

GOVERNANCE COMMITTEE TERMS OF REFERENCE

AUTHORITY

The Governance 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.

RESPONSIBILITIES

The Governance Committee, as delegated by the Board of Governors, shall oversee and provide direction to the Board in three primary areas: President & CEO contract and evaluation; Board governance and operations; and Board appointments and evaluation. The Committee Chair shall work with the President/CEO and the Board Chair, liaising with the Coordinator, Board Operations, in planning Committee meetings and agendas.

President & CEO

1. Manage the employment contract between the Board and President/CEO
2. In conjunction with the President/CEO, annually review the roles and responsibilities of the President/CEO
3. Oversee the annual performance evaluation of the President/CEO, including salary compensation and growth plan
4. Make recommendations to the Board on any changes to the President/CEO's evaluation process, contract, compensation or growth plan

Board Governance

With assistance from the Coordinator, Board Operations, the Committee shall:

1. Monitor legislative changes affecting College and Board operations, and research best practices in governance
2. 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
3. Review the Board Manual 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
4. Make recommendations to the Board on any changes to the governance model, including policies, by-laws, roles and responsibilities statements, and committee structure

Board Operations

1. In consultation with the Board at their annual retreat, review the Board Plan for each year and the methods and processes to be used in carrying out the Plan including:
 - a. The frequency and content of meetings
 - b. Issues to be presented to the Board at its meetings, including a list of prospective topics for presentation and discussion
 - c. Material to be provided to Board members generally and with respect to Board and committee meetings
 - d. Communication processes between the Board and College Management
2. Make a recommendation to the Board on the Board plan for the year

Board Member Appointments & Evaluation

1. 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 short-term needs and long-term succession planning
2. Annually implement an appropriate evaluation process for the Board and report on the effectiveness of the Board as a whole
3. Make recommendations to the Board on any changes to the new Board member selection/nomination process and/or Board evaluation process

Additional responsibilities

1. Monitor the Board orientation process and professional development needs of new and existing Board members
2. Conduct a regular review of Board member compensation
3. Consider from time to time the appropriate size and composition of the Board, within legislative guidelines
4. Review Board attendance and ensure all Board members are aware of the participation expectations of the board
5. Make recommendations to the Board on any changes to the Board orientation process, Board compensation, and/or Board size and composition

MEMBERSHIP

The Committee shall be composed of not less than three and no more than five public members, one of which serves as Chair. Ex-officio members include the Chair of the Board and President/CEO.

The Committee composition shall be revisited annually.

These terms of reference may be amended as required, subject to approval by the Board.