

BC Hydro Board Attestation

To:

John Davison, President & CEO

PSEC Secretariat

Suite 210 - 880 Douglas Street Victoria, B.C. V8W 2B7

I am aware of the executive compensation paid in the prior fiscal year and verify that compensation provided was within approved compensation plans.



Nalaine Morin

Director, BC Hydro Board of Directors

Chair, People & Culture Committee

July 30, 2024

Date

PURPOSE

BC Hydro must disclose all compensation provided to the President and Chief Executive Officer and the next four highest ranking executives. This document outlines the governance, philosophy, design, and total value of executive compensation for the fiscal year ending March 31, 2024 for BC Hydro, and its two subsidiaries: Powerex and Powertech.

GOVERNANCE

As a Crown Corporation, BC Hydro designs and administers executive compensation within its approved compensation plan for executives as required under the Public Sector Employer's Act. Changes to the compensation plan are reviewed and approved by the Board and/or the People & Culture Committee (P&CC) prior to submission to the Public Sector Employers' Council (PSEC) for final approval.

Executive compensation is reviewed by the Board and the P&CC as per the terms of reference outlined below.

Board of Directors

- Approves the President and Chief Executive Officer compensation structure, performance-based incentive awards and salary increases acting upon the recommendation of the P&CC.

P&CC

- Approves the compensation philosophy and plan design.
- Reviews and recommends to the Board of Directors, the President and Chief Executive Officer's performance-based incentive awards and salary increases.
- Approves the Executive Team performance-based incentive awards and salary increases, acting upon the recommendation of the President and Chief Executive Officer.

TOTAL COMPENSATION PHILOSOPHY

BC Hydro's total rewards programs are designed to attract and retain qualified employees. The following reflect the key total rewards design principles.

Performance: Reward programs align employees with strategic priorities and support a performance-based culture, where employees seek to meet and surpass key goals.

Differentiation: Differences in position scope and accountability, as well as the performance of individual employees, are the main drivers of the pay an employee receives.

Accountability: Reward programs are affordable, linked to business requirements, and are an appropriate expenditure of public dollars.

Transparency: Reward programs have clear rules and fair processes to ensure consistent and equitable application. Programs are designed and communicated in a manner that ensures they are clearly understood by employees and the public while protecting individual personal information.

Flexibility: Reward programs, where possible, allow employees choice to tailor solutions that best meet the needs of our diverse workforce and business.

Compliance: Reward programs are compliant with employment and tax laws, collective agreements, and policies set by PSEC.

Compensation is benchmarked to other public sector employers and to other Canadian electric utilities for industry specific jobs.

PERFORMANCE BASED PAY

Executives participate in both a merit program and an incentive program which together comprise the performance-based pay for the job.

The merit program is a review of an individual's performance against the mandate of their role/portfolio and may result in a change in base salary.

The objective of the executive incentive program is to put pay at risk, focus the Executive Team on specific performance objectives outlined in BC Hydro's Service Plan and provide a means to recognize achievements. At the end of the fiscal year each executive summarizes their performance. The process consists of a discussion between the President and Chief Executive Officer and each Executive Team member about the performance factors, measurement criteria and demonstrated results, including BC Hydro's overall performance. Based on these performance reviews, the President and Chief Executive Officer determines a final performance score and recommends to the P&CC performance-based incentive awards for the Executive Team.

Executive incentive awards are based on objectives linked to BC Hydro's performance measures. The Fiscal 2024 performance measures and results achieved can be viewed in [BC Hydro's Service Plan](#).

ELEMENTS OF THE EXECUTIVE COMPENSATION PLAN

The executive offer includes the following elements which align to and support the compensation philosophy described above. The design may differ for subsidiary executives and managers.

