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| Appendix D  **Governance Committee**  **Terms of Reference** |
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| PURPOSE The purpose of the Governance Committee (the "Committee") is to assist the Board of Directors (the "Board") of the Workplace Health, Safety and Compensation Commission of New Brunswick ("WorkSafeNB") in discharging its stewardship and oversight responsibilities relating to corporate governance, and the effectiveness and efficiency of the performance of the Board through the adoption of progressive governance practices (collectively, the "Purpose"). |
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| DUTIES AND RESPONSIBILITIES Subject to the powers of the Board, the Board assigns to the Committee the following duties and responsibilities to be performed by the Committee on behalf of the Board:  **Corporate Governance**  In respect of matters relating to Corporate Governance, the Committee shall:  monitor developments in the area of corporate governance;  annually review Policy 41-002 “Governance Statement – WorkSafeNB Board of Directors” and recommend changes and/or approval to the Board;  review and recommend to the Board an appropriate evaluation process for the Board, the Chair of the Board, Board Committees and individual directors;  review, monitor and make recommendations to the Board regarding Board member orientation and ongoing professional development;  annually review the Board’s skills matrix, and make revisions where and as needed;  recommend to the Board for approval an annual board professional development and education plan;  develop, update and approve its own processes in respect of recruitment and selection of Board members, including:  identifying and setting the skills and qualifications needed of each vacant position using the skills matrix;  determining and approving the form and substance of the application posting for each vacant position; and,  determining objective interview questions and the scoring and weighting of same.  identify, interview and recommend to the Board candidates to be nominated for appointment as members of the Board. In doing so, the Committee will consider:  competencies and skills that are necessary for the Board, as a whole, to possess, as set out in the Board matrix;  diversity of members, functional experience, personal skills, stakeholder perspectives and geographic background; and  competencies and skills that the Board considers each existing director to possess and that the Committee considers any new nominee to possess.  Consider and recommend to the Chair of the Board any new Board committees the Committee believes are appropriate;  develop Terms of Reference for any new committees established by the Board; and  consider and consult with the Chairperson of the Board regarding those directors it considers qualified for appointment for each Board committee. |
| **Legislative Stewardship**  In respect of matters relating to Legislative Stewardship, the Committee shall:  review and make recommendations to the Board on priorities for legislative and regulatory amendments.  In respect of the Committee’s affairs, the Committee will:  review and assess the adequacy of its Terms of Reference annually, requesting Board approval for proposed changes; and  evaluate both the Committee’s and individual members’ performance on a regular basis. |
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| DUTIES AND RESPONSIBILITIES Subject to the powers of the Board, the Board assigns to the Committee the following duties and responsibilities to be performed by the Committee on behalf of the Board: |
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| AUTHORITY The Committee in discharging its responsibilities shall have unrestricted access to members of management, employees, and relevant information it considers necessary to discharge its duties. It shall also have unrestricted access to records, data, and reports.  The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities as set out above, including the authority to select, retain, terminate, and approve the fees and other retention terms of experts or consultants, as it deems appropriate in accordance with its Purpose, without seeking approval of the Board. |
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| **DELEGATION TO SUBCOMMITTEE**  The Committee may, in its discretion, constitute and/or delegate its duties and responsibilities to a subcommittee of the Committee. |
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| COMPOSITION The Board will select and appoint members of the Committee. Appointments shall be made for up to two years and are renewable at the discretion of the Board. All efforts shall be made to ensure that the member’s terms, both primary and alternate, are staggered so as to ensure continuity of experience on the Committee. The Committee Chairperson presides over the committee meetings and reports committee actions to the Board.  The Committee membership shall consist of:  a Committee Chairperson selected by the Board who shall be a voting member of the Board but will not have voting authority at the Committee,  the President & Chief Executive Officer of WorkSafeNB, who shall be a non-voting member of the Committee;  a Board Member representative of employers and selected by the employer representatives on the Board who shall be a primary member of the Committee and who has voting authority;  a Board Member representative of workers and selected by the worker representatives on the Board who shall be a primary member of the Committee and who has voting authority;  a Board Member representative of employers and selected by the employer representatives on the Board who shall be an alternate member of the Committee and who shall have voting authority in the absence of the primary employer representative on the Committee;  a Board Member representative of workers and selected by the worker representatives on the Board who shall be an alternate member of the Committee and who shall have voting authority in the absence of the primary worker representative on the Committee; and,  to the extent not a Chairperson of the Committee, the Chairperson and the Vice-Chairperson of the Board, who shall each be a non-voting *ex officio* member of the Committee.  When making appointments to the Committee, consideration will be given to the needs of the Board as well as competencies which the Board may consider necessary to carry out the duties of the Committee.  The Committee Chairperson and members of the Committee shall hold office from the date of their appointment by the Board until they are removed or replaced by the Board or cease to be members of the Board.  The Chairperson of the Committee may designate, in writing to the Corporate Secretary, another Committee member to be Acting Chairperson of the Committee in their absence, where required. In exercising this designation, the Chairperson of the Committee may select either: (a) a consenting primary or alternate member of the committee, or (b) the Board Chair or Vice-Chairperson. In each instance, the Committee Chairperson shall ensure the Committee is maintaining fair representation among members representing workers and employers. |
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| PROCEDURES The Committee shall adhere to the following procedures:  **Work plan**: The Committee Chairperson, in consultation with the Board Chairperson and senior management, shall establish a work plan annually to ensure that the Committee responsibilities are scheduled to specific meeting agendas and dates.  **Meetings**: The Committee shall meet at least twice per calendar year or more frequently as the committee deems necessary. The Committee may also approve matters electronically in lieu of a meeting, in accordance with WorkSafeNB’s by-laws.  **Convening a Meeting**: The Committee Chairperson, in consultation with the two primary Committee members, will ordinarily convene any Committee meeting though any two members (the Chairperson or either of the two primary members) can require that a meeting be convened.  **Meeting Quorum**: One voting member, either the primary or alternate member, representing employers, and one voting member, either the primary or alternate member, representing workers shall, **t**ogether with the Committee Chairperson (or Acting Chairperson as the case may be), constitutes a quorum.  **Minutes**: Minutes shall be prepared by a recording secretary and presented to the Committee for its approval in accordance with applicable Board policy and procedure.  **Access to Officials**: The Committee shall have unrestricted access to officials of the organization as may be required to discharge their duties and responsibilities. |
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| VOTING The Committee shall make all reasonable efforts to render decisions on a consensus basis. Where a consensus is not possible between voting members, primary or alternate as required, and there is a tie vote at the committee, the matter shall be forwarded to the Board for debate and resolution. |
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| OPERATIONAL PRINCIPLES The Committee shall adhere to the following operational principles:  **Communications**: **The Committee** shall have direct, open and complete communication with management and staff of the organization.  **Work plan**: The Committee Chairperson, in consultation with senior management, shall establish a work plan to ensure that Committee responsibilities are scheduled to specific meeting agendas and dates.  **Meeting agenda**: The Committee Chairperson shall establish meeting agendas in consultation with Committee members, senior management.  **Information requirements**: The Committee shall establish and communicate its information requirements, which shall include the nature, extent and timing of required information. Information shall be provided to the Committee at least one week prior to the meeting.  **Preparation and attendance**: The Committee members have an obligation to prepare for and participate in Committee meetings.  **Orientation and training**: The Committee members shall receive formal orientation training on the purpose and mandate of the Committee and on corporate objectives. A process of continuing education shall be established. |
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| ACCOUNTABILITY The Committee shall cause a record of the committee meeting to be provided to the Board at the next Board meeting following the respective Committee meeting. |