

Terms of Reference Governance Committee Updated September 17, 2021

Authority

The Governance Committee is established by the Calgary Metropolitan Region Board (“the Board”) 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 Governance Committee (“the Committee”) is to provide a focus on governance that will enhance the Board’s performance. The Committee shall be a standing committee of the Board.

1. Responsibilities of the Governance Committee

The Governance Committee shall oversee, and provide advice and direction, to the Board in three primary areas:

- a. Board governance and operations
- b. Finance
- c. Human Resources.

As well, the Committee will be responsible for such other matters as may be assigned to them from time to time. The Committee Chair shall work with the Chief Officer and the Board Chair in planning Committee meetings and agendas.

a. Board Governance Duties

With assistance from the Board Chair, the Chief Officer, and others as required, the Committee shall review and recommend to the Board:

- i. Policies and procedures by which the Board operates
- ii. Roles and responsibilities for the Board Chair and Chief Officer
- iii. The Terms of Reference for all standing committees of the Board.

b. Finance Duties

With assistance from the Board Chair and the Chief Officer, the Committee shall monitor the financial affairs of the Board, including the preparation of financial statements and annual audits, and shall make such reports and recommendations to the Board as it considers appropriate.

c. Human Resources

With assistance from the Board Chair and the Chief Officer, the Committee will monitor and provide direction regarding the Board's human resources policies and practices. In the event of a need to recruit a Chief Officer or Board Chair, the Committee will oversee the recruitment process, and will make a recommendation to the Board for appointment.

2. Chair

The Committee Chair shall be the Board Chair, unless otherwise directed by the Board.

3. Vice Chair

The Committee shall appoint a Vice Chair from amongst themselves in alignment with the Board and Committee Vice Chair Selection Process Policy.

4. Committee Membership

The Committee will be comprised of at least three (3) Board members selected by the Board. Each member municipality may have up to one (1) elected member on the Committee. Alternate members may attend provided they are a member of a participating municipality's council and are well briefed on the current status of the Committee initiatives and agenda. The Chair will be an "ex officio" member of the Committee. The term of membership shall be for the duration of their appointment or office.

Committee members, and their alternate, must review and commit to abide by the provisions of the Code of Conduct Policy.

5. Quorum

Quorum is defined as a simple majority (50% plus one) of the membership of the Committee.

6. Governance

Decisions of the Committee will be determined by a simple majority with each member holding a single vote. Decisions of the Committee will form the basis for recommendations to the Board, which will make the final decision on all matters forwarded by the Committee.

7. Reporting

Periodically, the Chief Officer, Chair, or Vice Chair may report to the Board on matters within the Committee's responsibilities. The Committee shall work and liaise with other committees of the Board, as necessary.

8. Meeting Process

The Committee is required to conduct its meetings in public unless a matter to be discussed is within one of the exceptions to disclosure in Division 2 of Part 1 of the Freedom of Information and Protection of Privacy Act, pursuant to s 708.04 of the Municipal Government Act. In the event that a portion of a meeting is closed to the public, the Closed Session Policy will apply to Committee members and all other individuals present during the closed portion of the meeting.

Proposed meeting dates will be set according to Committee needs, and every effort will be made to confirm meeting dates at least three weeks in advance. Committee meetings will be recorded and made available to the public by the CMRB website, where possible. Meeting minutes will be kept by CMRB Administration and reviewed by the Committee. Following approval, the minutes will be posted to the CMRB website. The meetings may be viewed by members of the public.

The Chair will determine who may speak during the meeting at their discretion.

9. Support and Resources

The Committee will be supported by the Chief Officer and CMRB Administration, member municipality administrations, external consultants, and professionals as necessary and as directed by the Chief Officer. The Committee will make available to new members of the Committee a suitable onboarding process. The Member Per Diem Policy applies to Committee members.

10. Amendments to the Terms of Reference

The Committee may, from time to time, consider changes to its Terms of Reference and recommend proposed changes to the Terms of Reference to the Board for consideration and approval.