

Terms of Reference for RTO/ERO Provincial Committees

I. INTRODUCTION

The following Terms of Reference apply for the five Standing and four Advisory Committees. Unless otherwise defined:

1. "Board" refers to the RTO/ERO Board of Directors.
2. All Terms of Reference must be in accordance with By-Law 2018-1 (hereafter referred to as the By-Law) and the Policies.
3. The Chair of Standing Committees shall be a Director of the Board.
4. All Committees shall prepare information for the Board for inclusion in the Annual report and at the Senate.
5. All Committees shall be expected to undertake other tasks as assigned by the Board.
6. All Committees, where appropriate, will liaise with their district representatives.

II. STANDING COMMITTEES

Audit Committee

The Committee shall be composed of five (5) members, at least three (3) of whom are Directors of the Board.

Terms of Reference:

- a) To receive reports on the financial reporting process and to review internal controls from the Auditor or the Chief Financial Officer and report to the Board;
- b) To revise the scope and terms of the audit engagement, including the proposed fees, and review the plan for the annual audit with the external Auditor and report to the Board;
- c) To recommend to the Board the appointment of an external Auditor, in consultation with management;
- d) To review the audited financial statements with the external Auditor and management, and to report with recommendations to the Board;
- e) To review the organization's management of risk and highlight any areas requiring review, and
- f) To prepare a written report to the Board for the Annual Meeting related to the aforementioned duties.

Benefits Committee

The Committee shall be composed of four (4) Directors of the Board and six (6) Members at Large, all of whom shall be participants in the RTO/ERO Group Insurance Program.

Terms of Reference:

- a) To develop and make recommendations as necessary, to the Board on the operation, administration, interpretation, and application of the RTO/ERO Group Insurance Program;
- b) To develop and make recommendations to the Board, as necessary, on the development of policies and procedures to provide for the governance of the RTO/ERO Group Insurance Program;
- c) To make recommendations to the Board on the appointment and review of insurance carriers, underwriters, administrators, claim payers, consultants, and other professional help. A formal review of these third party providers shall be done by an external organization, approved by the Board, at least every seven years and make recommendations to the Board;
- d) To review and make recommendations to the Board on plan design and premiums;
- e) To oversee the Benefit Entitlement Review (BER) process and ensure that unresolved issues and their ongoing status are reported to the Board;
- f) To provide, through the Board, a written report at the Annual Meeting and at the Fall Senate of RTO/ERO wherein the financial experience and operation of the various plans of RTO/ERO are disclosed;
- g) To make recommendations to the Board on any requirement to establish a separate fund or expend money from the Health Premium Stabilization Fund, and
- h) To recommend to the Board strategies and resources regarding wellness for members.

Governance Committee

The Committee shall be composed of three (3) Directors of the Board and five (5) Members at Large.

Terms of Reference:

- a) To be familiar with the content of the By-Law and Policies;
- b) To review amendments to the By-Law and to provide advice to the Board on any possible amendments as requested by the Board;
- c) To provide procedural leadership at the Annual Meeting and at Senate meetings as required;
- d) To make recommendations to the Board about improving procedures based on Annual Meeting evaluations;
- e) To review and advise Districts on their District Governance Manuals on a cyclical basis;

- f) To review motions approved at the Annual Meeting to ensure that appropriate amendments have been made to the By-Law, and
- g) To review motions submitted by Districts for the Annual Meeting and to provide feedback to Districts on appropriate wording as necessary.

Human Resources Committee

The Committee shall be composed of all Directors of the Board.

Terms of Reference:

- a) To review and approve any annual adjustments of salary for staff;
- b) To review and approve any annual adjustment of salary for the Executive Director;
- c) To review and approve any amendments to the employee benefit plan coverage and benefit rate renewal;
- d) To review and approve the employment contract and any modifications thereto of the Executive Director;
- e) To review bi-annually, or as needed, the performance of the Executive Director;
- f) To review and approve plans for recruitment and changes in overall staffing levels or senior management of RTO/ERO after identifying the short-term and long-term employee needs, and
- g) To hire the Executive Director.

Nomination Committee

The Committee shall be composed of three (3) Directors of the Board and four (4) Corporate Members as elected at the Annual Meeting.

Terms of Reference:

- a) To develop, review and recommend competencies to the Board that would be an asset to the Board;
- b) To recommend to the Board the competencies needed in the next set of Directors to be elected;
- c) To conduct a call for applications for election to the Board from the RTO/ERO membership;
- d) To review the applications, submitted to the Executive Director, of candidates standing for election to the Board at the Annual Meeting;
- e) To conduct the election of candidates standing for election to the Board;
- f) To conduct the election of the Chair and Vice-Chair for the Board by Board members who will be serving on June 1st.
- g) To recommend to the Board members at large to serve as Members of the Benefits and Governance Committees, and
- h) To recommend to the Board, members at large to serve as Chairs and Members of the Advisory Committees.

III. ADVISORY COMMITTEES

Marketing and Communications Committee

The Committee shall be composed of seven (7) members including the Chair of the Committee.

Terms of Reference:

- a) To provide outreach to prospective members including conference representation;
- b) To recommend to the Board communication issues, strategies, initiatives and products to be developed by RTO/ERO;
- c) To serve as a resource to the Board, Districts and other Committees;
- d) To monitor RTO/ERO communication practices and provide recommendations to the Board regarding effective internal and external communication practices, and
- e) To offer District and regional workshops when requested and within the Committee's budget.

Member Services Committee

The Committee shall be composed of seven (7) members, including the Chair of the Committee.

Terms of Reference:

- a) To provide outreach to prospective members including conference representation;
- b) To make recommendations to the Board regarding the development and implementation of a District volunteer, recruitment, and succession planning strategy;
- c) To provide recommendations to the Board about continuous improvement of retirement planning workshops;
- d) To review the service and outreach of the Goodwill program and recommend initiatives to the Board;
- e) To encourage Districts to have a Goodwill program;
- f) (i) To review travel providers and when necessary, recommend to the Board that an RFP (Request for Proposal) process be conducted on travel providers;
(ii) That an interview committee be composed of the Travel Work Group plus four (4) Directors of the Board;
(iii) Following the selection process, the Committee shall make a recommendation to the Board as to who shall be the travel provider, and
- g) To recommend strategies and resources to the Board related to the provision of relevant information to members regarding wills, powers of attorney and estate planning.

Political Advocacy Committee

The Committee shall be composed of seven (7) members, including the Chair of the Committee.

Terms of Reference:

- a) To identify and monitor external organizations and identify issues related to retirees, seniors and pensioners and to recommend initiatives to the Board;
- b) To identify and provide resources supporting District advocacy and pension initiatives as approved by the Board;
- c) To support District Advocacy Committees on local advocacy, of Board approved initiatives;
- d) To recommend to the Board criteria for District use in election campaigns;
- e) To be knowledgeable about the provisions of all pension plans represented throughout our current and prospective membership and to make recommendations to the Board regarding the communication of relevant pension information, and
- f) To provide advice on the development and implementation of federal or provincial legislation which does not support Defined Benefit pensions.

Project – Service to Others Committee

The Committee shall be composed of six (6) members including the Chair of the Committee.

Terms of Reference:

- a) To make recommendations to the Board regarding the selection criteria for PSTO grants and scholarships;
- b) To review and evaluate applications for PSTO grants and scholarships and recommend successful applicants for approval to the Board, and
- c) To ensure that all approved PSTO projects include appropriate recognition and visibility for RTO/ERO in the local community.