



MUNICIPAL PROPERTY ASSESSMENT CORPORATION

## GOVERNANCE AND HUMAN RESOURCES COMMITTEE CHAIR POSITION DESCRIPTION

### Purpose

1. The Governance and Human Resources Committee of the Board of Directors (Board) of the Municipal Property Assessment Corporation (MPAC) is formed pursuant to the Corporate By-law. The Governance and Human Resources Committee, in consultation with the Board Chair, shall recommend to the Board for approval, the election of a Governance and Human Resources Committee Chair to lead the fulfillment of the Position Description of the Governance and Human Resources Committee Chair herein.
2. The Governance and Human Resources Committee Chair is the principal link between the Board and the Governance and Human Resources Committee.

### Key Responsibilities and Duties

The Governance and Human Resources Committee Chair shall:

3. Act with integrity and honesty. Actions are guided by the best interests of the MPAC.
4. Provide the key linkage between the Governance and Human Resources Committee and the Board.
5. Oversee the structure, composition, membership and activities delegated to the Governance and Human Resources Committee.
6. Establish the Agenda for each Governance and Human Resources Committee meeting, in consultation with other Governance and Human Resources Committee members, the Executive Director, Board Governance, and other members of Management and outside advisors, as appropriate, based on the Governance and Human Resources Committee's Annual Work Plan, MPAC's Strategic Plan, outstanding issues, and an assessment of the current environment by the Governance and Human Resources Committee Chair.

7. Chair all meetings of the Governance and Human Resources Committee, including closed sessions and In Camera sessions. If the Governance and Human Resources Committee Chair is not present at a meeting, the Governance and Human Resources Committee members present will choose a Governance and Human Resources Committee member to chair the meeting.
8. Take all reasonable steps to provide that the responsibilities and duties of the Governance and Human Resources Committee, as outlined in its Terms of Reference, are well understood by the Governance and Human Resources Committee members and executed as effectively as possible.
9. Ensure Governance and Human Resources Committee decisions are reflective of a balance of effective and efficient use of public resources and provide a high standard of service to the public.
10. Adopt procedures to ensure that information, material and resources are provided in a timely manner to Governance and Human Resources Committee members and from the Governance and Human Resources Committee to the Board, such that the Governance and Human Resources Committee and the Board may diligently fulfill their review and make recommendations and decisions, respectively, and that each conduct its work effectively and efficiently.
11. Take all reasonable steps to provide that Governance and Human Resources Committee members receive written information and are exposed to presentations from Management to fulfill the Terms of Reference of the Governance and Human Resources Committee.
12. Chair meetings of the Governance and Human Resources Committee such that sufficient time is allocated for effective discussion, review and recommendation, and that all points of view are heard.
13. Facilitate effective communication between Governance and Human Resources Committee members and Management, both inside and outside of Governance and Human Resources Committee meetings.
14. Set the business and ethical tone of Governance and Human Resources Committee meetings by facilitating open, informed and probing discussion while setting

standards for meaningful, respectful and productive debate and interpersonal interactions.

15. Ensure adherence to the Board of Directors' Code of Conduct and Conflict of Interest Declaration and the maintaining of independence of the Governance and Human Resources Committee from Management.
16. Take all reasonable steps to provide that the Governance and Human Resources Committee meets in separate, regularly scheduled, non-management In Camera sessions.
17. Take all reasonable steps to provide that the Governance and Human Resources Committee meets in separate, non-management closed sessions with internal personnel or external, independent advisors, as needed and appropriate.
18. Following each meeting of the Governance and Human Resources Committee, report to the Board on the activities, findings and any recommendations of the Committee.
19. Take all reasonable steps to provide that Governance and Human Resources Committee materials are available to any Director upon request.
20. Have an effective working relationship with members of Management.
21. Take all reasonable steps to provide that an annual performance evaluation of the Governance and Human Resources Committee and the Governance and Human Resources Committee Chair is conducted, soliciting input from all Governance and Human Resources Committee members, other Directors, and appropriate members of Management.
22. Provide leadership, on behalf of the Governance and Human Resources Committee, for the Board's orientation and education programs, soliciting input from the Board.
23. Take all reasonable steps to provide that resources and expertise are available to the Governance and Human Resources Committee so that it may conduct its work effectively and efficiently.

24. Coordinate with the Governance and Human Resources Committee to retain, oversee, compensate and terminate independent advisors to assist the Audit Committee in its activities.
25. Carry out other appropriate duties and responsibilities assigned by the Board or delegated by the Governance and Human Resources Committee.

### Document Review

26. To honour the spirit and intent of applicable law as it evolves, the authority to make minor technical amendments to this Position Description is delegated to the Executive Director, Board Governance, who shall summarize and report any minor amendments to the Governance and Human Resources Committee annually for information. The Governance and Human Resources Committee shall review any material change(s) to this Position Description at its next regularly scheduled meeting, and recommend such change(s) to the Board for consideration and approval.
27. At least every two (2) or three (3) years, as the Governance and Human Resources Committee decides, this Position Description will be fully evaluated by the Governance and Human Resources Committee and updates recommended to the Board for consideration and approval.

### HISTORY

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Board Received Date:	December 12-13, 2018 (Administrative Amendments)
Committee Review Date:	November 6, 2018 (Governance and Human Resources Committee)
Board Approval Dates:	June 11, 2015