## LTSA Annual Report Governance Report



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# 2018-2019

Land Title and Survey Authority of British Columbia





Summary of Board and Committee Meetings and Outcomes

Stakeholder Advisory Committee

LTSA-Province Ongoing Collaboration

#### **Board Activities and Functions**

This report describes the activities and functions of the LTSA Board of Directors during the 2018/2019 fiscal year.

#### LTSA BYLAWS AND OPERATING AGREEMENT

The Board undertook the following Bylaw amendments:

- Service Fees amendments to Section 13.1 (Fees) to reflect:
  - Condo and Strata Assignment Integrity Register (CSAIR) authorization of new LTSA Administrative Fee for submissions to CSAIR approved at November 16, 2018 meeting and effected on February 10, 2019; and
  - CPI Fee Increase authorization of CPI fee increase approved February 15, 2019 to be in effect April 1, 2019.
- Directors' Remuneration and Reimbursement amendments to Part 5 of the LTSA Bylaws approved February 15, 2019 to be in effect April 1, 2019 to authorize:
  - a CPI increase of 2.4% to all Director compensation amounts;
  - reimbursement level for individual Director education/development.
- Skills and Experience Profile (Schedule A) amendments to: expand existing description of "information technology" skills/experience; add a new skill/experience for "entrepreneurship"; and expand "representation" language to reflect the Board's commitment to diversity.

No changes were made to the Operating Agreement between the Province of BC and the Land Title and Survey Authority of BC.

#### **BOARD EDUCATION AND ORIENTATION**

Directors participated in the following LTSA educational sessions:

- June 7, 2018: Executive Compensation Types and Trends
- June 26, 2018: Leading Organizations through Transformation
- September 6, 2018: Individual and Team Decision Making
- November 15, 2018: Oversight of Cybersecurity
- February 14, 2019: New Business Development Functions and Research and Development

#### LTSA FEES

There were no changes to fees established by the LTSA under the *Land Act*, the *Land Title Act*, and the *Mineral Tenure Act*. Under the authority of the Land Title and Survey Authority Act, the LTSA Board authorized a new LTSA Administrative Fee for submissions to the new Condo and Strata Assignment Integrity Register on November 15, 2018 which became effective on February 10, 2019. The Board authorized a CPI fee increase on February 15, 2019 to be in effect for the next fiscal year starting on April 1, 2019.

#### **BOARD COMPENSATION**

Board Directors are compensated by way of annual honorariums. For the period April 1, 2018 to March 31, 2019, annual honorariums for Board Directors were as follows:

- Board Chair: \$64,740 per annum
- Committee Chair: \$22,774 per annum
- Board Director: \$13,628 per annum

Other than the Board Chair, Board Directors are additionally entitled to meeting fees; during 2018/19 the rate for a full-day meeting was \$800/day. There are normally between ten to thirteen Board and Committee meeting days per year.





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### Board Activities and Functions (cont'd)

#### SUMMARY OF COMPENSATION PAID TO DIRECTORS OF THE BOARD

			2018/2019		2017/2018
Name	Position	Honorarium	Meeting Fee	Total	Total
Blackall, O'Brian	Director, Audit and Finance Committee	13,628	7,600	21,228	19,460
Cannan, Ron	Director, Audit and Finance Committee	13,628	8,400	22,028	20,238
Comeau, Janice	Board Chair	64,740	_	64,740	62,271
Farmer, Shawna	Director, Governance and HR Committee	13,628	7,600	21,228	N/A
Friedman, Diane	Chair, Audit and Finance Committee	22,774	8,400	31,174	29,152
Hol, Gordon (Bert)*	Chair, Governance and HR Committee	20,117	8,000	28,117	23,356
Julian, Patrick	Director, Governance and HR Committee	13,628	6,800	20,428	N/A
Klein, Eugen**	Director, Governance and HR Committee Chair, Governance and HR Committee	14,619	8,400	23,019	20,238
Kuhl, Victoria	Director, Governance and HR Committee	13,628	8,400	22,028	20,627
Smythe, Scott	Director, Governance and HR Committee	13,628	6,800	20,428	20,627
Wesley, Angela***	Director, Audit and Finance Committee	13,628	8,400	22,028	10,119
Atkinson, Brent	Term Expired March 31, 2018	N/A	N/A	N/A	20,627
Cottick, Bill****	Term Expired March 31, 2018	N/A	N/A	N/A	29,152
otal	1	217,646	78,800	296,446	275,867

