



British Columbia Securities Commission

April 21, 2017

Christina Zacharuk
Chief Executive Officer & President
Public Sector Employers' Council Secretariat
2nd floor, 880 Douglas Street
Victoria, BC
V8W 2B7

Dear Ms. Zacharuk,

I confirm that the British Columbia Securities Commission Board is aware of the executive compensation paid in fiscal 2016/17 and confirm that the compensation provided was within our approved compensation plan. The compensation being disclosed is accurate and includes all compensation paid by the employer.

Yours truly,

Brenda M. Leong
Chair and Chief Executive Officer



British Columbia Securities Commission

COMPENSATION STRUCTURE

We are accountable to the provincial legislature and the public through the Minister of Finance. Our compensation plan requires *Public Sector Employers' Council* approval.

The BCSC manages its compensation through effective internal governance policies and practices, including as follows:

- Our Audit and Human Resources committees comprise only independent commissioners appointed by the Lieutenant Governor-in-Council
- The Audit Committee oversees the BCSC's annual budget and the Human Resources Committee oversees the design and administration of BCSC's performance management and compensation practices
- Semi-annually, the Human Resources Committee reviews the chair's performance against her objectives. In consultation with the chair, the Human Resources Committee reviews the performance of other executives and senior managers
- The Human Resources Committee recommends, for board approval, the chair's compensation
- The chair and executive director consult the Human Resources Committee on the compensation of other executives and senior managers

COMPENSATION PHILOSOPHY

Our compensation philosophy reflects the following principles:

- Compensation decisions should be objective
- Compensation should reflect job attributes
- Compensation should reflect performance
- Employees and the public should understand our compensation program

We strive to offer median compensation.

For roles that require securities industry expertise, we benchmark against law and accounting firms, the securities industry, and other securities regulators. For other roles, we benchmark against competing public sector organizations including the Financial Institutions Commission, other provinces, and against private sector organizations when comparable public sector benchmarks are not available. To remain competitive, we conduct periodic salary surveys and propose adjustments when surveyed position salaries are significantly below the median.

We award performance-based salary increases. We meet with employees to review and formally document their performance, at least annually.

We maintain a comprehensive compensation and performance management policy for employees. We publish our policy for compensating independent commissioners, an annual *Financial Information Act* report, and annual executive compensation disclosure.

BC Securities Commission

Summary Compensation Table at 2017

Name and Position	Salary	Holdback/Bonus/ Incentive Plan Compensation	Benefits	Pension	All Other Compensation (expanded below)	2016/2017 Total Compensation	Previous Two Years Totals Total Compensation	
							2015/2016	2014/2015
Brenda Leong, Chair	\$ 436,420	-	\$ 14,269	\$ 46,871	\$ 6,969	\$ 504,529	\$ 499,251	\$ 499,251
Peter J. Brady, Executive Director	\$ 284,805	-	\$ 12,589	\$ 30,300	\$ 4,593	\$ 332,287	\$ 270,877	\$ 268,010
Nigel P. Cave, Vice Chair	\$ 328,258	-	\$ 12,344	-	-	\$ 340,602	\$ 339,321	\$ 340,000
John Hinze, Director, Corporate Finance	\$ 228,853	-	\$ 12,059	\$ 24,160	-	\$ 265,072	\$ 253,823	
Mark A. Wang, Director, Capital Markets Regulation	\$ 205,789	-	\$ 11,572	\$ 21,637	\$ 4,593	\$ 243,591		

Summary Other Compensation Table at 2017

Name And Position	All Other Compensation	Severance	Vacation payout	Leave payout	Vehicle / Transportation Allowance	Perquisites / other Allowances	Other
Brenda Leong, Chair	\$ 6,969	-	-	-	\$ 6,969	-	-
Peter J. Brady, Executive Director	\$ 4,593	-	-	-	\$ 4,593	-	-
Nigel P. Cave, Vice Chair	-	-	-	-	-	-	-
John Hinze, Director, Corporate Finance	-	-	-	-	-	-	-
Mark A. Wang, Director, Capital Markets Regulation	\$ 4,593	-	-	-	\$ 4,593	-	-

Notes

Brenda Leong, Chair	General Note: Benefits include long-term disability plan premiums, Canada Pension Plan premiums, extended health and dental plan premiums, Medical Services Plan premiums, Employment Insurance premiums, Worksafe premiums, group life insurance premiums and wellness program reimbursements.
Peter J. Brady, Executive Director	General Note: Appointed Executive Director September 7, 2016; previously Director, Enforcement.
Nigel P. Cave, Vice Chair	
John Hinze, Director, Corporate Finance	
Mark A. Wang, Director, Capital Markets Regulation	