



Governance and Ethics Committee

COMMITTEE MEMBERS	
CHAD GAFFIELD, CHAIR	2020 - 2021
JANINE BRODIE	2020 - 2021
SHEILA EMBLETON	2020 - 2021
KARLY KEHOE	2020 - 2021
JOHN SMOL	2020 - 2021
JULIA WRIGHT	2020 - 2021

1. Purpose

As a standing committee of the Board of Directors, the Governance and Ethics Committee focuses on legal, ethical, and functional responsibilities in support of policy development and operations.

The Governance and Ethics Committee may be asked by the President or by the Board of Directors to study and make recommendations on matters related to the governance and operations of the RSC including by-laws, policies and procedures. Such matters include the RSC whistleblower policy and matters pertaining to conduct; the mandate of Committees of the Board; nominating members to serve on the Board and/or on committees of the Board; the job descriptions for the positions of the President and the Executive Director; and the self-assessment process used by the Board.

2. Composition

1. The Committee is composed of the RSC Vice-Presidents (Presidents of the RSC College and RSC Academies) and chaired by the RSC President-Elect or Past-President. Up to two additional committee members may be named in order to ensure equity, diversity and inclusion in the Committee's deliberations and recommendations.
2. At its organizational meeting held in conjunction with each annual general meeting of the members, the Board shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
3. A quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other. Decisions are usually reached by consensus.



4. The Committee shall have access to such officers and employees of the RSC, its external auditors and its legal counsel and to such information respecting the RSC as the Committee considers to be necessary or advisable in order to perform its duties and responsibilities.
5. The Committee may, in its sole discretion, engage compensation consultants, independent legal counsel or other advisors at the expense of the RSC, all as it considers to be necessary or advisable in order to perform its duties and responsibilities.

3. Meetings

The Committee shall meet on a regular basis and no less than twice per year. Any member of the Committee may call a meeting of the Committee. The Committee shall hold in camera sessions without the presence of management at each meeting (unless the members of the Committee present determine that such a session is not required).

4. Ongoing Duties and Responsibilities

1. On behalf of the Board, to manage administrative processes related to the RSC's Conflict of Interest policy and to report on them to the Board.
2. To develop and occasionally review the job descriptions of the President and the Executive Director and recommend proposed changes to the Board;
3. To support the annual review of mandates for the committees of the Board;
4. To analyse the appropriate balance of necessary skills within the Board and Committees and, as appropriate, to propose changes to the Board;
5. To develop and propose an annual self-assessment process for the Board: criteria, approach, application of the process, results as well as suggestions for improving the performance of the Council;
6. To support annual Board renewal in the slate of Board members to be proposed at the annual meeting of members.
7. To develop and propose orientation materials for new members of the Board.
8. To propose to the Council a procedure for managing conflicts of interest as well as the appearance of conflicts of interest;
9. To develop and propose an administrative process to address complaints, and a whistleblower policy.
10. To nominate Board Directors and members of Board Committees.

5. Approval / Review Dates

Revised and approved on: 02/11/2020