

MEETING GUIDELINES

Governance Committee

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Introduction

The Governance Committee ensures that the Board fulfills its responsibilities through appropriate governance policies and training programs, which includes recommending training and development to the Board based on an annual assessment and developing a long-term plan for the composition of the Board.

The purpose of the Governance Committee is to:

- a. review the overall governance of the College and to recommend changes when required, including the development of effective and transparent policies and procedures;
- b. define and propose criteria for Board and committee members;
- c. define, propose and revise the Board self-evaluation process, as necessary; and,
- d. ensure that the Board fulfills its responsibilities through appropriate governance policies and training programs.

The Governance Committee is a standing committee of the Board and reports to the Board. The Board appoints the members of the Governance Committee including the chair and vice chair. The committee will consist of no more than five members, including the president/chair, immediate past president/chair, and must have no fewer than two appointed members. The past-president /chair of the Board will be the chair of the committee. The composition of the Governance Committee must reflect, as closely as possible, the full diversity of the composition matrix attached hereto.

The Governance Committee will be supported by the registrar and the chief legal counsel with administrative support from the staff of the registrar's office.

The Governance Committee is responsible to:

- x regularly review governance policies and procedures
- x annually review the terms of reference

- x will ensure that adequate resources and support are in place to enable the Governance Committee to fulfill its duties effectively and efficiently
- x will fulfill such other duties as may be assigned to the Governance Committee by the Board
- x the chair of the Governance Committee will provide mentoring and feedback to the

The meeting: before, during and after

Before the meeting

Agenda

Agendas are prepared by staff and reviewed with the chair and are based upon the Governance Committee's activities since the last meeting and emerging issues.

Agendas follow a standard template, including:

- x the time, date, location and type of meeting
- x the names of participants who have confirmed their attendance or forwarded their regrets, the names of staff and guests attending the meeting
- x a formal acknowledgment of the territory on which the meeting is taking place, and for those not in person are located
- x for each agenda item:
 - o the time estimated for each discussion
 - o whether the committee is receiving the item for information, discussion or decision
 - o a reference to the briefing note number and supporting material
- x When developing agendas, staff and committee chair need to be confident that
 - o the committee is spending the most amount of time on the most important issues,
 - o the committee will have the information and time to have an appropriate discussion for each agenda item,
 - o the agenda is not too ambitious for the time allocated, and
 - o the right people will be in the room for each discussion .

Meeting package

Prior to the scheduled meeting , the committee members will be emailed a notification that the committee meeting package is available on MS Teams. The package includes an agenda,

3. Are the right people with the right experience and knowledge in the room to support a good decision?
4. Have we understood all the necessary facts and information?
5. Is there additional information we need to make a good decision?
6. Are the assumptions made reasonable?
7. Is there more than one possible course of action?
8. Do we have agreement on the outcome?
9. Would it be better to defer making a decision now, until we have further information or additional time to continue the discussion?

Timeliness of decisions is a key consideration for the committee. When the committee decides to defer a decision, it is best practice to think about what the unintended consequences of that deferment might be.

Resolutions

A resolution is a written statement of an action approved by the panel. It usually deals only with single or directly related issues.

Once a decision has been reached, the chair will call for a motion for resolution. Following any further discussion, the chair will ask the committee to indicate, usually by a show of hands, or verbal acknowledgment for participants attending remotely, acceptance of the resolution. For the sake of clarity, the chair will then restate the decision that has been approved, so it can be captured correctly for the minutes.

All motions must begin with the words “I move that...” and all resolutions recorded as “Resolved that...” and the language of the body of both motion and resolution must track exactly.

Recording decisions

Once finalized, resolutions should be explicit, not only so there is no room for misinterpretation or misunderstanding, but also so that anyone reviewing the resolution in the future can understand its meaning and intent.

Individual votes are not recorded unless the committee has agreed to record the vote, or unless an individual committee member requests that their vote be noted.

The minutes are the official record of the meeting. They follow a standard template, as with agendas, the minutes record the time, date, location and type of meeting, the names of participants who attended the meeting or forwarded their regrets, the names of staff and guests in attendance, and a formal acknowledgment of the territory on which the meeting is taking place. The minutes state the nature of the matter before the committee, the reason the committee was asked to consider it, a note of the questions asked, and what action was taken by the panel, if any.

The draft minutes are added to the next meeting agenda for review and approval by the panel. The minutes are signed by the chair once approved by the panel. A log of all resolutions is kept by staff of the registrar’s office and is a resource to the panel, if required.

The Chair

As meeting facilitator, the chair is responsible for setting the tone of the meeting and ensuring good governance practices are adhered to. It is an active role to keep committee members engaged while building a safe, cohesive, and collaborative forum in which discussions can take place and clear decisions can be made. The chair opens the meeting with a First Nations Land acknowledgment.

During the meeting

- x For remote participants, check they are available to start the meeting and have the relevant material.
- x Verify that remote participants can see and hear properly and review the general guidelines with them (e.g. muting the line when not speaking, identifying themselves, etc.).
- x At the outset of the meeting (or, if need be, at any time during), ask attendees if they know of any conflicts of interest with agenda items under discussion.
 - o If a conflict of interest is identified by an attendee, allow time for them to leave the room, log off or disco

- x When a resolution has been put forward, make sure that everyone understands what is being asked of them.
- x Keep a list of issues that are more appropriately discussed offline or at another meeting.
- x Remember to formally close the meeting, thanking all participants, including those attending remotely.
- x Most importantly, inject warmth, humour and fun into the meeting wherever appropriate .

After the meeting

It is always good practice for the chair to debrief regularly with management and support staff as soon as possible to maintain strong and trusting relationships, and ensure that meetings continue to be managed effectively .