

Terms of Reference

1. **General Purpose**

The Governance Committee supports the NBCC Board of Governors (the Board) in its efforts to continuously improve the effectiveness and efficiency of its governance of NBCC (the College).

2. **Specific Responsibilities**

The Governance Committee has the following specific responsibilities:

2.1. **Governance Framework**

The Governance Committee:

- 2.1.1. Ensures appropriate governance principles, structures and procedures are in place to allow the Board to function effectively within the mandate provided in the *New Brunswick Community Colleges Act (NBCCA)*.
- 2.1.2. Reviews regularly the Board's governance framework and governance policies and advises the Board regarding areas of concern, best practices, and recommended changes, if any.
- 2.1.3. Ensures that the Board establishes a formal whistleblower policy, a code of conduct and a conflict of interest policy.
- 2.1.4. Reviews, at least annually, the Board's Code of Conduct and Conflict of Interest governance policies and the College's Protected Disclosure¹ (whistleblower) policy to ensure they are current and appropriate, and addresses any issues or concerns.
- 2.1.5. Provides the Board with information that outlines how entities within Government participate in and are connected with the governance of the College (e.g. responsible Minister/Department, Lieutenant-Governor in Council, Board of Management, Executive Council).
- 2.1.6. Reviews the protocol/framework guiding the Board's working relationship with the responsible Minister and staff.
- 2.1.7. Suggests adjustments to relevant Board-policy documents in response to changes in legislation, government policy and/or strategic direction that affect the duties and responsibilities of the Board.
- 2.1.8. Undertakes strategic discussions as appropriate and relevant to the Committee's purpose.

¹ The College's Protected Disclosure policy is the only policy that is both an operational and a governance policy.

2.2. Board Composition and Succession Planning

The Governance Committee:

- 2.2.1. Considers and recommends to the Board the ideal skills, qualifications, experience and background required of the Board as a whole based on the strategic opportunities and challenges of the College and the Board's stewardship responsibilities (the Board Competency Matrix).
- 2.2.2. Annually reviews the composition of the Board as a whole and recommends, if any, changes to the Board Competency Matrix.
- 2.2.3. Tracks Governors' terms and follows the Board process for filling upcoming vacancies.
- 2.2.4. As vacancies arise, the Governance Committee:
 - 2.2.4.1. Reviews and updates the Board Competency Matrix and surveys the skills of continuing Governors.
 - 2.2.4.2. Identifies gaps that should be filled by new Governor candidates (the Governor Recruitment Profile).
 - 2.2.4.3. Provides to Government, through the Board Chair, the approved Governor Recruitment Profile.
- 2.2.5. Works proactively with Government, through the Board Chair, towards an agreed upon Board succession plan that will ensure the orderly replacement of Governors and optimum continuity for the Board consistent with the Board Competency Matrix.
- 2.2.6. Develops and oversees the process for the nomination and election of academic staff, non-academic staff and student members of the Board.
- 2.2.7. Develops and facilitates the process for the annual election of a Board Chair and Vice-Chair.
- 2.2.8. Provides advice, when requested, to the Board Chair in the composition of Board committees.

2.3. Orientation and Professional Development

The Governance Committee:

- 2.3.1. Creates and oversees a comprehensive orientation program for new Governors.
- 2.3.2. Recommends to the Board an annual professional development program for the Board and selected professional development opportunities for individual Governors.

2.4. Board and Governor Evaluation

The Governance Committee:

- 2.4.1. Assists and supports the annual review processes (including a review by the full Board and discussion with management) for evaluating the effectiveness of the Board, Committees, the Board Chair, Committee Chairs and Governors.

- 2.4.2. Recommends to the Board the annual review processes for the above areas of evaluation.
- 2.4.3. As part of the Board-evaluation process, establishes processes for seeking feedback from Government on the Board's performance and relationship with Government.
- 2.4.4. Recommends to the Board a meeting-evaluation process.

2.5. Communications and Disclosure

The Governance Committee:

- 2.5.1. Ensures the College's governance and operational policies are published on the College's website.
- 2.5.2. Reviews governance reporting to ensure transparency and public accountability with respect to the Board's policies and practices and recommends changes, if any, to the Board.

2.6. Governor Compensation

The Governance Committee:

- 2.6.1. Studies and proposes to the Board changes in the remuneration and reasonable expenses to be paid to the Board Chair, Vice-Chair, Committee Chairs and individual Governors (subject to approval by the Lieutenant Governor in Council).

3. Membership and Quorum

- 3.1. The Committee has a minimum of three (3) voting members, including the Committee Chair.
- 3.2. A quorum for Committee meetings consists of a majority of voting members of the Committee.
- 3.3. The majority of members are familiar with best practices in corporate governance and have previous relevant board experience.
- 3.4. The Chair of the Governance Committee is not the Board Chair.
- 3.5. The Board Chair, or alternatively the Vice-Chair, is an ex officio member of the Committee but does not count in meeting requirements for a quorum.
- 3.6. The President and Chief Executive Officer (the President) may attend Committee meetings in an ex officio, non-voting capacity.

4. Meetings and Organization

The Governance Committee:

- 4.1. Has a meeting calendar and an annual work plan for the year.
- 4.2. Meets at least quarterly with pre-determined dates and agendas.
- 4.3. Holds special meetings as required.
- 4.4. Holds in-camera sessions either immediately before and/or after each Committee meeting; these sessions will be structured by the Committee Chair and are limited to Governors, unless employee presence is requested.

5. **Other**

The Governance Committee:

- 5.1. Reviews annually the Governance Committee Terms of Reference to ensure they meet the current needs of the Board.
- 5.2. Presents revised Governance Committee Terms of Reference to the Board for approval.
- 5.3. Assesses annually the Governance Committee’s performance in carrying out its duties.
- 5.4. Reports regularly to the Board, through the Committee Chair, the results of Governance Committee activities in such manner approved by the Board.
- 5.5. Provides an orientation to new Governance Committee members and ongoing training and development opportunities for Committee members.
- 5.6. May engage independent consultants as required to assist the Governance Committee with its duties, subject to budgetary approval by the Board.
- 5.7. The President and others designated by the President will support the work of this Committee.

Approved:	July 29, 2010
Amended:	<i>October 6, 2011</i>
Approved:	October 27, 2011
Amended:	<i>October 17, 2012</i>
Approved:	November 1, 2012
Amended:	<i>October 30, 2013</i>
Approved:	November 21, 2013
Amended:	<i>October 8, 2014</i>
Approved:	October 30, 2014
Reviewed:	<i>March 23, 2016</i>
Approved:	April 21, 2016
Reviewed:	<i>November 22, 2017</i>
Approved:	December 15, 2017
Reviewed:	<i>May 30, 2018</i>
Approved:	June 14, 2018
Reviewed:	<i>August 25, 2020</i>
Reviewed:	<i>November 18, 2020</i>
Approved:	December 10, 2020