

Governance Committee Terms of Reference

Purpose

The Governance Committee shall have the mandate to assist Council in fulfilling its oversight responsibilities with respect to the College by reviewing, reporting, and providing recommendations to Council regarding all governance matters.

Authority and Reporting

The Governance Committee Chair shall, as requested by Council, report on matters arising at Committee meetings and, where applicable, present the Committee's recommendation(s) to Council for its approval.

Membership

The Committee shall be comprised of:

- a minimum of three (3) Council members, of which one (1) must be a regulated member and one (1) must be a public member,
- the Registrar or designate as an ex-officio (non-voting) member of the Committee,
- the Council Chair or designate as an ex-officio (non-voting) member of the Committee.

Members of the Committee and the Committee Chair are appointed by Council.

The Council Chair and the Registrar & CEO are not eligible to be appointed as the Committee Chair.

Committee members should have the skills and experience to fulfill their responsibilities or be ready and willing to obtain them through appropriate information and training.

Guests or advisors (non-voting) can be invited to participate in Committee discussions as required.

The Registrar & CEO may assign staff (non-voting) to provide administrative assistance to the Committee. These staff remain accountable to the Registrar & CEO.

Term

- Committee members and the Committee Chair shall serve for a minimum of **one (1) year**. As per the Act, unless a member of the Committee is not capable of performing his or her duties, the member remains a member of the Committee until they are reappointed, or a successor is appointed.



RESPONSIBILITIES AND DUTIES

A. Governance Practices

Responsibility: The Committee is responsible to review Council's governance policies, practices, and initiatives, having regard to best practices, regulatory requirements, and emerging trends, and make recommendations to Council.

Duties:

1. Have discussions and make recommendations to Council related to strategic and fiduciary leadership, structure, and function of Council and governance issues and procedures.
2. Based on a staggered policy review schedule the committee will report to Council that it has reviewed and made recommendations for amendments, if required, to the following policies:
 - GP-1 Council Appointments
 - GP-2 Council Officers
 - GP-3 Council Code of Conduct
 - GP-4 Council Conflict of Interest
 - GP-5 Council Meeting Processes
 - GP-7 Handling Complaints
 - GP-8 Statutory Committees
 - GP-9 Council Committees
 - GP-10 Council Professional Development
 - GP-11 Social Media
 - CP-1 Strategic Plan
3. Review all Council Committee and Statutory Committee Terms of Reference to ensure consistencies, as required.
4. Make recommendations and assist Council in their appointment of members to Council Committees based on qualifications, skills, and competencies of the members.

B. Strategy

Responsibility: The Committee is responsible for oversight of the College's strategic planning.

Duties:

1. Annually review and make recommendations to Council respecting the College's strategic planning process and Council's role in that process.



C. Stakeholder Relations

Responsibility: The Committee is responsible for oversight of Council's and the College's relationship with the Government of Alberta, registrants, strategic partners, industry, and other stakeholders.

Duties:

1. Ensure that the College has a stakeholder engagement plan that is reviewed annually by Council.

D. Council Renewal, Education and Evaluation

Responsibility: The Committee is responsible for making recommendations to Council for council member individual and group training, as required.

Duties:

1. Maintain a current Council skills matrix and identify gaps in the collective skill set of the Council.
2. Review and recommend to Council appropriate orientation and training for new Council members and continuing education for all Council members.
3. Annually oversee the Council self-assessment process of Council members and recommend to Council improvements on the process in consultation with the Executive Committee.

E. Council Appointments

Responsibility: The Committee will assist Council in fulfilling its responsibilities to attract and appoint new Council members.

Duties:

1. Lead the Council member appointment processes as outlined in governance policy to ensure transparency of process and fairness of administration.

Expectations

The Committee members will commit to:

- review and familiarize themselves with all meeting materials in advance of each meeting,
- attend and actively participate in all scheduled Committee meetings,
- participate in all Committee discussions,
- share all communication and information across all Committee members,
- undertake a fair share of reasonable tasks and responsibilities as is appropriate for the functioning and progress of the Committee,
- consider all views and options regardless of personal agendas or interests for the best possible achievement of the Committee's responsibilities,



- declare conflicts of interest if one exists,
- remove themselves from Committee work if a real, potential, or perceived conflict of interest exists,
- listen to and consider the views and suggestions of other Committee members, and
- respect the decisions of the Commission on recommendations from the Committee.

Meetings

- The Committee shall meet at as necessary. Meetings shall be held at the call of the Committee Chair and, except in the case of an emergency, Committee members will be given a minimum of 48 hours prior notice of a Committee meeting.
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- Meetings may be held in person, by teleconference, by videoconference, or by any combination thereof.
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- The Committee Chair, in consultation with the Registrar & CEO, shall establish the agenda for the meetings and ensure that materials are circulated to members in sufficient time for review prior to the meeting.

Chair

The Chair is expected to:

- facilitate meetings,
- manage consensus for the purpose of recommendations,
- assist the college in preparing meeting packages including agendas and minutes, and
- act as a liaison between the Committee and Council.

Quorum

A quorum shall consist of 50% of Committee members. In the case of an equality of votes at a meeting of the Committee, the issue will be raised to Council for a decision.

Finances

Committee members shall receive remuneration for participating on the Committee in accordance with council policies.

Confidentiality

Committee members shall respect the confidentiality of any confidential information or materials to which they have access. Information will be maintained strictly confidential and will not, in any circumstances be disclosed or used without the express consent of Council.

**Effective**

These terms of reference are effective upon Council approval and may be altered or rescinded in whole or in part by Council decision. The Competence Committee is responsible for annually reviewing these Terms of Reference and recommending to Council any updates for approval.

Amendment, Modification or Variation

These terms of reference may be amended, varied, or modified in writing after consultation and agreement by Council.