



Board Support
Terms of Reference

Governance Committee

Purpose

The purpose of the CHCPBC Governance Committee (the Committee) is to ensure that the College's governance framework is effective in supporting the College's mandate. More specifically, the Committee helps the Board assess its own effectiveness, composition and development as well as that of its committees. The Committee also supports the Board and staff if there are specific issues that need attention.

Authority

The Committee is established by section 19(1)(t) of the Health Professions Act, RSBC 1996, c 183 (the HPA) and Bylaw 4.1. The Committee derives its authority from the HPA, the Bylaws and any additional authority delegated to the Committee from the Board.

Responsibilities of the Committee

The Committee has the responsibility to:

- (a) review and recommend competencies necessary or desirable for persons to be:
 - i. elected to the Board or to Board chair or Board vice chair positions;
 - ii. appointed to committees, working groups, task forces and related entities and as chair or vice chair of such entities.
- (b) identify any Board composition or competency gaps and make recommendations to the Board, Nomination Advisory Group and Registrar in relation to any nomination for Board election, including communications seeking nominees;
- (c) establish mechanisms that prioritize new members who have cultural safety, humility, and anti-racism knowledge, skills, and capacity;
- (d) review and make recommendations to ensure the College's governance framework and practices advance anti-racism, supports the eradication of Indigenous-specific racism in the health-care system, and integrates cultural safety and humility into the College's practices;



- (e) oversee and report to the Board on Board, Board member, committee, and committee member evaluations;
- (f) oversee and make Board recommendations in relation to committee appointments;
- (g) oversee and report to the Board in relation to Board member orientation and education, including oversight of the creation and implementation of a consistent and structured unlearning plan for all Board and committee members to build capacity in cultural safety, cultural humility and anti-racism over time.
- (h) review and provide Board recommendations in relation to Board policy and governance documentation, and ensure the elimination of Indigenous-specific racism from the written components of health regulatory governance;
- (i) advise the Board in relation to governance issues including governance risk management issues; and
- (j) at least every two years, review and assess the Committee's terms of reference and make any recommendations to the Board deemed appropriate.

Everything the Committee does must comply with the HPA, the *Freedom of Information and Protection of Privacy Act*, RSBC 1996, c 165 (FIPPA), the bylaws, any applicable Board policies, and the principles of administrative law.

Committee Membership

Recruitment and appointment

The Governance Committee recommends a composition matrix to the Board for each College committee. This matrix identifies the ideal collection of skills, backgrounds, and experience for each College committee and includes individual and collective commitment and capacity in cultural safety, cultural humility, and Indigenous-specific anti-racism.

When a vacancy needs to be filled, the Governance Committee will, in consultation with staff, the Committee chair and the Board chair, compare current Committee competencies, backgrounds and experience against the competency matrix for the Committee and identify and prioritize needs to be filled. These prioritized needs will support the recruitment and assessment of potential candidates for the Committee. When considering committee and Board composition, the Governance Committee will ensure there is a minimum expectation of two Indigenous members in every setting.

Appointments will be made by the Board with consideration given to the recommendation of the Governance Committee. As the Governance Committee will be recommending candidates for appointment to its own Committee, it may wish to provide a number of options to the Board for its consideration instead of a single recommendation. In certain cases, the Board may make appointments directly. The Board will designate the Committee chair and vice chair from among the Committee members.



Composition

The Committee will consist of at least three and no more than five members. There must be at least one public Board member and at least one registrant Board member or elected Board member. If there are significant gaps in expertise as set out in the composition matrix, the Board may appoint an external person to be a member of the Committee. Remaining members are at the discretion of the Board in consultation with staff, the Governance Committee chair and may or may not be Board members.

Terms of Office

Although the bylaws allow for three-year terms, the Board, in practice, appoints members to this Committee for a one-year term to allow for flexibility and annual reassessment of Board member responsibilities. Committee members may be reappointed to the Committee but may not serve as a Committee member for more than six consecutive years. A person who completes six consecutive years on the Committee will be ineligible for reappointment until three years have elapsed since the end of their service.

The term of office for the chair and vice chair is one year, renewable by the Board.

Compensation

Compensation for Committee members' time will be paid in accordance with the *Policy - Board and Committee Compensation (Honoraria)*.

Responsibilities of All Committee Members

Expectations of all Committee Members are set out in the *Board and Committee Code of Conduct*. All Committee members have a responsibility on an annual basis to read and sign the *Confirmation of Understanding and Acceptance of the Code*, and to always comply with the expectations set out within it.

Responsibilities of the Committee Chair

In addition to the general responsibilities of Committee members, the role of the chair includes:

- setting meeting dates in consultation with the Committee members and staff;
- developing and/or approving the agenda in consultation with staff;
- encouraging and maintaining a culturally safe environment for any Indigenous members and Indigenous participants;
- creating an agile mechanism to raise harm alarms and identify/untie colonial knots;
- taking a believing stance when Indigenous Committee members raise concern or comment and expecting the same of other Committee members;
- committing to mounting a timely and active response when an issue of Indigenous-



- specific racism is raised;
- presiding at and conducting all Committee meetings in a manner that promotes meaningful discussion and rational, defensible decisions and/or recommendations;
- being aware of and facilitating meetings in accordance with principles of Indigenous cultural safety including when relevant any local First Nations customs, laws or protocols, and any other guidelines set out by the Board or Committee (e.g., Committee Meeting Guidelines);
- encouraging Committee member participation in discussion;
- using facilitator, coaching, and other interpersonal skills to ensure meaningful discussions occur;
- encouraging meeting attendance, including speaking with Committee members not attending;
- facilitating and coordinating Committee and Committee member evaluations when required;
- monitoring Committee member compliance with *the Board and Committee Code of Conduct*;
- ensuring relevant Board directives are followed; and
- ensuring timely communication with the Board on extraordinary situations as they occur, including any concerns with the functioning of the Committee.

Responsibilities of the Committee Vice Chair

In addition to the general responsibilities of Committee members, the vice chair will assist and support the chair in the execution of their responsibilities as determined by the chair and will assume the responsibilities of the chair if the chair is unable to for any reason.

Committee Meetings

Frequency

The frequency of Committee meetings will be determined by the Committee chair in consultation with staff but is estimated to be quarterly. Members can expect to review meeting-related materials both prior to and following each meeting.

Method of Meeting

The Committee may meet and conduct business in person, by telephone, by videoconference or in a hybrid manner.

Voting

Each Committee member has one vote. Committee decisions will ideally be achieved through consensus whenever possible. Should consensus not be reached, a vote will be



held. Decisions are made by majority vote and can be made by email if quorum requirements are met.

Attendance

Committee members are expected to participate actively and regularly in Committee meetings. If a Committee member is absent for three consecutive meetings or is absent on a regular basis, the Committee chair will discuss the absence with the Committee member and determine whether it is appropriate for the Committee member to resign.

Quorum

A majority of Committee members constitutes quorum, as long as at least one member in attendance is a public Board member.

Minutes

It is the responsibility of the chair to ensure that minutes are taken at each meeting of the Committee, retained on file, and approved. In practice, the chair delegates the responsibility of note taking and retention to support staff.

Resourcing and Staff Liaison

The Committee will be supported by one or more members of staff, as determined by the Registrar. The Committee may engage outside cultural, legal or other professional advice, in accordance with budget allocation.

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