

DESTINATION BC CORP.
HUMAN RESOURCES COMMITTEE
Terms of Reference

A. Objective

The Human Resources Committee shall oversee all human resource and compensation matters of the Corporation, and ensure that policies and practices are in place to effect ethical operations.

B. Responsibilities

The Committee will:

1. Oversee the development of the CEO role description, and recommend it to the Board.
2. Oversee the recruitment of, and recommend the appointment of the CEO to the Board.
3. Develop performance objectives for the CEO (in conjunction with the Board Chair).
4. Review and make recommendations for the succession plan of the CEO and executive team.
5. Oversee the CEO evaluation process and lead the CEO annual performance and compensation review.
6. Regularly review the executive structure for Destination British Columbia, and review and assess the strength of Destination British Columbia's executive team.
7. Oversee the compensation plan for the Corporation, and approve compensation levels for the executive team.
8. Ensure that the Corporation has appropriate human resources policies and a compensation plan that meets Government's conditions and criteria.
9. Oversee any major restructuring of the Corporation.
10. Provide oversight of Corporation's Code of Conduct Policy.
11. Receive Annual Report of the Corporation's Corporate Ethics Advisor.