

APPENDIX 'C' TO REPORT PSB 25-022



Governance Committee Terms of Reference

1. Legislative Reference / Authority

Community Safety and Policing Act, 2019, Section 42

2. Membership and Committee Procedures

- a. The Governance Committee shall be comprised of 2-3 (~~two~~three) members appointed by the Board.
- b. The Board Chair shall be an ex-officio voting member of the Governance Committee.
- c. The Governance Committee Chair shall be elected at the Committee's first meeting of the year.
- d. Support for the Governance Committee will be provided by the ~~Administrative-Executive~~ Director.
- e. The Governance Committee shall operate in a manner consistent with the provisions of the Board's Procedural By-law.
- f. The Governance Committee shall meet at the call of the Committee Chair, and the Chair will do their best to accommodate member schedules when calling meetings. The ~~Administrative-Executive~~ Director shall consult with the Committee Chair on the development of agendas, be responsible for preparing and distributing agenda packages and maintaining records of meetings.
- g. The Governance Committee may invite outside parties as may be deemed desirable to attend meetings and assist in the discussion and consideration of the business of the committee.
- h. When applicable, the ~~The~~ ~~Administrative-Executive~~ Director will prepare and circulate ~~all~~ upcoming Governance Committee reports and recommendations in advance of each committee meeting to gather and compile feedback from members. These revised reports and recommendations will be brought forward to the next committee meeting for member consideration.

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3. Mandate

The Governance Committee assists the Board in fulfilling its obligations under the Act to prioritize and focus on governance and policies. The Committee places an emphasis on governance best practices by preparing research and recommendations to the Board after consultation with governance and policy experts, police and police board organizations, other government agencies as well as collaborating closely with Big 12 Police Service Board colleagues. The Governance Committee shall:

- a. Review and monitor legislative requirements identifying the need for new policies;
- b. Develop and recommend new policies, procedures and tools to enhance the performance of the Board and the Police Service;
- c. Ensure all policies are reviewed on a consistent and timely basis;
- d. Discuss Board oversight such as strategic direction, succession planning, risk management and leadership;
- e. Prior to vacancies occurring on the Board, assess the compositions and skillset of the Board and make recommendations to the appropriate appointing body regarding the qualities and skills required to achieve the collective skillset required by the Board;
- f. Provide input into Board orientation and ongoing development needs;
- g. Undertake other corporate governance initiatives that may be necessary to contribute to the success of the Board and Service; and
- h. Track and prioritize governance-related initiatives.

4. Reporting

The Governance Committee Chair will provide a report to the Board following each of its meetings.

5. Accountability

The Governance Committee shall review its mandate at least once every three (3) years and make recommendations to the Board as required. The **Administrative Executive** Director shall keep a record of the Governance Committee's meetings and the records shall be available to all Board members and the public, unless confidential.

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