

Governance Committee

Terms of Reference

Purpose

The primary function of the Governance Committee (the “Committee”) is to oversee the Council’s governance and human resources activities and to ensure that appropriate structures and procedures are in place to allow the Council to function effectively. The Committee provides strategic and policy level advice to the Council on an approach to good governance and board effectiveness and assists the Council in fulfilling its obligations relating to human resources and compensation matters.

Statutory Authority

The Committee is a Council Committee established pursuant to section 82(1) of the *Real Estate Services Act*.

Committee Composition and Meetings

i. Committee Composition

The Committee consists of the Chair and Vice-Chair of the Council and at least three other members of the Council appointed by the Council Chair and Vice-Chair. The Committee Chair must be a member other than the Council Chair and is appointed by the Council Chair and Vice-Chair.

Committee members should be familiar with best practices in corporate governance and have previous relevant board experience.

ii. Staff support

The Committee is supported by the Executive Officer and the Director, Legal Services. The Council’s Corporate Secretary is the secretary to the Committee and provides administrative support to the Committee, including minute taking.

iii. Member appointments and terms

Committee member appointments are reviewed annually by the Chair and Vice-Chair. Committee appointments are for a specified term, usually for two years. All appointments, including the Committee Chair’s, are renewable.

iv. Meetings

Committee meetings are at the call of the Committee Chair. The Committee usually meets at least 10 days before each meeting of the Council.

The Committee Chair sets the agenda for Committee meetings with input from other Committee members and the Executive Officer.

Quorum for any meeting of the Committee is a majority of the members of the Committee, who may attend in person and/or by electronic means.

Roles and responsibilities

The Committee:

1. Promotes governance best practices by keeping up to date with the latest regulatory requirements and emerging trends and guidance in corporate governance and reviewing and recommending updates to Council policies;
2. Reviews the Council's compensation and human resource strategies from time to time to ensure policies and processes are in keeping with the organization's values, mission and key goals;
3. Provides oversight of the Council's Code of Conduct and, on an annual basis, reviews the Council's Internal Management Policies, Code of Conduct and Conflict of Interest Guidelines to ensure they are current and appropriate, and addresses any issues or concerns, reviewing disclosed conflicts of interest referred to it by Council and, if requested, deciding them for Council;
4. Monitors changes to legislation, government policy and/or strategic direction that affect the duties and responsibilities of the Council;
5. Makes recommendations to the Council on all aspects of the employment of the Executive Officer (EO), including recruitment, remuneration, performance management, regular performance reviews, and succession planning;
6. Reviews any significant changes to the organizational structure or employment of senior management / executive positions recommended by the EO, and makes recommendations on these changes to the Council;
7. Reviews and recommends to the Council recruitment, orientation, assessment, and succession planning for Council members;

8. Promotes and supports effective Council member performance by identifying and recommending professional development and training for Council and Committee members, and undertaking review of Council effectiveness and performance from time to time, as advisable;
9. Annually reviews the Terms of Reference documents of all Council committees to ensure they accurately reflect the role of each committee and to ensure the ongoing needs of the Council are being met; and
10. Reviews and provides recommendations to Council and/or senior staff on items 1 – 9 above, as appropriate, and on any matters or issues referred to the Committee by Council.

Accountability

The Committee reports its recommendations by distributing minutes of its meetings to Council and, where appropriate, providing an oral report at the next Council meeting.

At the request of the Council, the Committee may also prepare an annual work plan and/or an annual report to Council outlining the Committee's activities for the year.

Approved by: Council

Last updated: November 2018