



## GOVERNANCE COMMITTEE

April 27, 2017  
1:00 – 2:00

### LOCATION OF MEETING:

Crawford Lake CA, Deer Clan Longhouse  
3115 Conservation Road, Milton

### AGENDA GC 01 17

	Page
1.0 <b>Consent Items:</b>	
1.1 Roll Call & Mileage	
1.2 Acceptance of Agenda as distributed	
1.3 Acceptance of Revised Governance Committee Minutes dated November 22, 2016	
1.4 Committee Membership, Briefing Memo	1
2.0 <b>Action Items</b>	
2.1 Election of Chair	
2.2 Approval of the Terms of Reference for: CAO Review Committee, Finance & Audit Committee and Governance Committee	2-4
2.3 Draft Workplan for the Board of Directors: identifying key board considerations and actions for the year – verbal presentation.	
2.4 Update on Board Survey - verbal	
3.0 <b>Other Business</b>	
4.0 <b>Adjournment</b>	



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## Memo

**To:** Governance Committee

**From:** Patricia Vickers  
905.336.1158 x 2236; [pvickers@hrca.on.ca](mailto:pvickers@hrca.on.ca)

**Date:** April 27, 2017

**Subject:** Committee Membership

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This is a follow up to the Memo for the Board of Directors on March 23, 2017 requesting members to advise if they wish to make a change to the current Committee they sit on.

For your information, as of April 27, 2017, this is the representation on the Committees:

### Finance & Audit

Rob Burton (Chair)  
Cathy Duddeck  
Rob Duvall  
Moya Johnson (Vice Chair)  
Jim Sweetlove

### Governance

John Vice (Chair)  
Joanne Di Maio  
Cathy Duddeck  
Jim Sweetlove  
Jean Williams

### CAO Compensation

Gerry Smallegange (Chair)  
Rob Burton  
Mike Cluett  
Cathy Duddeck  
Moya Johnson  
John Vice

With the dissolution of the Strategy and Communications committees, the following members are not currently sitting on a committee:

Dave Gittings  
Stephen Gilmour  
Sue McFadden  
Ed Wells  
Allan Elgar  
Gord Krantz  
Bryan Lewis  
Marianne Meed Ward

## Draft TERMS OF REFERENCE

### CAO Compensation Committee

#### **Purpose:**

The purpose of the Compensation Committee is to advise the Conservation Halton Board of Directors on recommendations on the compensation for the CAO on an annual basis following a successful performance appraisal by the Chair.

#### **Mandate:**

The Committee will review CAO compensation to ensure it is in line with the external market, and remains competitive as a retention and motivation tool for performance and will make recommendations to the Board.

The committee will provide coaching resources and support for the CAO to ensure deliverables can be met. The committee can provide a resource for the CAO to help provide feedback and suggestions for the annual work plan.

To fulfill any other duties as assigned by the Board of Directors of Conservation Halton

#### **Frequency of Meetings:**

The committee will meet a minimum of 3 times annually:

- a. At the beginning of each new year, by the end of January.
- b. Mid-year review, by the end of June
- c. End of year, by end of November

#### **Staff Support:**

The Senior Director – People, Performance & Culture will act as an advisor and resource to the Committee, accountable for all records and documentation and ensuring consistency and compliance with Conservation Halton's policies and procedures.

#### **Membership:**

6 members : Chair, Vice Chair and 4 members representative of the Board composition

**Draft TERMS OF REFERENCE**  
**Finance and Audit Advisory Committee**

*Introductory Statement*

The purpose of the Finance and Audit Advisory Committee is to advise the Conservation Halton Board of Directors on the appropriate policies in the areas of finance and financial management.

The Finance and Audit Committee will operate in accordance with the approved Terms of Reference and provide recommendations to the Board of Directors of Conservation Halton.

*Terms of Reference*

1. To review the annual budget and long term budget forecast for Conservation Halton.
2. To review, annual audited financial statements and auditors' report and make applicable recommendations to the Board of Directors of Conservation Halton.
3. To establishing and regularly review guiding principles and policies related to budget, purchasing and other financial matters.
4. To fulfill any other duties as assigned by the Board of Directors of Conservation Halton.



## Draft TERMS OF REFERENCE

### Governance Committee

#### *Introductory Statement*

The purpose of the Governance Committee is to advise the Conservation Halton Board of Directors on the appropriate policies and bylaws in the areas of governance of the Board

The Governance Committee will operate in accordance with the approved Terms of Reference and provide recommendations to the Board of Directors of Conservation Halton.

#### *Terms of Reference*

1. To recommend and regularly review, at a minimum on an annual basis, guiding principles, policies and bylaws related to Conservation Halton's Board of Directors and Committees and any amendments thereto.
2. The Governance Committee will approve the Finance and Audit Committee and the CAO Review Committee Terms of Reference.
3. To establish and conduct a Board evaluation process on an annual basis.
4. To fulfill any other duties as assigned by the Board of Directors of Conservation Halton