\*Until February 17, 2019

\*\*Appointed as Chair of the Governance and Human Resources Committee effective February 20, 2019

\*\*\*Replacement Director term appointed October 1, 2017 to March 31, 2018

\*\*\*\*Chair of Governance and Human Resources Committee for 2017/18 fiscal year





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### Summary of Board and Committee Meetings and Outcomes<sup>1</sup>

In addition to quarterly reviews of financial statements, risk reports, communications outreach, regulatory administration and compliance, general governance oversight items and quarterly updates on Strategic Plan implementation, the following outcomes resulted from Board and Board Committee [Audit and Finance (AF), Governance and Human Resources (GVHR) deliberations:

Date & Type	Outcomes	
April 18, 2018 [BD]		<ul> <li>Approved:</li> <li>Collective Agreement between BCGEU and LTSA (authorized CEO to execute agreement) (BD)</li> </ul>
June 7–8, 2018 [AF, GVHR, BD]	<ul> <li>Reviewed:</li> <li>External Audit Report for 2017/18 (AF)</li> <li>Changes to myLTSA Title Search Preview Functionality (AF/BD)</li> <li>LTSA Insurance Strategy (confirmed renewal approach) (AF/BD)</li> <li>Director Expense Reporting for 2017/18 (annual review) (AF)</li> <li>CEO's Report on Senior Management Performance Planning (GVHR)</li> <li>Executive Compensation – Types and Trends (reviewed) (GVHR)</li> <li>Benefit and Pension Plans (reviewed) (GVHR)</li> <li>Public Service Pension Plan (reviewed impact on LTSA) (GVHR)</li> <li>Director / Officer Code of Conduct Annual Disclosures (annual reporting) (GVHR)</li> <li>Board Evaluation Process (approach determined for 2018) (GVHR)</li> <li>Board Composition Assessment (approach determined for 2018/19)</li> <li>— Board Skills and Experience Profile – Schedule A of LTSA Bylaws (reviewed)</li> <li>— Preliminary Approach for Nomination Requests (confirmed)</li> <li>Board Compensation (confirmed approach for annual review) (GVHR/BD)</li> <li>LTSA Board/Stakeholder Meeting and AGM (approach confirmed) (BD)</li> </ul>	<ul> <li>Approved:</li> <li>LTSA Audited Consolidated Financial Statements for 2017/18 (AF/BD)</li> <li>LTSA Annual Report for 2017/18 (AF/BD)</li> <li>Authorization to amend the 2018/19 Annual Operating and Capital Plans by \$150,000 and \$600,000 respectively to support the Condo and Strata Assignment Integrity Register solution definition and development (AF/BD)</li> <li>CEO Performance Evaluation 2017/18 - Performance Report (accepted) (GVHR/BD)</li> <li>CEO 2018/19 Performance Plan and At Risk Compensation Determination (GVHR/BD)</li> <li>CEO 2018/19 Performance Plan and At Risk Compensation Plan Targets (GVHR/BD)</li> <li>CEO Compensation 2018/19 - Base Salary (GVHR/BD)</li> </ul>

<sup>1</sup> As required by Section 26(4)(f) of the Land Title and Survey Authority Act.





