



MUNICIPAL PROPERTY ASSESSMENT CORPORATION

BOARD MEMBER POSITION DESCRIPTION

Purpose

1. To provide independent and effective oversight to the Municipal Property Assessment Corporation (MPAC). As a member of an interdependent, multi-disciplinary team, Board members are responsible for providing oversight in setting and approving, in no particular order, the goals, objectives, strategic direction, risk appetite framework, executive compensation, succession planning, and external reporting of MPAC within its mandate as defined by MPAC's constituting instrument and its approved Memorandum of Understanding.
2. Collectively, members of the Board of Directors (Board) oversee the direction and performance of MPAC and its Management, and are accountable to the Board as a whole and to the Minister of Finance (Minister).

Key Responsibilities and Duties

MPAC Governance

In conjunction with other Board members, each Director will:

3. Oversee the preparation of, and review and approve, MPAC's business plans and annual reports for submission to the Minister in a timely manner, in keeping with the Government's requirements.
4. Make decisions that are consistent with the strategy and business plan approved for MPAC.
5. Direct policy development whereby, and to ensure that, MPAC uses public funds with integrity and honesty, and in MPAC's interest.
6. Ensure that performance measures, targets and incentives for MPAC and Management, as the case may be, are established and monitored by the Board and Committees, and that they are both realistic and challenging.

7. When or as necessary, direct that corrective action be taken by Management, approve internal and external audit processes, and cooperate with any periodic review directed by the Minister.
8. Retain, compensate and dismiss if or as required, the Chief Administrative Officer (CAO). Establish and oversee financial and non-financial goals and expectations for the CAO, participate in the annual review of the CAO, determine the CAO's compensation, and take all reasonable steps to ensure adequate CAO succession planning.
9. Support MPAC's commitment to sustainable business practices.
10. Hold the CAO and other Management accountable.

As an individual Member of the Board, each Director will:

11. Act with integrity and honesty. Actions are guided by the best interests of MPAC.
12. Comply fully with the letter and spirit of the Board of Directors' Code of Conduct and Conflict of Interest Declaration rules.
13. Disclose fully to the Board Chair any possible instance where the duties, role or interests of the member may be, or may be reasonably perceived to be, in conflict with the member's personal, financial or other interests, cooperate fully with the management of the perceived conflict of interest, and refrain from influencing other members and discussion or decision-making in such cases.
14. Contribute to fulfilling the duties and responsibilities outlined in the Board of Directors Mandate, the Terms of Reference of each Committee of which the Director is a member, and each Position Description applicable to the individual Director.
15. Demonstrate credibility, integrity and high ethical standards in the individual Director's business dealings and personal affairs.
16. Understand the difference between governance responsibilities and day-to-day management, and function effectively in the governance role.
17. Have sufficient time and energy to devote to fulfill the individual Director's duties and responsibilities.

18. Consult with the Board Chair in considering an appointment as a director to any other entity.
19. Advise the Board Chair and Chair of the Governance and Human Resources Committee of any changes in factors that could affect the independence, qualifications or effectiveness of the individual Directors.
20. Advise the Chair of the Governance and Human Resources Committee of any material change in employment status.
21. Stay informed concerning issues relevant to MPAC and its stakeholders.
22. Within a reasonable time following appointment, participate in MPAC's Director Orientation program.
23. Participate in continuing education opportunities to maintain or enhance skills and abilities, and ensure that the individual Director's knowledge and understanding of MPAC's business and risks remains current.
24. Participate in the evaluation of the Board, Board Chair, Committees and Committee Chairs by the Governance and Human Resources Committee, as well as the evaluation of MPAC's overall performance.
25. Participate in the evaluation by the Governance and Human Resources Committee of personal performance and contribution, given the Position Descriptions applicable to the individual Director, as well as the competencies and skills the individual Director is expected to bring to the Board.
26. Be accountable for and support decisions that are made by the Board.
27. Maintain boardroom confidentiality.
28. Carry out any other appropriate duties and responsibilities assigned by the Board or a Committee of which the individual Director is a member.

Strategic Leadership

In conjunction with other Board members, each Director will:

29. Oversee the development of and approve MPAC's strategic framework (including vision, mission, values, strategy and performance objectives), and take all

reasonable steps to ensure that the financial and operational plans of MPAC are consistent with and support this strategic framework.

