



TERMS OF REFERENCE

BOARD STANDING COMMITTEE ON GOVERNANCE & HUMAN RESOURCES

1. Committee Purpose

To serve as the focal point for UNA Board consideration of UNA policies and programs related to governance of the UNA, and related to Human Resources policies and practices.

2. Committee Mandate

2.1. The Committee's mandate with respect to **governance** is to:

- As directed by the Board review the overall governance structure on a regular basis, identifying any areas of concern and recommending changes to the UNA Board as appropriate based on good governance practices;
- As appropriate, and subject to guidance from the Board, to liaise with UBC on matters related to the above;
- Act as a forum for discussions with Community Advisory Committees and Working Groups, with particular reference to the Community Engagement Committee.
- Review the skills and experience of Board members to identify ongoing needs with respect to training and orientation;
- Review these terms of reference on an annual basis and recommend changes to the UNA Board as appropriate.

2.1 The Committee's mandate with respect to **Human Resources** is to:

- Review and forward to the Board - with recommendations for approval or amendment - any human resources policies, recruitment practices, compensation schedules, benefits packages or other reports submitted to them by the Chief Administrative Officer for review;
- Coordinate with the Board the annual performance evaluation of the Chief Administrative Officer.

2.2. The Committee is an advisory committee to the Board; it does not have decision making authority.

3. Committee Composition

The Committee will be comprised of the Board Chair and up to two Directors, as recommended by the Board Chair to the Board for approval. The Committee may from time-to-time invite a



UBC Member to meet with the committee. The Chief Administrative Officer or designate will act as the staff liaison.

4. Chair

The Committee Chair will be selected by the Board from among the Directors. The Board will also appoint a Vice-Chair from among the Directors appointed to the Committee to fill in when the Committee Chair is absent.

5. Length of Term

The Board Chair will review committee membership on an annual basis and make recommendations to the Board for changes, as appropriate.

6. Reporting

A report from the Committee will be a standing item on the Board Agenda, and the Committee Chair will report to the Board with an update on the Committee's activities.

7. Meeting Procedures:

7.1. Rules of Procedure:

- The Committee will generally conduct its business in accordance with the "Board Procedures Policy" used by the UNA Board of Directors and in accordance with UNA bylaws. In those cases where the Board Procedures Policy does not apply or address an issue, the Committee will rely on Robert's Rules of Order.
- In the Committee Chair's absence, the Vice Chair will conduct the meeting and liaise with the Committee Chair to ensure the minutes are reported to the Board.
- Committee meetings will be closed.

7.2 Agendas

- The Committee Chair will set the agenda in consultation with the Chief Administrative Officer, conduct the meetings, and ensure the minutes are recorded and reported to the Board.
- The Committee Chair will ensure the agenda is forwarded to Committee members at least three days before the meeting.
- The Committee Chair will review the draft minutes, and final minutes incorporating revisions and corrections will be approved by the Committee at the next meeting.

7.3 Meeting Frequency:

The Committee will meet at least every second month. Additional meetings will be scheduled at the call of the Committee Chair.



8. Committee Operations:

8.1. Staff Support:

8.1.1. Administrative:

Administrative support will be assigned to the Committee for purposes of assisting the Committee Chair with agendas and to attend the Committee meetings to record the meeting minutes.

8.1.2. Staff Liaison and Professional / Technical Support:

A staff member will be assigned to the Committee to act as a liaison between the Committee and Administration, and provide technical support.

9. Community Consultation and Engagement

Unless it is explicitly requested by or approved by the Board, the Committee will not become involved in community consultation exercises, town hall meetings, “public hearings”, or similar activities. However, the Committee should take the opportunity to hear from residents who wish to speak to them on a specific issue.

10. Work Programs and Budgets

If the Committee requires resources such as staff or budget, the budget must be approved in advance by the Board, which will require submission of a work program and budget estimate for the project.

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