

## **LTSA's Request for Board Director Nominations**

### **What is the Land Title and Survey Authority?**

The [Land Title and Survey Authority Act](#) ("LTSA Act") established the Land Title and Survey Authority of British Columbia (the "LTSA") in 2005 as a publicly accountable, statutory corporation which operates and administers British Columbia's land title and survey systems. These systems, established through a comprehensive set of legislative requirements, have been in place since the 1860's and are today reliant on modern technology.

The LTSA maintains secure land title and survey systems through the timely, efficient registration of land title interests and survey records along with other land-related registries such as the Land Owner Transparency Registry (LOTR) established under the [Land Owner Transparency Act](#) and the Condo and Strata Assignments Integrity Register (CSAIR). These services are an essential underpinning to British Columbia's private property market and the civil justice system, and to BC's civic governance, taxation and Crown land management frameworks.

The LTSA collaborates with the Province on administration of the systems, and reports on achievement of performance requirements established by the Province in an [Operating Agreement](#). As a corporate entity, the LTSA operates within mandatory financial and governance reporting requirements, regulated fee structure, and is subject to British Columbia's [Freedom of Information and Protection of Privacy Act](#) and [Ombudsperson Act](#).

The LTSA earns its income from the services fees it charges customers (other than government, which is fee exempt). Its net earnings, achieved through prudent financial management, continue to be re-invested to achieve land title and survey public policy objectives and sustainable, cost-effective operations.

The LTSA has a reputation for accountable, reliable and trusted public administration. It is a progressive, responsive organization that enjoys high customer experience ratings.

For further information about the [LTSA Business Plan](#) and [Annual Report](#), please visit: [www.ltsa.ca](http://www.ltsa.ca).

### **How is the Board of Directors structured?**

The LTSA is governed by an eleven-member Board of Directors. The Board's role, composition, and the processes for Board member appointment, are all established by the LTSA Act. The Board is responsible for overseeing the strategic direction and governance of the LTSA.

The Board is composed of members selected from nominees submitted by the following stakeholder entities identified in the LTSA Act:

- The Government of British Columbia
- The Law Society of British Columbia
- The Association of British Columbia Land Surveyors
- The First Nations Summit
- The Society of Notaries Public of British Columbia
- The British Columbia Real Estate Association
- The British Columbia Association of Professional Registry Agents
- The Union of British Columbia Municipalities

Appointments to the Board are made by the Board of Directors of the LTSA for terms of three years, with three to four new Board appointments required on April 1<sup>st</sup> of each year. The LTSA Act provides for Directors to serve up to three consecutive terms.

### Who are the current Directors of the LTSA?

A list of the current Board Directors for the LTSA and brief biographies for each are available at the LTSA website at:

<https://www.ltsa.ca/about-ltsa/board-directors>

### What are Board member obligation?

Directors owe a fiduciary duty to the LTSA itself, which means that they must make decisions in the best interest of the LTSA. They are not appointed to the Board in order to be delegates to the LTSA or advocates of a particular stakeholder or constituent group and do not represent any other entity when they are acting as board members. In discharging their fiduciary duties, LTSA Directors will have fair regard for the various stakeholders LTSA serves.

Every Director must uphold the objectives of the LTSA and comply with its Bylaws. Members of the Board are also required to comply with [LTSA's Code of Business Conduct and Ethics](#). Directors are required to review the LTSA's Code of Business Conduct and Ethics (the "Code") and acknowledge their support and understanding of the Code by signing annual Declaration Statements. As well, each Director will sign a form consenting to act as Director, in which the qualifications for being a Director as specified in the [Land Title and Survey Authority Act](#) are confirmed by the individual as being satisfied.

### How often does the Board of Directors meet?

The Directors meet together at such time and place as necessary for the conduct of business, subject always to the Bylaws of the LTSA. (A copy of the Bylaws is available for viewing on the LTSA's website: <https://www.ltsa.ca/about-ltsa/governance>)

Currently, each Director is appointed to serve on two Committees of the Board which meets quarterly approximately two weeks prior to a main Board meeting and other meetings may be held as necessary. LTSA has four Board Committees: Audit and Finance; New Ventures; Governance; and Human Resources. Meetings are generally held in Victoria or Vancouver, British Columbia, but meetings may be held at other locations throughout the province or via video conference. The LTSA also holds an Annual General Meeting in British Columbia, open to the public.

### What is the remuneration for Directors?

Compensation for Board Directors is established in the LTSA Bylaws, Part 5 as required by the LTSA Act, s. 19(1)(c). Currently, Directors are entitled to an Annual Director Fee of \$41,200.00, while Directors who serve as Committee Chairs of the Board are entitled to an Annual Director Fee of \$51,500.00. The Chair of the Board receives an Annual Director Fee of \$72,100.00. Compensation payments are made quarterly to Directors.

All Directors are reimbursed for reasonable travel-related expenses incurred on LTSA business upon submission of an Expense Claim Form at the end of the month in which the expense was incurred.

The LTSA indemnifies Directors consistent with section 23 of the *Land Title and Survey Authority Act*.