Summary of Board and Committee Meetings and Outcomes

Stakeholder Advisory Committee

LTSA-Province Ongoing Collaboration

Date & Type	Outcomes	
June 7–8, 2018 [AF, GVHR, BD] (cont'd)	<ul> <li>Organizational Restructuring Initiative: Project Pivot (status update) (BD)</li> <li>Condo and Strata Assignment Integrity Register (approach and status) (BD)</li> <li>Biennial Stakeholder Survey 2018 (approach) (BD)</li> <li>Annual Assurance Fund Claims Report 2017/18 (BD)</li> </ul>	
June 26, 2018 [BD]	Conducted: <ul> <li>LTSA Board/Executive Strategic Planning Session</li> </ul>	
June 27, 2018 [BD]	<ul> <li>Conducted:</li> <li>Annual Meeting of Board, Stakeholder Advisory Committee and LTSA Executive</li> <li>LTSA Annual General Meeting</li> </ul>	
September 6, 2018 [AF, GVHR, BD]	<ul> <li>Reviewed:</li> <li>Selection of External Auditors for 2018/19 (confirmed approach) (AF)</li> <li>LTSA Insurance (confirmed approach for renewal) (AF)</li> <li>Board Renewal Process: <ul> <li>confirmed approach for Nomination Requests (GVHR/BD)</li> <li>confirmed language for Skills and Experience Profile amendments (GVHR/BD)</li> </ul> </li> <li>Board Compensation – Annual Review (consultant selected) (GVHR/BD)</li> <li>LTSA Code of Business Conduct and Ethics Annual Compliance Report (AF/GVHR)</li> <li>Organizational Restructuring Initiative: Project Pivot (status update) (BD)</li> <li>LTSA Strategic Plan 2019/20 to 2021/22 – draft reviewed (BD)</li> </ul>	<ul> <li>Approved:</li> <li>Authorization for CEO to Execute a Master Services Agreement between the LTSA and the Province (as represented by the Ministry of Finance) (GVHR/BD)</li> <li>Authorization for the CEO to Execute a Service Schedule to the Master Services Agreement between the LTSA and the Province for the build and operation of the Condo and Strata Assignment Integrity Register (BD)</li> <li>Authorization for the CEO to Execute a Service Schedule to the Master Services Agreement between the LTSA and the Province for the Property Transfer Tax Interface (BD)</li> <li>Authorization to increase the 2018/19 LTSA Annual Capital Plan by \$300,000 to support the build and operation of the Condo and Strata Assignment Integrity Register (AF/BD)</li> <li>Authorization to increase the 2018/19 LTSA Annual Capital Plan by \$1,500,000 to support the acquisition of Autoprop Software Ltd. (AF/BD)</li> <li>Authorization for CEO to direct LandSure Systems Ltd. to complete the acquisition of Autoprop Software Ltd. (AF/BD)</li> </ul>



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Board Activities and Functions

