



## TERMS OF REFERENCE

### CORPORATE GOVERNANCE COMMITTEE (CGC)

#### PART A PREAMBLE

1. A committee is hereby established by the Council to be known as the **CORPORATE GOVERNANCE COMMITTEE**.
2. The following constitutes the Terms of Reference of the **CORPORATE GOVERNANCE COMMITTEE**.
3. The Council will have authority over these Terms of Reference.

#### PART B INTERPRETATION

4. In these Terms of Reference,  
  
"CGC" (acronym) refers to the **CORPORATE GOVERNANCE COMMITTEE** as established by Part A, Section 1;  
  
"Council" refers to the Standards Council of Canada as established by the Standards Council of Canada Act, R.S., c.41 (1st Supp.).

#### PART C MEMBERSHIP

5. The **CGC** will consist of five members of Council of whom one member shall be the Chair of Council.
6. The members of the **CGC** will be appointed by Council for a term not to exceed three years and may be re-appointed.
7. In the event that a member has been absent without cause from two consecutive meetings (in person or by telephone), the Chair of the **CGC** may recommend to the Chair of Council that the member be removed from the Committee. The Chair of Council will consult with the member in question and the Chair of the **CGC** before taking appropriate action.
8. The Chairperson of the **CGC** will be appointed to the office for a term not to exceed three years and may be re-appointed for one additional term.

9. The Chairperson will chair the meetings of the **CGC** and perform other duties as required to ensure the proper functioning of the **CGC** and the timely implementation of any applicable rules and procedures.
10. In the event of the absence or incapacity of the Chairperson of the **CGC**, a member designated by the members of the CGC shall act as Chairperson.

#### **PART D DUTIES AND RESPONSIBILITIES**

11. The **CGC** will undertake the following duties and responsibilities, as prescribed by its mandate, as follows:
  - review and approve the objectives for the CEO and Chair;
  - review and assess the performance of the CEO and Chair;
  - define the responsibilities of the CEO and Chair;
  - assume the role of Nominating Committee for future appointments to Council, and for the positions of Executive Director and Chair;
  - monitor and review the code of ethics (including conflict of interest guidelines) to assist Council members and staff in the performance of their duties;
  - review Council's committee structure and terms of reference of committees of Council;
  - review the performance of Council, its members, and its committees on the basis of established criteria;
  - review the methods and processes by which the Council fulfills its duties and responsibilities including the communication process between Council and management, the number and content of meetings, material provided to Council members generally and with respect to meetings of Council and its committees, and resources available to Council members;
  - receive and consider any significant concern of individual Council members regarding the functioning of Council or any of its committees;
  - ensure an appropriate corporate governance statement is included in the Annual Report;
  - recommend to Council changes to the By-Laws.
12. The Council may refer to the **CGC** for its consideration and advice on any other matters that the Council sees fit as falling within the duties and responsibilities of the **CGC**.

**PART E**  
**DUTIES AND RESPONSIBILITIES OF MEMBERS**

13. Members of the **CGC**, in exercising their powers and performing their duties, will:
- (a) act honestly and in good faith with a view to the best interests of the Council;
  - (b) attend and participate in Committee meetings and the work of the committee;
  - (c) perform their official duties in such a manner that public trust in the integrity, objectivity and impartiality of the **CGC** and of the Council is conserved and enhanced;
  - (d) advise the committee of a perceived, potential, or actual conflict of interest situation and withdraw from discussion of that particular item, if appropriate;
  - (e) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
  - (f) advise of any change in job status;
  - (g) comply with these Terms of Reference and any directives given to the **CGC** by the Council.

**PART F**  
**PROCEDURAL MATTERS**

14. At least two meetings will be held each year at a date to be set by the Chairperson.
15. Notices of meetings will be made available to the members at least 14 calendar days before the date of the meeting.
16. The agenda and supporting documents will be made available to the members at least 14 calendar days before the date of the meeting.
17. A quorum for a meeting will consist of three members.
18. A member of the **CGC** participating in a meeting by teleconference is deemed to be present at the meeting.
19. Where the **CGC** chooses to employ voting procedures, decisions of the **CGC** may be taken at a Committee meeting or by ballot. A decision requires a simple majority of the **CGC** membership.
20. Robert's Rules of Order, latest edition, will apply to the conduct and regulate the debate of the **CGC** to the extent that those Rules are not incompatible with these Terms of Reference, the Standards Council of Canada Act or the Financial Administration Act.

**PART H  
GENERAL**

21. The Council may, pursuant to SCC policies, reimburse travel expenses claimed by the members of the **CGC** when they attend **CGC**-related meetings or are otherwise engaged in **CGC** business.
22. The SCC secretariat will work in executive partnership with the Chair of the **CGC** to ensure the effectiveness of **CGC** deliberations and to support the work of the committee and the Chair of **CGC** in the articulation of **CGC** members roles and activities undertaken as part of their mandate.