



Institut sur la gouvernance  
d'organisations privées et publiques

## **Governance and Ethics Committee Charter**

**August 2017**

*Pour une gouvernance créatrice de valeurs<sup>®</sup>*



# **Governance and Ethics Committee Charter**

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## **Mandate**

The Governance and Ethics Committee is established by the Board of Governors in accordance with section xx of the by-law.

The Governance and Ethics Committee helps the Board fulfill its responsibilities by reviewing all aspect of the college's governance and ethics framework to ensure that the Board functions effectively and efficiently.

## **Composition**

The Committee consists of no less than three but no more than five Board members, which must include the Board Chair or Vice-Chair, who also chairs the Committee.

The Board of Governors appoints the members of the Governance and Ethics Committee, who must have or strive to acquire sufficient governance and ethics skills.

## **Operation**

1. The Committee shall hold at least three meetings per year.
2. A quorum is reached when three Committee members are present.
3. The Committee shall draft a work plan on an annual basis to identify its priorities and objectives.
4. The Committee shall submit a written annual report on the implementation of its work plan in the past year.
5. A report shall be prepared after each meeting and submitted to the Board of Governors by the Committee chair or the chair's representative.
6. The Committee may contact external experts and consultants for assistance in the performance of its duties.
7. The secretary general provides support to and serves as secretary of the Committee. The secretary general is also responsible for document archiving.
8. Committee members have a one-year mandate that may be renewed by Board decision.

## **Governance and Ethics Committee Charter**

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9. Unless they resign, are removed from office or cease being a governor, members shall fulfill their duties until a successor is duly appointed by the Board of Governors.
10. The Committee shall review its mandate, responsibilities and duties every three years or sooner if needed and recommend any changes to the Board of Governors for adoption.

### **Responsibilities and duties**

1. Establish, and revise as necessary, governance rules and practices for the conduct of college business.
2. Establish, and revise as necessary, the Board's governance rules and submit them to the Board for approval.
3. Establish, and revise as necessary, the responsibilities, operating rules and composition of the Board and submit them to the Board for approval.
4. Establish, and revise as necessary, the mandate, operating rules and composition of each Board committee and submit them to the Board for approval.
5. Establish, and revise as necessary, the responsibilities of the Board Chair and the chairs of its committees and submit them to the Board for approval.
6. Develop, and revise as necessary, a code of ethics and professional conduct applicable to the officers appointed by the institution and submit it to the Board for approval.
7. Develop, and revise as necessary, the code of ethics and professional conduct of Board members and submit it to the Board for approval.
8. Ensure that Board officers and members comply with their respective codes of ethics and professional conduct and, if necessary, make recommendations to the Board in the event of non-compliance.
9. Develop, and revise as necessary, the competency profile for the appointment of Board members and submit it to the Board for adoption.
10. Using the competency profile established for the appointment of Board members, develop and revise on a regular basis, the succession plan for Board members and committees, and submit it to the Board for approval.

## **Governance and Ethics Committee Charter**

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11. Advise the Board Chair on the appointment of committee members and chairs.
12. Develop, and revise as necessary, the orientation and onboarding program for new Board members and submit it to the Board for adoption.
13. Develop, and revise as necessary, a continuing education program for Board members and submit it to the Board for adoption.
14. Establish the performance evaluation criteria and process for the Board Chair and members as well as for the Board committee chairs and members and submit them to the Board for adoption.
15. Establish the performance evaluation process and criteria for the Board and its committees and submit them to the Board for approval.
16. Support the Board Chair with the performance evaluation of the Board and its members.
17. Support Board committee chairs with the performance evaluation of their respective committees and members.
18. Review the results of the evaluations under its purview and propose corrective measures to the Board.

## **Committee powers**

The Board of Governors acknowledges that in order to adequately fulfill its mandate, the Committee shall have the following powers:

1. In exceptional circumstances, call a special meeting of the Board of Governors to submit a file and, with the Board's approval:
  - a. convene the managers to a meeting;
  - b. require and obtain the necessary information and documents to review matters within its purview;
2. Retain the appropriate resources.

**The following are the policies, by-laws and programs that may be placed under the purview of the Governance and Ethics Committee:**

- Governors' Code of Ethics and Professional Conduct
- Employee Code of Ethics and Professional Conduct
- Policy concerning self-assessment of the Board and its committees
- Policy concerning continuing education for governors
- Policy on competency profile for governor appointments
- Policy on internal and external institutional communications
- Document management policy
- Social media policy
- Privacy policy
- Copyright policy
- Research integrity policy
- Environment and sustainable development policy
- Policy to encourage membership on governing bodies (e.g. reimbursement of travel, accommodation and childcare expenses, etc.)