

9. Governance and HR Committee Terms of Reference

Purpose

The Governance and HR Committee (Committee) is established to inform and enhance the Board's approach to the oversight of the Program's governance, leadership and human resource structures and oversee the relationships and communication between the Program and The City of Calgary Departments and Business Units.

Composition

The Committee is composed of at least three Board members determined by the Board, with one designated as Chair. In addition, the Board Chair is an *ex officio* member of the Committee, and if present at a Committee meeting, has all of the rights and privileges of other members of the Committee.¹

Frequency of Meetings

The Committee meets quarterly and as many other times as the Committee Chair determines is necessary.

Responsibilities

The Committee has the following responsibilities:

Board Governance

1. Review and advise the Board on:
 - a. Any recommended changes to the Governance Manual and related policies.
 - b. The content and implementation of programs for new Board member orientation and ongoing Board member professional development.
 - c. Processes for evaluating the effectiveness of Board meetings and the Board, Board Chair, Vice Chair, Board members, and Board Secretariat.
 - d. Any recommended changes to the Board's composition.
 - e. Appointments of members to Committees.
 - f. Relationships with Program funding partners (City of Calgary, Province of Alberta, Government of Canada), as reported to the Committee by the CEO.

¹Section 14.1 of the GL Bylaw.

2. Support the annual review processes to evaluate the Board, Board Chair, Vice Chair, Board members and Board Secretariat.
3. Review and advise the Board on the adequacy of insurance coverage, indemnifications and compliance with the City's insurance and indemnification policies for Board members.
4. Annually review remuneration for the Board Chair, the Vice-Chair, and Board members, including for Board members acting as Committee chairs, and make recommendations to Council as appropriate.²
5. Oversee and ensure compliance with the Code of Conduct (including the reporting and management of any conflicts of interest with respect to Board members).
6. Oversee annual training for Board members.

Compliance and Reporting

1. Review regular reports from the CEO on:
 - a. An assessment of whether Program contracts, including the Trade Agreements, Funding Agreements, Project Agreements and other agreements, are being adhered to in accordance with applicable contractual terms and laws.
 - b. Whether Program policies and applicable Council and City policies are being complied with, including conflict of interest, whistleblower, and procurement policies.
 - c. Program structure, staffing, and overall management of the Program team.
 - d. The effectiveness of the relationship, communications, and resolution of conflicts between the Program team and The City of Calgary Departments or Business Units.
 - e. Whistleblower reports, as received by the CEO, on a quarterly basis.
 - f. Completion of annual training for the Program team on Code of Conduct and safety and security (including cyber-security) matters.
2. Advise whether exceptions, modifications or supplemental policies may be needed to City administrative policies to allow for successful Delivery of the Program.
3. Oversee the implementation of the Conflict of Interest Protocol for procurement processes (the "Protocol"), as follows:
 - a. Receive copies of conflict of interest matter determinations and copies of any reconsideration determinations from the conflict of interest adjudicator (the "Adjudicator").

² Section 29, GL Bylaw.

- b.** Oversee the process followed by the Adjudicator in arriving at a reconsideration determination, such as whether the Adjudicator:
 - i. followed the process described in the Protocol,
 - ii. considered the relevant information received in relation to the conflict of interest matter (including information from the original requester and the Program team), and
 - iii. made the determination in a fair and consistent manner, having regard to previous determinations with similar facts and issues.
- c.** Request and receive legal advice from the City Solicitor or her delegate, the Manager, Legal Services – Green Line, or The City’s external counsel as may be required during the course of the Committee’s oversight role.
- d.** Meet with the Adjudicator as required at the discretion of the Committee during the course of the Committee’s oversight role.
- e.** Consider reconsideration determinations in a timely manner (having regard to the nature of the issues raised in the request for reconsideration) as part of its regularly scheduled meetings, and in exceptional circumstances, the Chair may call an ad hoc meeting to consider an urgent reconsideration determination.
- f.** In consultation with the Chair of the Board, refer the matter to the Board for final resolution if the Committee determines the reconsideration determination requires further review and consideration.

Human Resources

- 1.** Advise the Board on and assist the Board with:
 - a.** The development of the CEO’s annual goals and objectives.
 - b.** The CEO’s annual performance review.
 - c.** The development of a succession plan to respond to an unplanned situation which requires an immediate replacement of the CEO and the Program Senior Executives.
 - d.** The compensation structure, recruitment process, evaluation criteria and related policies for the Program team and the appropriateness thereof for the successful Delivery of the Program.³
 - e.** The structure and composition of the Program team.
 - f.** The determination of the CEO’s remuneration.

³ Section 24 of the GL Bylaw.

2. Support the Board’s review of significant organizational changes for the Board and assist the Board as needed with respect to the hire or replacement of the CEO and the Program Senior Executives.
3. Review the results of any survey, reports, and other methods to measure the health, engagement, and integrity of the culture of the Program team.

Independent Oversight

1. Review and advise the Board on the need for the retention of independent subject matter experts, consultants or other advisors in accordance with the Trade Agreements, Funding Agreements and the Program’s procurement policies⁴ to provide independent and objective advice and recommendations related to the effectiveness of the Board’s governance of the Program and its relationship with all governance parties.

Policy Oversight

Oversee the following organizational documents and/or policies:

1. Governance Manual and related documents.
2. CEO Succession Plan.

Other Responsibilities

1. Review such other matters that the Committee or the Board deems advisable or timely.

⁴ *The Trade Agreements and Funding Agreements prohibit sole/single sourcing of any advisors, regardless of the anticipated budget for such advisors.*