### How will nominees be identified?

Each year, and in compliance with Section 7 of the *Land Title and Survey Authority Act*, the stakeholder entities whose nominees to the Board of Directors of the LTSA have terms expiring March 31 (fiscal year end) are asked to submit between three to five nominations of qualified individuals by December 31 from which the LTSA Board of Directors will appoint a Director to serve on the LTSA Board commencing April 1 (fiscal year start).

Each stakeholder entity will determine their own processes for identifying their nominees to the LTSA Board.

#### Replacement Directors

If a circumstance arises where one of the Directors dies, resigns or is removed under section 11 (3) of the LTSA Act, a replacement for that Director must be appointed in accordance with section 12 of the LTSA Act which requires that:

- the stakeholder entity must promptly provide a list of nominees in compliance with section 7 [*nomination and appointment process*];
- after receiving a list of nominees, the Directors must, subject to section 13, promptly appoint as the Replacement Director one of the nominees from the list;
- if a stakeholder entity does not comply with subsection (2), the Directors must, subject to section 13, appoint an individual as the Replacement Director, and that Director is deemed to be appointed from the nominees of that stakeholder entity.

A Replacement Director appointed under this section holds office until the end of the term of the departing Director.

### How are Directors selected?

Directors of the LTSA must meet the basic requirements established in the *Land Title and Survey Authority Act*. Specifically this means an individual who:

- Is qualified to act as an LTSA Board Director in accordance with section 9 of the *Land Title and Survey Authority Act*
- Satisfies the requirements under section 124 of the *Business Corporations Act (British Columbia)*;
- Is not an elected official or employee of any government; and
- Is not a member of the Board of Directors, an officer or an employee of any of the stakeholder entities which nominate individuals to serve as Directors of the LTSA (i.e. Law Society of British Columbia, Association of British Columbia Land Surveyors, British Columbia Real Estate Association, British Columbia Association of Professional Registry Agents, First Nations Summit, Society of Notaries Public of British Columbia, Union of British Columbia Municipalities).

The Board of Directors of the LTSA select the individuals to be appointed as Directors from the nominations submitted by the stakeholder entities. If the LTSA does not receive the nominations of qualified individuals from a stakeholder entity within the specified time, the Board must proceed to make an appointment and that individual will be deemed to be appointed from the stakeholder entity. The Governance Committee, comprised of members of the Board of Directors, oversees the selection process.

The objective of the selection process is two fold. Firstly, it ensures that the Board of the LTSA meets the composition requirements as set out in the *Land Title and Survey Authority Act*. Secondly, it ensures that collectively, the Board contains the skills and experience necessary to enhance the sound performance of the LTSA, and the effective interaction and operation of the Board.

The Governance Committee conducts a review of all nominees against the approved Skills and Experience Profile (Schedule A of the Bylaws of the LTSA – see attached) in order to make a recommendation to the full Board for appointment. When appointing Directors, the LTSA Board must be in compliance with section 13 of the LTSA Act such that “as a group, the Directors hold all of the skills, and all of the experience, identified in the skills and experience profile set out in the Bylaws.”

## **Board Diversity**

The Board has established a Diversity Philosophy Statement and, as part of any Director nomination process, will assess its composition with regard to the extent to which the current Board membership reflects its commitment to diversity (see below).

### LTSA Board of Directors – Diversity Philosophy Statement

#### *Our commitment to diversity*

*The LTSA Board of Directors (the "Board") recognizes that diversity supports our success and we are committed to creating a culture of inclusion within the organization. We believe that this culture begins at the Board level and that a Board comprised of individuals with a variety of skills, perspectives, backgrounds, and experiences promotes creativity and innovation. Diversity leads to better decision making and better supports the needs of our stakeholders.*

*Diversity includes, but is not limited to, experience, education, geography, age, gender, ethnicity, and indigenous status. The Board will assess its composition with regard to the extent to which the current membership reflects its commitment to diversity and building an inclusive culture when it initiates the Director nomination process.*

## **What information will be required to support each nomination?**

Each of the nominating stakeholder entities is asked to submit a list of three to five nominees. For each nominee, a completed LTSA Nomination Form must be signed by the nominee and submitted to the LTSA, together with the nominee's current resume. The information provided on the Nomination Form should be as fulsome as possible.

Once nominees have been short-listed by the LTSA for appointment to the Board, a due diligence process will be conducted that will include an interview and may include referee and other background checks.

All parties involved in the selection process are obligated to respect the privacy interests of any individual who may be identified as a potential nominee. Information about potential nominees is confidential and may not be disclosed for purposes outside the nomination process.

## **What is the deadline for submitting nominations?**

Nominations from stakeholder entities must be received by the LTSA by statutory deadline of December 31. The LTSA may request an earlier ‘preferred deadline’ in support of timely nomination review activities.

## **When will a decision be made?**

The LTSA will advise the nominating entities, as well as the successful nominees, of the appointments to the Board by no later than March 31. Nominating entities will be requested to inform their respective individual nominees whose names were submitted to the LTSA for consideration.

***Additional information on the Land Title and Survey Authority of British Columbia is available at [www.ltsa.ca](http://www.ltsa.ca).***