

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**

- 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. Facilitates an annual review of the College's General By-Laws in preparation for review and approval at the Annual General Meeting.
- 2.1.3. 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.
- 2.1.4. Ensures that the Board establishes a formal protected disclosure (whistleblower) policy, a code of conduct and a conflict of interest policy.
- 2.1.5. Reviews, at least annually, the Board's Code of Conduct and Conflict of Interest governance policies and the College's Protected Disclosure¹ policy to ensure they are current and appropriate and addresses any issues or concerns.
- 2.1.6. Suggests adjustments to relevant Board-policy documents in response to recommendations received from staff who monitor changes in legislation, government policy and/or strategic direction that affect the duties and responsibilities of the Board.
- 2.1.7. Undertakes strategic discussions as appropriate and relevant to the Committee's purpose.

2.2. **Board and Governor Evaluation**

- 2.2.1. 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.
- 2.2.2. Recommends to the Board the annual review processes for the above areas of evaluation.
- 2.2.3. As part of the Board-evaluation process, establishes processes for seeking feedback from Government on the Board's performance and relationship with Government.
- 2.2.4. Recommends to the Board a meeting-evaluation process.

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

2.3. Communications and Disclosure

- 2.3.1. Ensures the College's governance and operational policies are published on the College's website.
- 2.3.2. 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.

2.4. Governor Compensation

- 2.4.1. 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

- 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

- 5.1. Reviews annually the Governance Committee Terms of Reference to ensure they continue to 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.

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