



CALGARY PARKING AUTHORITY GOVERNANCE COMMITTEE TERMS OF REFERENCE

The Governance Committee (“the Committee”) of the Board of Directors (“the Board”) of the Calgary Parking Authority (the “Authority”) will have the oversight responsibility, authority and specific duties as described below.

Introduction

The purpose of the Governance Committee is to ensure that the Board fulfils its legal, ethical, and functional responsibilities through adequate governance and internal operations oversight.

Membership

The Governance Committee shall consist of three (3) or five (5) Directors.

Terms of Office

The Governance Committee term of office shall be 1 year. Renewal for a term of office shall be conditional on performance and the Chair’s recommendation. Reappoint Committees annually.

Committee Meetings

The Governance Committee shall document an annual work plan outlining the work they will undertake in the context of their duties and responsibilities and schedule meetings for the year based on the work plan. Committees closed to the public.

Records and Committee Output

The Governance Committee shall report regularly and appropriately (verbal or written) on their activities, recommendations and conclusions to the full board in the context of the Committee’s annual work plan. Written minutes of Committee meetings and reports shall be maintained and provided to the full Board. Summary notes to the Board.

Power and Authority

The Governance Committee shall not have the power to obligate the Authority to any financial outlay or to commit it to any contract, agreement or other arrangement unless specifically authorized by the Board.

Quorum

A majority of the members of the Governance Committee present, shall constitute a quorum at the meeting.



CALGARY PARKING AUTHORITY GOVERNANCE COMMITTEE TERMS OF REFERENCE

Duties and Responsibilities

The Board delegates the following responsibilities to the Governance Committee which acts in an advisory capacity to the Board on these matters.

1. Governance

- a) Annually review Board processes and recommend changes to the Board where appropriate. This includes but would not be limited to the following:
 - i. the strategic direction setting processes and the monitoring of performance of the organization;
 - ii. adequate number and duration of Board meetings;
 - iii. the appropriateness of the annual schedule for regular agenda items for Board meetings; and
 - iv. the appropriateness of the information provided to directors both before and during Board meetings.
- b) Ensure that all directors receive an appropriate orientation to the Board and to the organization, and ongoing training designed to enhance their capability to carry out their responsibilities on the Board effectively.
- c) Maintain a summary of legislation and other governance developments affecting the duties and responsibilities of directors, and ensure the Board is apprised of any pertinent changes.
- d) Recommend for Board approval, maintain and evaluate the Board manual of Board policies and codes whereby the Board sets the standards for its own behaviour and conduct.
- e) Review and approve any annual regulatory or voluntary disclosure of governance compliance.

2. Board and Committee Structure and Appointments

- a) Annually review the scope, duties and responsibilities of the Board, Board Chair and Board committees and recommend any changes where advisable.
- b) Recommend the establishment or disbanding of Board committees.
- c) Oversee the organization's membership nomination process.
- d) Develop a transparent process (including criteria, desired expertise, etc.) and use the process to solicit director interest and to recommend candidates for Board committee and committee Chair vacancies.
- e) Make recommendations, when appropriate, of candidates for appointment to the office of Board Chair.



CALGARY PARKING AUTHORITY GOVERNANCE COMMITTEE TERMS OF REFERENCE

- f) Consider Board succession, where possible, taking into consideration the desired composition of the Board; the strengths, skills and experience of current directors; expected retirement dates; and the strategic direction of the organization, and communicate with delegates and members through appropriate channels.
- g) Advise the Board/identify when an issue of conflict or potential conflict arises which may result in the need for a director to abstain from Board discussion and decision making, or in the tendering of a resignation by a director.

3. Board Performance and Compensation/Expenses

- a) Establish and manage a process whereby the Board and relevant others (e.g., management, members) may (annually) review the performance of various components of the Board, (e.g., the Board as a whole, Board committees, the Board Chair, committee Chairs and individual directors) against expectations the Board has set for itself and its directors via Board policies, objectives, codes of conduct, conflict of interest, and so on.
- b) Report the results of the annual performance review of the Board to the Board directors and assist the Board to decide improvements and carry them out.
- c) Annually review director remuneration, if any, and recommend changes if required.

4. Other

- a) Review and make recommendations on functional and operational matters relating to the Board, such as the requirement for Board meetings without management present.
- b) Monitor the quality of the relationship between management and the Board and recommend improvements deemed necessary or advisable.
- c) Annually review directors' and officers' third party liability insurance coverage and make suitable recommendations to the Board

Code of Conduct

The Governance Committee shall be responsible for the development of a Code of Conduct for those charged with the governance of the Authority and shall monitor compliance for reporting to the Board in respect of same.