- **Salary:** A base salary that is determined and approved as described in the preceding sections.
- **Incentive Award:** An incentive award based on individual and company performance. The maximum incentive award possible is 20% of salary. The maximum incentive award possible for the President and Chief Executive Officer is 10% of salary.
- **Benefits:** Executives receive comparable benefits available to other exempt employees, though the employer paid coverage for life insurance, long term disability, extended health, and vision care are higher. The value of statutory benefits such as employer premiums for WorkSafe BC, Canada Pension Plan, and Employment Insurance are also included in the benefit amount reported.
- **Pension:** BC Hydro provides a defined benefit pension plan. The formula for calculating the pension is two per cent multiplied by an employee's best five average consecutive years of plan earnings multiplied by their years of contributory service. Executives receive additional benefits available through the Executive Pension Plan. These benefits include the option to purchase additional service, within the guidelines, to a maximum of five years.
- **All Other Compensation:** Executives may receive paid parking or a transit pass, and the taxable benefit value is reported. Executives may receive vacation payouts if they were unable to take their vacation days as time off. Executives receive a 4% of salary annual benefit credit. They may use this credit to purchase additional days off, take as cash, and/or allocate towards other benefit

programs. Benefit credits that are cashed out and/or allocated towards other benefit programs are reported under other compensation.

BC Hydro

Summary Compensation Table at 2024

Name and Position	Salary	Holdback/Bonus/ Incentive Plan Compensation	Benefits	Pension	All Other Compensation (expanded below)	2023/2024 Total Compensation	Previous Two Years Totals Total Compensation	
							2022/2023	2021/2022
BC Hydro								
Chris O'Riley, President & CEO	\$ 421,196	\$ 38,005	\$ 27,958	\$ 107,826	\$ 42,961	\$ 637,946	\$ 629,766	\$ 589,378
Maureen Daschuk, EVP, Integrated Planning	\$ 313,938	\$ 56,654	\$ 25,423	\$ 80,368	\$ 13,897	\$ 490,280	\$ 453,990	\$ 409,454
Ryan Layton, EVP, Finance, Technology, Supply Chain	\$ 298,960	\$ 51,043	\$ 24,999	\$ 76,534	\$ 11,051	\$ 462,587		
Charlotte Mitha, EVP, Operations	\$ 318,229	\$ 57,484	\$ 25,545	\$ 81,467	\$ 26,264	\$ 508,989	\$ 450,478	\$ 411,216
Diana Stephenson, SVP, Customer and Corporate Affairs	\$ 303,844	\$ 49,948	\$ 25,138	\$ 77,784	\$ 20,547	\$ 477,261	\$ 443,998	\$ 111,383
David Wong, EVP, Finance, Tech, Supply Chain & CFO (former)	\$ 43,004	-	\$ 3,973	\$ 11,009	\$ 27,606	\$ 85,592	\$ 485,978	\$ 449,329
Powerex								
Thomas Bechard, Pres & CEO Powerex	\$ 395,024	\$ 727,583	\$ 21,744	\$ 31,541	\$ 431,717	\$ 1,607,609	\$ 1,308,162	\$ 977,776
Michael MacDougall, VP, Trade Policy and IT (former)	\$ 63,438	-	\$ 5,930	\$ 16,240	\$ 7,238	\$ 92,846	\$ 455,860	\$ 372,574
Amit Budhwar, Director, Risk Mgmt	\$ 248,388	\$ 52,000	\$ 20,834	\$ 23,582	\$ 24,027	\$ 368,831	\$ 334,225	\$ 313,902
Jay Ratzlaff, Chief Legal & Compliance Officer - Pwx	\$ 247,495	\$ 52,000	\$ 20,812	\$ 23,507	\$ 22,700	\$ 366,514	\$ 319,601	\$ 292,467
Rebecca Richings, CFO, Powerex	\$ 232,782	\$ 11,703	\$ 20,456	\$ 18,881	\$ 23,856	\$ 307,678	\$ 280,437	\$ 253,282
Orang Towfigh, Powerex Manager	\$ 219,612	\$ 22,700	\$ 20,137	\$ 18,698	\$ 24,678	\$ 305,825		
Powertech								
Pierre Poulain, President & CEO - Powertech	\$ 276,625	\$ 49,404	\$ 24,367	\$ 70,816	\$ 3,331	\$ 424,543	\$ 333,195	
Ken Bognar, Senior Director, Technical Services	\$ 214,353	\$ 18,496	\$ 20,010	\$ 17,902	\$ 6,803	\$ 277,564	\$ 239,015	\$ 205,821
David Facey, General Counsel & Director of Corporate Resources	\$ 188,763	-	\$ 19,391	\$ 14,195	\$ 13,599	\$ 235,948	\$ 229,128	\$ 212,746
Zhihong Feng, Division Manager	\$ 201,158	-	\$ 19,691	\$ 15,237	\$ 29,757	\$ 265,843	\$ 244,319	
Taramatee Ramnial, Senior Director, Corporate Services & Business Operations	\$ 206,669	\$ 20,321	\$ 19,824	\$ 17,410	-	\$ 264,224	\$ 217,157	

