

Saskatchewan Apprenticeship and Trade Certification Commission

Governance Committee Terms of Reference

1) Purpose

Pursuant to Section 43 (1)(g)(h)*The Apprenticeship and Trade Certification Act, 1999,* the SATCC Governance Committee shall be a standing committee of the Board of Directors and assist the Board by providing guidance and advice in relation to board governance, processes, policies and principles.

2) Membership

- a) Members of the Committee shall be appointed by resolution of the Board and shall consist of not less than 3 and not more than 6 members of the Board, reflecting the industry and stakeholder balance of the Board.
- b) The Board shall appoint members to the Committee for a three year term.
- c) The Committee Chair shall be appointed by the Committee on an annual basis.
- d) The Commission Board Chair and Vice-Chair may attend meetings of the Committee, at their discretion.
- e) Members of the Committee shall continue to be members until a successor is appointed, unless the member resigns, is removed by Board resolution or ceases to be a member of the Board.

3) Responsibilities

The Governance Committee shall have the following general duties and responsibilities for governance of the SATCC.

- a) The Committee Chair job description, which outlines the duties of the position, is attached in Appendix 1.
- b) Monitor the adequacy of approved board policies, and recommend revisions and new policies for Board approval, as required.
- c) Develop an annual Governance Committee work plan/calendar of activities.
- d) Lead the Board and Board member evaluation process.
- e) Provide processes, procedures and tools for guiding the board in evaluating its practices and processes against established measures of good governance.
- f) Review and recommend opportunities for appropriate director training and development.
- g) Review the Board and all Committees' Terms of Reference every two years and recommend amendments to the Committees and Board.
- h) Establish procedures for effective Board and Committee meetings.
- i) Carry out any other responsibilities as assigned by the Board from time to time.

4) Meetings

- a) The Committee shall meet at least twice a year or at the call of the Chair.
- b) A quorum shall be half the Committee members.
- c) Reasonable notice, preferably seven (7) calendar days before the meeting, shall be given in writing, to each member of the Committee.
- d) The Agenda and associated material shall be sent to each member of the Committee prior to the time for such meeting, preferably seven (7) calendar days.
- e) A Committee member may in any manner waive a notice of meeting. Attendance of a Committee member at the meeting is a waiver of notice of the meeting, except where a Committee member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not properly called.
- f) The Committee shall have the right to determine which non-Committee members shall and shall not be present at any part of the meetings of the Committee, and may hold in-camera sessions.

5) Decision Making

All decisions of the Governance Committee will be based on the SATCC Consensus Model (see Appendix 2)

6) Reporting

- a) The Commission shall provide staff support to the Committee and staff shall act as recording secretary.
- b) The minutes shall include an outline of items discussed, proposed recommendations and action items for the SATCC Board of Directors.
- c) Following Committee approval, the minutes of the Committee meeting shall be submitted to the SATCC Board of Directors for information.

7) Confidentiality

All deliberations of the Governance Committee, including all records, material and information shall be considered confidential. Committee members shall maintain the confidentiality of such deliberations, and shall safeguard such records, material and information from improper access.

8) Review History

Board Approval dates: January 22, 2020; November 29, 2017;

December 16, 2015; February 27, 2013; and

January 26, 2011

Last Committee review: January 8, 2020 Next scheduled review: January 2022

Appendix 1

Job Description

Position: Committee Chair

Time Commitment: Four hours every two months (meetings and

meeting prep)

Term: One year term, renewable annually, no term

limit

Authority The Committee Chair is elected each year as set out in each

Committee's Terms of Reference. The Terms of Reference are approved by the Saskatchewan Apprenticeship and Trade Certification

(SATCC) Board of Directors.

Accountability The Committee Chair is accountable to the Committee members and

the Board of Directors of the SATCC for their performance.

Responsibility The Committee Chair is responsible for the effective functioning of the

Committee and ensuring the Committee fulfils its responsibilities as

outlined in the Committee's Terms of Reference.

In addition, the Committee Chair has the following responsibilities:

- The Committee Chair shall preside at all Committee meetings (e.g. ruling, recognizing);
- The Committee Chair shall be responsible for establishing the agenda for Committee meetings. The Committee Chair shall accept requests from Committee members for items to be included on the Committee agenda; and
- The Committee Chair shall ensure that the Committee discusses those topics which, according to Committee Terms of Reference are within the purview of the Committee, as delegated by the Board.

Qualifications The Committee Chair must have:

- A commitment to, and a clear understanding of the mission of the organization;
- Knowledge of meeting procedures, governance policies and SATCC Legislation; and
- Sufficient time to devote to his/her responsibilities.

Evaluation The Board has implemented a system for evaluating the Board

Committee Chair.



