



Agenda Item 5

December 16, 2014

ITEM NAME: Revision of Board Governance Committee Delegation
Re: Composition of Governance Committee

PROGRAM: Board Governance

ITEM TYPE: Action

EXECUTIVE SUMMARY

At the Board President's request, this item proposes to conform the process for determining the composition of the Board Governance Committee with the process used for all other standing committees. Under this proposal, the Board President and Vice-President would no longer automatically be the Chair and Vice-Chair of the Governance Committee, but would instead be appointed annually by the Board President. In addition, membership in the Governance Committee would be increased from six Board Members to seven.

Attachment 1 is a redlined version of the current Delegation Resolution for the Board Governance Committee that shows the changes that would be necessary to effectuate this proposal. Attachment 2 is a redlined version of the current Governance Policy that shows the changes that would be necessary to that document to effectuate this policy.

STRATEGIC PLAN

This agenda item supports Goal B of the 2012-17 Strategic Plan: Cultivate a high-performing, risk-intelligent and innovating organization. Conforming the process used to select members of the Board Governance Committee with the process used for all standing committees would separate the roles of Board President and Chair of the Governance Committee, and would allow a more diverse range of Board members to serve on the Committee.

BACKGROUND

Under the current Governance Policy, the Board President appoints the members of all standing committees except the Governance Committee. However, with respect to the Governance Committee, the Governance Policy dictates that (1) the Chair and Vice-Chair will be the Board President and Vice-President, respectively; (2) the members of the Governance Committee will be the chairs of the other standing committees and one additional member who is not a chair; and (3) the Governance Committee will be comprised of not fewer than six members.

ANALYSIS

While the present process of composing the Board Governance Committee may have previously served a purpose, it now unnecessarily constrains its composition and the selection of its leadership. Removing this constraint would allow more flexibility to select as members and leaders of the Committee the Board Members who are best qualified and suited to work on board governance matters. The proposal would also clearly separate the roles and responsibilities of the Board President and Vice-President from those of the Chair and Vice-Chair of the Governance Committee.

BUDGET AND FISCAL IMPACTS

None.

BENEFITS/RISKS

One of the benefits of the proposed change would be to eliminate the existing constraint on the composition of the Governance Committee, and conforming the selection process for that committee with the process for the other standing committees. This, in turn, would facilitate the selection of the most suitable candidates to be members of all the standing committees, including the Governance Committee.

An additional benefit of the proposal would be the separation of the roles and responsibilities of the Board leadership from that of the Governance Committee.

Staff is unable to identify any risks from adopting this proposal.

ATTACHMENTS

Attachment 1 – Redline of Proposed Revisions to Board Governance Committee Delegation Resolution

Attachment 2 – Redline of Proposed Revisions to Board Governance Policy

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