30. Prepare for and attend all Board meetings and meetings of a Committee(s) of which that Director is a member, so as to participate knowledgeably and meaningfully in all deliberations of the Board and Committee, as the case may be, and at meetings with Management, stakeholders and the public, when and as appropriate. Directors who cannot attend a meeting will make all reasonable efforts to provide their input to the Chair (Board or Committee) prior to the meeting and indicate whether they agree or disagree with any recommendation or decision proposed to be taken.
31. Contribute to and make assessment of MPAC's and senior Management's performance through a probative and diligent assessment of internal or external reports, analysis, options or plans. Determine if further consultation is warranted.
32. Make committee recommendations or board decisions based on an independent assessment that considers, in no particular order, the protection of the public interest, sound business practices, and compliance with laws and regulations.
33. Take all reasonable steps to ensure that effective internal controls are in place and appoint and oversee internal and external auditors with a view to safeguarding MPAC's assets, upholding a positive public reputation, and appropriately managing operational, reputational and financial risk.
34. Take all reasonable steps to ensure that plans and initiatives strike the right balance between the prudent use of MPAC's resources and the provision of quality services to the public.
35. Assist with the planning and achievement of the financial goals of MPAC, which may include working towards a specified budget, revenue generation or revenue sourcing.
36. Endeavour to keep abreast of regional, competitive and professional trends in the areas of expertise pertaining to the work of MPAC.
37. Participate positively in discussions, and strive to reach recommendations of a Committee(s) of which the Director is a member and decisions of the board by constructive discussion, analysis and consensus.

As an individual Member of the Board, each Director will:

38. Act in keeping with the Director's fiduciary duty of loyalty and duty of care so as to fulfill MPAC's mandate.
39. Avoid conflicts of interest, including perceived conflicts of interest, whenever possible, and disclose, assist and cooperate fully in the management of a conflict of interest where such conflict cannot be avoided.
40. Aside from the requirements in the foregoing item, be independent-minded within the boardroom in addressing any and all:
 - a. business and governance issues;
 - b. potential conflict of interest situations;
 - c. related-party transactions; and
 - d. transactions or agreements that MPAC is considering in respect of which a Director or executive Officer has a material interest.
41. Chair or serve as a member of a Committee(s) and lead special projects as approved by the Board.
42. Bring expertise (e.g., skills, knowledge, experience, education and training) in a positive manner to all discussions of the Board and the Committee(s) of which the Director is a member.
43. Listen carefully and ask appropriate questions of Management to encourage discussion of key issues and fulfill the individual member's duties and responsibilities.
44. Work constructively with other Board members and build positive yet independent relationships with Management.

Qualifications

Each Director is expected to maintain or enhance the following qualifications that each member is expected to bring to the Board:

45. Knowledge of, and demonstrated commitment to, the Director's fiduciary duty of loyalty and duty of care and due diligence.
46. Knowledge of property assessment, the associated stakeholder community, and the regulatory and legal framework governing the sector.
47. Relevant related experience in the public or private sector.
48. Knowledge of property assessment and associated theories, practices and procedures, or the ability to acquire such knowledge within a reasonable period of time following one's appointment.
49. May be required (in individual circumstances) to have specialized knowledge or designation specifically required by the Board, (e.g., lawyer, medical doctor, engineer, accountant in good standing), or be representative of a specific community or region.
50. Strategic leadership skills to influence the direction and oversight of the implementation of objectives that support an overall vision for MPAC.
51. Ability to communicate with clarity, mature confidence and informed business judgment.
52. Commitment to building successful relationships with individuals, teams, partners, and other stakeholders.
53. Understanding of strategic, operational and financial management practices.
54. Understanding of the requirements and challenges involved in transforming strategies into action, leading to the development of quality products, services or initiatives.
55. Expertise with analysing and monitoring financial and operational plans, as well as directing performance and culture alignment to achieve the desired results.
56. Experience and ability to balance objectively competing interests, assess information, and collaborate with others to reach decisions.
57. Knowledge of, and commitment to, sound governance practices, including risk oversight.

- 58. Respect and promote the principles of equity, diversity and regional consideration.
- 59. Commitment to the protection of the public interest within the mandate of MPAC.

Document Review

- 60. To honour the spirit and intent of applicable law as it evolves, the authority to make minor technical amendments to this Position Description is delegated to the Executive Director, Board Governance, who shall summarize and report any minor amendments to the Governance and Human Resources Committee annually for information. The Governance and Human Resources Committee shall review any material change(s) to this Position Description at its next regularly scheduled meeting, and recommend such change(s) to the Board for consideration and approval.
- 61. At least every two (2) or three (3) years, as the Governance and Human Resources Committee decides, this Position Description will be fully evaluated by the Governance and Human Resources Committee and updates recommended to the Board for consideration and approval.

HISTORY

Board Received Date: December 12-13, 2018 (Administrative Amendments)
Committee Review Date: November 6, 2018 (Governance and Human Resources Committee)

Board Approval Dates: June 11, 2015 | September 24-26, 2014