



Purpose

- a) To provide a focus on Board governance that will enhance the PCC's performance.
- b) To ensure that an annual Board evaluation is undertaken and make recommendations regarding Board and committee effectiveness.

Composition and Term of Office

- a) The Governance Committee consists of up to 5 directors. The Board Chair proposes the directors to populate the committee for ratification by the Board at its first regular meeting in each fiscal year.
- b) The Board Chair appoints the Committee Chair from amongst the committee members.
- c) The Governance Committee meets as required by the Committee Chair and upon request of the Board Chair, management or the Board.
- d) Resource staff for the Governance Committee will include the Chief Executive Officer, the Commission Secretary, and other staff as required.

Duties and Responsibilities

- a) Develop and implement a process for assessing, on an annual basis, the effectiveness of the Board and the committees.
- b) Make recommendation to the Board concerning the following:
 - Bylaws to enable the PCC to carry into effect the purposes for which it is constituted or any of the powers conferred on it by the Capital Commission Act.
 - Emerging best practices of corporate governance to improve Board performance and accountability.
 - Size and composition of the PCC Board.
 - Proposed nominations to fill expiring positions.
 - The organization and responsibilities of Board-appointed committees.
 - Standards of Ethical Conduct for Directors and officers of the PCC.
 - Orientation of new Directors.
 - Ongoing development of existing Directors.
- c) Annually review Board governance issues, including the Terms of Reference for the Board, Directors and the Board Chair.
- d) On an ongoing basis, review the development of Board policies and procedures to advance good corporate governance and ensure their incorporation into the Board Manual following approval by the Board.

Accountability

- a) The Committee will report its deliberations to the Board through its minutes and the Committee Chair.
 - b) The Committee will review these terms of reference at its final meeting in each fiscal year and recommend changes to the Board.
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