
Date: June 2, 2015

Report to: **Council for Decision**

From: Governance Committee

Subject: Terms of Reference Review – Governance Committee

Linkage to Strategic Plan: Effective Governance and Resources to Guide APEGBC's Operations

Background & Discussion

The Terms of Reference for the Governance Committee was last revised and approved by Council at the September 12, 2014 meeting. The new Governance Committee reviewed these Terms of Reference and recommends the following additional revisions:

- add the development for Council's consideration, of tools and indicators for measuring the performance of individual Council members
- add the need to keep current on emerging best practices in governance to the Section on Functions/Deliverables
- replace "51%" with "a majority of the Committee members (in person or by conference call)" as quorum
- replace "at least bi-monthly" with "every three months and more frequently as required"
- some minor house-keeping items

These revisions are made based on current or recommended best practices, and to achieve clarity. The final revised copy in black and the marked up copy with revisions are attached as APPENDIX A and B respectively.

Recommended Motion:

That the Terms of Reference for the Governance Committee be revised as recommended.

Attachments – Appendix A and B



TERMS OF REFERENCE

1. **Name:** Governance Committee
2. **Type/Reporting Relationship:**
 - 2.1 Type:
Committee
 - 2.2 Reporting Relationship:
The Committee is appointed by Council and reports to Council.
3. **Purpose:**
 - 3.1 The Committee is responsible for the development, recommendation to Council, implementation and assessment of effective governance principles and policies.
4. **Authorities of the Committee**
 - 4.1 The [Governance](#) Committee brings forward recommendations to Council.
 - 4.2 Within the authority delegated by Council, the Governance Committee may act on behalf of Council for specifically delegated decisions..
5. **Function/Deliverables:**
 - 5.1 Regular review of all Governance Policies and recommendations to Council on changes, as required.
 - 5.2 Development for Council's consideration, of tools and indicators for measuring the performance of Council, [individual Council members](#), committees and task forces.
 - 5.3 Regular review of the terms of reference of committees, task forces, Divisions and Branches and recommendations to Council on changes, as required.
 - 5.4 Development for Council's consideration of orientation and training processes and materials for Council members.
 - 5.5 Development for Council's consideration of training and materials for conduct of meetings by committee, Branch and Division Chairs.
 - 5.6 Other tasks related to governance oversight that Council might assign from time to time.
 - 5.7 [Keep current on emerging best practices in governance.](#)
6. **Budget:**
 - 6.1 The Committee has no budget authority beyond the time of committee members and reasonable expenses (travel, teleconference, or ancillary expenses).

7. Membership:

- 7.1 Up to five members of Council, including the Past President.
- 7.2 The CEO is expected to attend all meetings of the Governance Committee as a resource but does not vote.
- 7.3 Members should ideally have governance experience or an interest in governance.
- 7.4 The ~~Governance~~ Committee may appoint, subject to Council's approval, an independent external person as an advisor to the Committee for particular tasks or expertise.

8. Term of Office:

- 8.1 Appointments are for the Council year, renewed annually.

9. Selection of Officers:

- 9.1 The Chair is to be appointed by Council on the recommendation of the Committee.

10. Quorum:

- 10.1 51% - A majority of the Committee members (in person or by conference call).

11. Frequency of Meetings:

- 11.1 The Committee will meet ~~at least bi-monthly~~ every three months and more frequently as required.

12. Conduct of Meetings:

- 12.1 The Committee may meet in person, or by phone or other electronic means provided all members can simultaneously hear each other and participate during the meeting.
- 12.2 On occasion, a Committee Chair may communicate with all members by e-mail and, with supporting information, propose and call for a consent resolution. At his or her discretion, the Committee Chair may or may not allow limited e-mail discussion on the matter. Beyond this, Committee members have the option of responding by moving, seconding or supporting the motion, or requesting that it be considered further at a meeting of the committee. A consent resolution is deemed to have been achieved if there are no negative votes or calls for in-person discussion, and the number of support votes are equal to or greater than the number required for a quorum. In the case where a member so requests, the motion is not carried, but instead may be brought forward for consideration at a subsequent meeting of the Committee. (In the case of an urgent matter, this may occur at a special meeting conducted by telephone where the normal requirements for a quorum will prevail.) Any motion so carried is considered to take effect immediately, and is ratified at the subsequent Committee meeting and recorded in the minutes of that meeting.

13. Minutes:

- 13.1 Minutes, notes or recording of decisions are the responsibility of staff support.

14. Review of Terms of Reference:

- 14.1 The Committee shall review its Terms of Reference on an annual basis.

- 15. Staff Support:**
Chief Regulatory Officer and Deputy Registrar
Executive Assistant to CEO and Registrar

APPROVED BY COUNCIL:	Dec. 2, 2005 (Minute# CO-05-58)
REVISED, APPROVED BY COUNCIL:	December 15, 2006 (Minute #CO-07-22)
REVISED, APPROVED BY COUNCIL:	April 1, 2011 (Minute #CO-11-82)
REVISED, APPROVED BY COUNCIL:	March 8, 2013 (Minute #CO-13-51)
REVISED, APPROVED BY COUNCIL:	September 12, 2014 (Minute #CO-14-79)



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