING BOARD**

### **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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- (a) been charged with (where charges are still outstanding) or convicted of an offence under the Criminal Code of Canada?
- (b) been charged with (where charges are still outstanding) or convicted of an offence under any other Federal statutes or regulations, including the Income Tax Act, the Controlled Drugs and Substances Act, or others?
- (c) been charged with (where charges are still outstanding) or convicted of any offence under any Provincial statutes or regulations?
- (d) been charged with (where charges are still outstanding) or disciplined by any professional association or body?
- (e) had any improper dealings with government (e.g. improper solicitation of contracts, lobbying or representations?)
- (f) been involved in any issue or controversy that has gone, or is now likely to go to litigation or public review?

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

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## 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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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:

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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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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.

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## **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. Date of Birth (*Required only to verify background information*):

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### **REFERENCES**

26. Please provide a minimum of three references.

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## CANDIDATE PROFILE AND DECLARATION GOVERNING BOARD

### **BIOGRAPHY**

27. 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.)*


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## CANDIDATE PROFILE AND DECLARATION GOVERNING BOARD

### **ATTESTATION AND SIGNATURE**

I, Spencer Sproule (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  
(Please type full name or sign)

December 5, 2016  
\_\_\_\_\_  
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