



Alberta Construction
Safety Association

Governance and HR Committee Terms of Reference

Board Approved: May 6, 2022

Governance and HR Committee Reviewed:
September 15, 2021

Authority

The Governance and HR Committee is established by the Board of Directors and reports to the Board.

- The Governance and HR Committee Chair is elected by the Board.
- Committee Members are appointed by the Board.
- The Governance and HR Committee Chair reports to the Board.
- The Governance and HR Committee Chair is a member of the Executive Committee and the Finance and Risk Committee

Responsibilities

The Governance and HR Committee has been established by the Board of Directors to optimize Board governance practices and processes of the ACSA. Specifically, the Governance and HR Committee has been delegated the following responsibilities of the Board of Directors.

Board Development

- Oversee the Board's competency model and continued development.
- In the spirit of continued improvement, monitor and ensure that Directors are making meaningful contributions to the Board; foster an environment of growth and development.
- Carry out an annual review and evaluation of the Board of Directors.
- Based on the findings and conclusions of Board evaluation data and other points of information, develop and implement an annual Governance Improvement Plan.
 - Through this plan, oversee the Board's competency model, recruitment, and orientation needs.

Board Orientation

- Oversee and direct the Board's orientation process and approach.
- Provide oversight to the Board orientation process and outcomes.
- Carry out the Board orientation (or sections of it).

Strategy Process:

- Provide oversight of and direction to the Board's strategy process (consistent with the strategy process defined in the Board Charter).
- Translate the Board's direction into a continuous strategy/strategic management process.
- Oversee management's work relative to the strategy development process.

Stakeholder Engagement

- Direct and monitor the performance of ACSA stakeholder engagement/outreach strategies.
- Ensure the Board and Management operates with current understanding of the stakeholder environment.
- Oversee Management's development of a stakeholder engagement model, plan, calendar, and process.

Bylaw Review and Modernization

- Review Bylaws for accuracy every three years.

Policy:

- Establish policy to guide governance related policies; oversee and support the Board's policy development role.
- Complete an annual review of governance policies.
 - For the first year of this committee's work, this effort will focus on building the inventory of policies and completing a gap assessment to determine what governance policies are required.
- Develop recommendations for new/changed policies.

Other Responsibilities:

- Committee reports to the Board quarterly. Approved Committee meeting minutes are to be shared with the Board.
- Complete an annual review of the Terms of Reference; bring forward recommendations for changes.
- The Governance and HR Committee will meet quarterly or as needed.

Composition

The Governance and HR Committee will consist of:

- The Board Chair (*ex officio* of all committees)
- The Past Board Chair (*ex officio* of all committees)
- The Committee Chair as elected by the Board of Directors
- The Finance and Risk Chair
- Plus, a team of at least 8, but not exceed 12, Committee members
- The CEO and other ACSA staff as resources to the Committee

The Committee may access external resources as required to fulfill its responsibilities through the Board of Directors

Quorum

Meeting quorum shall be not less than a majority of its members. Questions arising at any meeting of the Governance and HR Committee shall be decided by a majority of votes.

Committee Oversight Checklist: (Governance & HR Committee Guidelines)

The timetable below outlines the Committee’s schedule of activities during the next three years.

	June	Sept	Dec	Mar
Board Development:				
• Board evaluation	X			
• Add Committee evaluation		X		
• Add Chair evaluation			X	
• Add Peer evaluation			X	
Develop Governance Improvement Plan				X
Board Representation Review			X	
Board Orientation:				
• Maintain, implement, and deliver the process				X
Strategy:				
• Oversee and manage Board’s strategy process			ongoing	
Stakeholder Engagement:				
• Articulate stakeholder specific goals		X		
• Advance articulated goals			X	
• Adopt external relations plan			X	
Policy Development and Bylaws:				
• Analysis of current policies and model		X		
• Development of new policies and model			X	
• Adoption of new policies and model				X
• Review foundational governance documents (Articles of Incorporation and/or Bylaws, mission and vision statements, Board Charter, Terms of Reference)			X	
• Review governance policies (Code of Ethics, membership, committees, etc.)		X		
• Develop inventory and gap analysis of governance related policies				X
• Review and approve 1-2 policies (based on finding of inventory and gap analysis)	X			
• Review and approve Board evaluation process, questions, approach, etc.,				X
• Review Board evaluation results; present to Board	X	X	X	X
• Review and discuss Board Model options re: membership and Board composition				X
• Develop Committee report for Board	X	X	X	X