Summary of Board and Committee Meetings and Outcomes

Stakeholder Advisory Committee

LTSA-Province Ongoing Collaboration

Date & Type	Outcomes	
November 15–16, 2018 [AF, GVHR, BD]	<ul> <li>Reviewed:</li> <li>Annual Fee Review for 2019/20 Fees – confirmed approach for CPI fee increase – (AF/BD)</li> <li>LTSA Business Plan 2019/20 – 2021/22 (outline reviewed) (AF/BD)</li> <li>LTSA Investment Policy (annual review conducted) (AF)</li> <li>LTSA Investment Management Firm (endorsed proceeding to RFP) (AF/BD)</li> <li>LTSA Quarterly Cyberbrief (reviewed) (BD)</li> <li>Annual Governance Review (2018/19) (approach determined) (GVHR)</li> <li>Board Chair Selection Process (approach confirmed) (GVHR/BD)</li> <li>LTSA Board Compensation – Annual Review (preliminary results) (GVHR/BD)</li> <li>Report on Review of submitted Conflict of Interest Disclosure Statements (GVHR)</li> <li>LTSA Board Evaluation 2018 – results reported (GVHR/BD)</li> <li>CE0 Report on Annual Management Succession Plan (GVHR/BD)</li> <li>CE0 Performance Targets 2018/19 – mid-year review (GVHR/BD)</li> <li>CE0 Succession Plan – annual review (GVHR/BD)</li> <li>CE0 Compensation Package 2019/20 – approach determined (GVHR/BD)</li> <li>CE0 Compensation Package 2019/20 – approach determined (GVHR/BD)</li> <li>CE0 Compensation Package 2019/20 – approach determined (GVHR/BD)</li> <li>CE0 Compensation Restructuring Initiative: Project Pivot (status update) (BD)</li> <li>Customer Survey 2018 Results (reviewed) (BD)</li> </ul>	<ul> <li>Approved:</li> <li>LTSA Strategic Plan for 2019/20 to 2021/22 (BD)</li> <li>Appointment of the Vice President, Policy and Legal Services as the Conduct and Ethics Advisor under the Code of Business Conduct and Ethics Policy with effect December 31, 2018 (GVHR/BD)</li> <li>Amendment to the Terms of Reference for the Corporal Secretary (Tab 8 of the LTSA Board of Directors Governance Manual) (GVHR/BD)</li> <li>Appointment of Kelly Orr as Corporate Secretary with effect December 31, 2018 (GVHR/BD)</li> <li>Annual Governance Review – Amendments to Tab 11 (Strategic and Business Planning and Reporting) and Tab (Current LTSA Advisory Committee Membership) (GVHR/E</li> <li>Appointment of External Auditor for 2018/19 Fiscal Year (AF/BD)</li> <li>Authorization of a Bylaw amendment to Section 13.1 to authorize a new LTSA Administrative Fee for accepting filings under the Real Estate Development Marketing A for the Condo and Strata Assignment Integrity Register \$195 to be in effect as of the date that the filings may be accepted by the Condo and Strata Assignment Integrity Register as certified by the CEO.</li> <li>Authorization for the CEO, on behalf of LandSure Systems Ltd., to enter into a lease expansion agreement for the LandSure Office facility (AF/BD)</li> <li>Authorization to relocate the hard copy and microfilm records of the Kamloops and Nelson Land Title Offices the Victoria Land Title Office on or before March 31, 202 (AF/BD)</li> <li>Authorization for amendments to the 2018/19 LTSA Annual Operating Plan to support Project Pivot, Autopr operations and an arising legal matter (AF/BD)</li> </ul>





Summary of Board and Committee Meetings and Outcomes

Stakeholder Advisory Committee

LTSA-Province Ongoing Collaboration

Date & Type Outcomes			
January 23, 2019 [GVHR]	<ul> <li>Reviewed:</li> <li>Board Chair Selection Process – results reported/next steps confirmed (GVHR)</li> <li>Board Renewal Process – Nominations Reviewed (GVHR)</li> <li>Report on Review of submitted Conflict of Interest Disclosure Statements (GVHR)</li> <li>Annual Governance Review – status report on review matters (GVHR)</li> <li>CEO Compensation 2019/20 (review) (GVHR)</li> <li>Board Compensation Survey (status for updated report) (GVHR)</li> </ul>		
February 14–15, 2019 [AF, GVHR, BD]	<ul> <li>Reviewed:</li> <li>LTSA Annual Report 2018/19 – confirmed approach/outline (AF)</li> <li>LTSA Business Plan 2018/19-2020/21 – draft text (AF/BD)</li> <li>LTSA Annual Operating and Capital Plans 2019/20 – draft (AF/BD)</li> <li>Change of Investment Management Firm (RFP results – endorsed selection) (AF/BD)</li> <li>LTSA Insurance – schedule of coverage (AF)</li> <li>External Audit Plan for 2018/19 (AF)</li> <li>Facilities – Kamloops Office Lease – endorsed approach (AF/BD)</li> <li>Committee Membership, Chairs, Vice Chair for (19/20) – approach confirmed (BD)</li> <li>Report on Review of submitted Conflict of Interest Disclosure Statements (GVHR)</li> <li>Board Education Policy and Budget (endorsed) (GVHR/BD)</li> <li>Asset Management – Records Conservation and Storage (AF/BD)</li> <li>New Director Orientation Plan – remodeled plan adopted (2019/20) (GVHR/BD)</li> <li>Biennial Employee Engagement Survey (approach for 2019) (GVHR/BD)</li> <li>CEO's Report on Sr. Management Performance Evaluation (approach) (GVHR/BD)</li> <li>CEO Performance Evaluation – approach confirmed for 2018/19 (GVHR)</li> </ul>	<ul> <li>Approved:</li> <li>LTSA Bylaws: amended section 13.1 (Fees) for CPI fee increase to be in effect April 1, 2019 (AF/BD); amended Part 5 (Directors Remuneration and Reimbursement) to effect 2.4% increase to all Board compensation amounts and authorize reimbursement level for individual Directo education initiatives/development (GVHR/BD); amended Schedule A (Skills and Experience Profile) (GVHR/BD).</li> <li>Annual Corporate Communications Plan Summary (2019/19) (BD)</li> <li>Board Renewal Process – Board Director Appointments effective April 1, 2019 (Bronwyn Denton, Association of British Columbia Land Surveyors; Diane Friedman, Britis Columbia Association of Professional Registry Agents; Robert Simmons, Government of British Columbia; and Richard Walton, Union of British Columbia Municipalities (GVHR/BD)</li> <li>Board Chair Appointment – Janice Comeau appointed as Board Chair for one year term effective April 1, 2019 (GVHR/BD)</li> <li>Board Diversity Philosophy Statement (approved) (GVHR/BD)</li> </ul>	





