
Governance Committee

Terms of Reference

AUTHORITY

The **Governance** Committee (the “Committee”) is established by the Board of Governors and reports to the Board through the Committee Chair. The Committee Chair shall provide leadership to the Committee members in fulfilling the mandate set out in these terms of reference.

PURPOSE

The purpose of the Committee is to provide a focus on governance that will enhance the Board’s performance.

1. RESPONSIBILITIES OF THE “GOVERNANCE” COMMITTEE

The Governance Committee, as delegated by the Board of Governors, shall oversee and provide direction to the Board in three primary areas:

1. Board governance and operations;
2. Board appointments and evaluation;
3. Strategy (Direction, Process, Implementation and Monitoring).

As well, the Committee will be responsible for such other matters that may be assigned to them from time to time. The Committee Chair shall work with the President & CEO and the Board Chair, liaising with the Senior Executive Associate/Board Coordinator, in planning Committee meetings and agendas.

2. BOARD GOVERNANCE

With assistance from the Senior Executive Associate/Board Coordinator, the Committee shall:

- Monitor legislative changes affecting College and Board operations, and research best practices in governance and where appropriate make changes to the Board Governance Manual.

- Review the governance model of the Board to ensure its continued relevance in the context of the changing environment of corporate governance and the changing environment of post-secondary education in Alberta and make recommendations to the Board on any changes to the governance model.
- Review the Board Policies including:
 - a. Policies and procedures by which the Board will operate;
 - b. Board by-laws to ensure their continued adequacy and relevance;
 - c. Roles and responsibilities for the Board Chair, Vice-Chair and Board members, as well as the terms of reference for all standing committees.

3. BOARD PLAN REVIEW

- In consultation with the Board at its annual retreat, review the Board Plan for each year and the methods and processes to be used in carrying out the Board Plan.

4 BOARD MEMBER APPOINTMENTS AND EVALUATION PROCESS

- Ensure the Board has an effective succession plan in place, which will include a competency skills matrix.
- Formalize a process for the selection and recommendation of new Board members to the Minister, including criteria to consider in individuals that will meet the Board's succession planning.
- Annually implement an appropriate evaluation process for the Board and its committees and report on the effectiveness of the Board as a whole.

5. STRATEGY IMPLEMENTATION AND MONITORING

- In coordination with College Executive, ensure accountabilities, decision making parameters, and information channels exist for the effective implementation of College Strategy.
- Review clear parameters and metrics, where possible, for monitoring of College Strategy execution and implementation.
- On behalf of the Board, manage the monitoring and review process.
- Develop structure and process for objective and formalized monitoring of College Strategy.

- In alignment with the monitoring process, carry out College Strategy implementation review and monitoring activities.

6. AD HOC COMMITTEES

- The Governance Committee may strike any Ad Hoc Committee, as required, members of which need not all be Board members.

MEMBERSHIP

The Committee shall be composed of up to six public Board members, one of which serves as Chair and up to four internal members (Faculty, Staff and Student(s)). Ex-officio members include the Chair of the Board and the President.

DELEGATION

In the event of absence of the Committee Chair for a particular meeting, the Board Chair or agreeable member at the request of the Chair will fill the role of Committee Chair. The President/CEO shall provide management support to the Committee, with the assistance of Executive Committee members and management employees.

REPORTING

The Committee Chair or designate shall report to the Board on matters arising at committee meetings.

QUORUM

A majority of the members of the Committee shall constitute a quorum. If a quorum cannot be obtained for a meeting, any member of the Board may serve as a member of the Committee for that meeting.

The Committee composition and terms of reference shall be revisited every two (2) years.

These Terms of Reference may be amended as required by the Committee and reported to the Board.

ROLES AND RESPONSIBILITIES

- As per Bylaw 7.10.4, the committee chair shall report to the Board on a regular basis.
- As per BP No.5 – We Delegate Authority to the President: “we delegate our authority and assign responsibility to the College’s President to carry out the College’s plans and programs on our behalf.”
- The Board of Governors values a participatory relationship with the President & CEO and also respects independency where perceived or real conflict of interest may exist.

ROLES AND RESPONSIBILITIES	FREQUENCY TIMING	GOVERNANCE COMMITTEE			BOARD
		REVIEWS	APPROVES	RECOMMENDS	APPROVES
GOVERNANCE					
1. Monitor legislative changes affecting College and Board operations	As Required	✓			
2. Review the governance model of the Board to enhance Board effectiveness	Annually	✓			
3. Review and Monitor Board Policies, Procedures and By-laws per the monitoring schedules	As required	✓		✓	✓
4. Review Roles and responsibilities for the Board Chair, Vice-Chair and Board members	Annually	✓			
5. Track Board Attendance	Quarterly	✓			
BOARD PLAN REVIEW					
6. Review Board Plan and methods/processes to be used in carrying out the Plan at the annual retreat	Annually	✓		✓	✓
BOARD MEMBER APPOINTMENTS AND EVALUATION PROCESS					
7. Ensure the Board has an effective succession plan including competency skills matrix review	Annually	✓			
8. Annual Board Evaluation	Annually	✓			
STRATEGY IMPLEMENTATION AND MONITORING					
9. Review Board Retreat Planning, Summary and follow up	Quarterly	✓		✓	✓
10. Review Strategic Plan and strategic priorities	Annually	✓		✓	✓
MONITORING AND REPORTING					
11. Review Committee Terms of Reference (every two years)	Biennially	✓	✓		
12. Annual review of Committee Work Plan	Annually	✓	✓		
13. Develop Board Calendar	Annually	✓		✓	✓
14. Review Board Mandate and Roles Document	Annually	✓		✓	✓
15. Review and report Related Party Disclosures	Annually	✓		✓	✓

16. Review Conflict of Interest Policy & Procedures	Annually	✓		✓	✓
17. Code of Conduct Policy and Declaration Review	Annually	✓		✓	✓

Document Name	Governance Committee Terms of Reference
Approval Date	November 8, 2021
Date Effective	November, 2021
Historical Review Dates	March 6, 2017, October 16, 2018, May 20, 2020
Next Review Date	As per Work Plan schedule
Monitoring and Frequency	The work plan is reviewed every two (2) years
Policy Custodian	Senior Executive Associate / Board Coordinator