



NBLASC Governance Committee Terms of Reference

1. General Purpose

The Governance Committee supports the NBLASC Board of Directors (the Board) in its efforts to continually improve the effectiveness and efficiency of its governance policies and practices, and provides fiduciary oversight of the Commission's overall operational policy framework and policy review process.

2. 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 its mandate.
- 2.1.2 Regularly reviews the Board's governance framework and policies, and advises the Board regarding best practices, areas for development, etcetera, and recommends changes, if required.
- 2.1.3 Ensures the establishment and annual review of the Board's code of conduct, conflict of interest and whistleblower policies to ensure currency and effectiveness, and to address any issues or concerns.
- 2.1.4 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.

2.2 Board Composition and Succession Planning

- 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 NBLASC; an Equity, Diversity and Inclusion lens and commitment; and other Board stewardship responsibilities as iterated in 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 Director terms and oversees the Board process for filling upcoming vacancies.



- 2.2.4 Supports the Board Chair in proactively working with Government with regard to the NBLASC's Board succession plan to ensure the orderly and effective replacement of Directors in order to optimize the governance of the Commission.

2.3 Orientation and Professional Development

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

2.4 Board and Director Evaluation

- 2.4.1 Assists and supports the annual review processes for evaluating the effectiveness of the Board, Committees, Board Chair, Committee Chairs and Directors.
- 2.4.2 Recommends to the Board the annual review processes for the above areas of evaluation.
- 2.4.3 Recommends meeting evaluation processes to the Board.

2.5 Communications and Disclosure

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

2.6 Director Compensation

- 2.6.1 Studies and proposes to the Board any changes in the remuneration and reasonable expenses to be paid to Directors (subject to approval by the Lieutenant Governor in Council).

2.7 Operational Policy Framework and Policy Review Process

- 2.7.1 Annually reviews the Commission's overall operational policy framework and policy review process to ensure that necessary policies are in place and that these policies are being reviewed on a regular basis for currency, effectiveness and adherence to legislative requirements, and reports to the Board accordingly.



3. Membership and Quorum

- 3.1 Members of this Committee are independent of management and have no direct or indirect material relationship with the Commission.
- 3.2 The Committee has a minimum of three (3) members, including the Committee Chair.
- 3.3 A quorum for Committee meetings consists of a majority (2) of voting members of the Committee.
- 3.4 The Chair of the Governance Committee is not the Chair of the Board.
- 3.5 The Board Chair, or alternately the Vice-Chair, is an ex-officio member of the Committee, but does not count in meeting requirements for a quorum.
- 3.6 The Executive Director 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 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 immediately before and/or after the Committee meetings. These sessions are structured by the Committee Chair and are limited to Board Members, unless employee presence is requested.

5. Other

The Governance Committee:

- 5.1 Annually reviews the Governance Committee Terms of Reference to ensure they meet the current requirements of the Board.
- 5.2 Presents revised Governance Committee Terms of Reference to the Board of Governors for approval.
- 5.3 Annually assesses the Governance Committee's performance in carrying out its duties.



- 5.4 Reports regularly to the Board, through the Committee Chair, the results of the Governance Committee activities in such a 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 Suggests, if required, the engagement of independent consultants to assist the Committee with its duties, subject to budgetary approval by the Board.
- 5.7 Is supported in its work by the Executive Director and others designated by the Executive Director.

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