Summary of Board and Committee Meetings and Outcomes

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Date & Type	Outcomes		
February 14–15, 2019 [AF, GVHR, BD] (cont'd)	<ul> <li>CEO Performance Planning 2019/20 – preliminary performance targets (GVHR)</li> <li>CEO Compensation – approach determined for annual review (GVHR)</li> <li>Organizational Restructuring Initiative: Project Pivot (status update) (BD)</li> <li>Sales of Autoprop Software Ltd. Services (update) (BD)</li> <li>Strategic Planning (approach for 2019) (BD)</li> <li>Board Advisor (endorsed) (BD)</li> </ul>	<ul> <li>Annual Governance Review 2018/19 – Amendments to Governance Manual: Tab 2A (5-Year Board Calendar); Tabs 2B (Annual Board Activity Calendar); Tab 3 (Board of Directors Terms of Reference); Tab 9 (Conflict of Interest Disclosures Procedures); Tab 12 (Director Orientation and Ongoing Director Education); Tab 13 (Selection and Appointment of Directors); Tab 18 (Director Compensation and Expenses), Tab 21A (Board Chair Appointment Record), Tab 22 (AF Terms of Reference) (GVHR/BD)</li> </ul>	
February 20, 2019 [BD Consent Resolution]		<ul> <li>Approved:</li> <li>Appointment of Governance and Human Resources Committee Chair – effective February 20, 2019</li> </ul>	
March 15, 2019 [AF]	<ul> <li>Reviewed and Recommended:</li> <li>LTSA Annual Operating and Capital Plans for 2019/20 – recommend to Board (AF)</li> <li>LTSA Business Plan (2019/20 to 2021/22) – recommend to Board (AF)</li> <li>Kamloops Office Lease – recommend authorization for CEO to execute agreement (BD)</li> <li>Investment Management Firm (recommend appointment) (BD)</li> </ul>		
March 28, 2019 [BD]	<ul> <li>Reviewed:</li> <li>LTSA Annual Report for 2018/19 - review draft (BD)</li> <li>LTSA Code of Business Conduct and Ethics - Notice of Annual Disclosure Process (BD)</li> <li>LTSA Act Requirements - Section 10 (Register of Directors) (BD)</li> <li>Board Committee Structure - review need for new committee (BD)</li> <li>City of Greenwood Fee Exemption - confirmed complete (BD)</li> </ul>	<ul> <li>Approved:</li> <li>LTSA Annual Operating and Capital Plans for 2019/20 (BD)</li> <li>LTSA Business Plan (2019/20 to 2021/22) (BD)</li> <li>Kamloops Office Lease – authorization for CEO to execute agreement (BD)</li> <li>Investment Management Firm (appoint) (BD)</li> <li>Committee Memberships, Chairs and Vice Chair Appointments for 2019/20 (BD)</li> <li>Authorizations for Designated Staff who may Execute Crown Grants (BD)</li> </ul>	