Notes

Chris O'Riley, President & CEO	General Note: Received a 6.75% performance based salary increase effective April 1, 2023. Other Note: Other is taxable benefit for paid parking (\$1,289) and value of benefit credit taken as cash and/or allocated towards other benefit programs (\$16,929).
Maureen Daschuk, EVP, Integrated Planning	General Note: Received a 6.75% performance based salary increase effective April 1, 2023. Other Note: Other is taxable benefit for paid transit pass.
Ryan Layton, EVP, Finance, Technology, Supply Chain	General Note: Received a 15% salary increase as a result of being promoted to the position of EVP, Finance, Technology, Supply Chain effective 2023-07-27. Other Note: Other is taxable benefit for paid parking.
Charlotte Mitha, EVP, Operations	General Note: Received an 11.75% performance based salary increase effective April 1, 2023. Other Note: Other is taxable benefit for transit pass.
Diana Stephenson, SVP, Customer and Corporate Affairs	General Note: Received a 6.75% performance based salary increase effective April 1, 2023. Other Note: Other is taxable benefit for paid parking (\$2,441) and value of benefit credit taken as cash and/or allocated towards other benefit programs (\$6,106).
David Wong, EVP, Finance, Tech, Supply Chain & CFO (former)	General Note: Resigned May 13, 2023. Other Note: Other is taxable benefit for transit pass.
Thomas Bechard, Pres & CEO Powerex	Other Note: Other is payout in 2023/24 of a deferred incentive award for 2020/21 performance (\$300,00) and 2022/23 performance (\$124,800), taxable benefit for paid parking (\$1,692) and value of benefit credit taken as cash and/or allocated towards other benefit programs (\$2,493).
Michael MacDougall, VP, Trade Policy and IT (former)	General Note: Retired effective July 1, 2023. Other Note: Other is taxable benefit for paid parking.
Amit Budhwar, Director, Risk Mgmt	Other Note: Other is value of benefit credit taken as cash and/or allocated towards other benefit programs.
Jay Ratzlaff, Chief Legal & Compliance Officer - Pwx	Other Note: Other is taxable benefit for paid parking (\$85) and value of benefit credit taken as cash and/or allocated towards other benefit programs (\$19,733).

Rebecca Richings, CFO, Powerex	Other Note: Other is taxable benefit for paid parking (\$4,420) and value of benefit credit taken as cash and/or allocated towards other benefit programs (\$4,681).
Orang Towfigh, Powerex Manager	Other Note: Other is taxable benefit for paid parking (\$3,536) and value of benefit credit taken as cash and/or allocated towards other benefit programs (\$17,600).
Pierre Poulain, President & CEO - Powertech	Other Note: Other is value of benefit credit taken as cash and/or allocated towards other benefit programs.
Ken Bognar, Senior Director, Technical Services	Other Note: Other is value of benefit credit taken as cash and/or allocated towards other benefit programs.
David Facey, General Counsel & Director of Corporate Resources	Other Note: Other is value of benefit credit taken as cash and/or allocated towards other benefit programs.
Zhihong Feng, Division Manager	Other Note: Other is value of benefit credit taken as cash and/or allocated towards other benefit programs.
Taramatee Ramnial, Senior Director, Corporate Services & Business Operations	