Summary of Board and Committee Meetings and Outcomes

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#### Stakeholder Advisory Committee

The CEO chairs the LTSA's Stakeholder Advisory Committee ("SAC"), designed to ensure effective two-way communications with stakeholders and customers. This advisory body, which includes a senior representative from the Province with legislative responsibility for the related enactments, meets with the LTSA three times a year including an annual meeting with the Board of Directors, and:

- Provides the CEO with views on the LTSA's strategic and business planning frameworks, operating and capital plans, communications plan and risk management.
- Communicates the specific needs and concerns of their organizations as they pertain to LTSA activities and shares LTSA announcements and information with their members/colleagues.
- Receives quarterly reports on LTSA operations and performance, major initiatives, historic records conservation projects, information technology systems improvements, customer service and service function enhancements, and the LTSA's regulatory and policy initiatives.

The views of the Stakeholder Advisory Committee members were considered respecting:

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Corporate	Operations
<ul> <li>Strategic Direction Overview</li> <li>Province of BC/LTSA</li></ul>	<ul> <li>ParcelMap BC Awareness</li></ul>
Collaboration <li>Stakeholder Perspectives –</li>	and Adoption <li>Boundary Commissioner update</li> <li>Survey and Plan Rules update</li> <li>myLTSA Title Search Preview</li>
Presentations from	Modifications <li>Land Title Operational Summary</li> <li>Land Title Amendment Act</li>
BC Assessment; Central 1 and	2018-Enabling Streamlined
BC Real Estate Association <li>LTSA Strategic and</li>	Filing Project ACE <li>Projects with the Province (Land</li>
Business Priorities <li>Internal Restructuring Initiative:</li>	Owner Transparency Registry;
Project Pivot <li>LTSA Stakeholder Survey Results</li> <li>Communication/Consultation</li>	Condo and Strata Assignment
Highlights <li>LTSA Board of Directors</li>	Integrity Register) <li>IT Systems Availability and</li>
Renewal Process <li>Annual Fee Review Results</li> <li>SAC Terms of Reference</li>	Network and Technology
Annual Review	Upgrades





Summary of Board and Committee Meetings and Outcomes

Stakeholder Advisory Committee

LTSA-Province Ongoing Collaboration

### Stakeholder Advisory Committee (cont'd)

Members are nominated by the organizations that support the LTSA in the performance of its statutory functions, in consultation with the CEO. Included are entities that make nominations for Board of Director appointments.

#### 2018-2019 STAKEHOLDER ADVISORY COMMITTEE MEMBERSHIP AS AT MARCH 31, 2019

Stakeholder Entity	Representative
Land Title and Survey Authority	Connie Fair, Chair
Association of British Columbia Land Surveyors	Chad Rintoul
BC Assessment	Jason Grant
BC Association of Professional Registry Agents	Aziz Pirani [from Jan 2019]; Grant McLaney [to Jan 2019]
BC Historical Federation	Jacqueline Gresko
BC Real Estate Association	Cameron Muir
Canadian Bankers Association	Emiko Ando
Canadian Bar Association, BC Branch	Sanda L. King
Central 1 Credit Union	Marilyn Mauritz
First Nations Summit	Howard Grant
Law Society of British Columbia	Edward Wilson
Province of British Columbia	Chris Stagg [from Mar 12, 2019]; Dave Pederson [to Mar 12, 2019]
Society of Notaries Public of British Columbia	John Mayr
Union of BC Municipalities	Glen White

We would like to acknowledge the contributions of Stakeholder Advisory Committee members both at their meetings with the LTSA and as disseminators of important information from the LTSA to their respective organizations.





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LTSA-Province Ongoing Collaboration LTSA-Province Ongoing Collaboration

To support ongoing collaboration between the Province and the LTSA, the LTSA establishes and supports a regular meeting schedule with the Minister and provincial government staff. Additionally, and as required, LTSA participates in legislation planning meetings. The LTSA makes itself available to, as required, to support ongoing collaboration on key issues pertaining to the operation and delivery of land title and survey systems and review progress on key strategic and operational matters.

