

BOARD COMMITTEES - TERMS OF REFERENCE

Note: For a full description please contact ea@scsaonline.ca

The Board is comprised of three committees including the following:

1. Audit Finance Committee
2. Governance Committee
3. Advisory Committee
4. Human Resources Committee

The Board of Directors can commission or decommission Committees as required. This includes the addition of Committees where seen fit. The meetings are setup by the individual Committee Chairperson as they see necessary.

A) AUDIT FINANCE COMMITTEE

1. Mandate

The Audit Finance Committee is a standing committee of the Saskatchewan Construction Safety Association (SCSA) Board of Directors. Its mandate is to oversee the financial reporting processes of the Association. The Committee will also ensure that the SCSA maintains prudent financial practices and has implemented sound policies to oversee the financial management of the SCSA. The Committee shall function in an advisory capacity to the SCSA Board of Directors by recommending policy and advice on matters under its purview.

2. Role and Responsibilities

The Audit Finance Committee is to oversee the financial reporting processes of the SCSA including:

Audit

1. Review the annual audited financial statement and provide a recommendation to the Board of Directors regarding approval of the audited financial statements.
2. Review any other matter that needs to be considered prior to recommending approval of the financial statements to the Board of Directors.
3. Review any management report that discusses the above financial statements (i.e. the SCSA's annual report).
4. Prior to commencement of the audit, review the audit plans and audit fees of the auditor.

5. Review and report to the Board, the results of the auditor's annual audit, including the management letter and any matters remaining unresolved. Review any recommendations of the auditor for strengthening internal controls and meet with the Auditor for an in-camera session as required.
6. Review the quality of service and performance of the external auditor and recommend annually to the Board the appointment or reappointment of an auditor. This assessment would include an assessment of the auditor's fees, qualifications, independence and recommendations from management.

Finance

1. Review the integrity of the SCSA's financial reporting, including assessing the adequacy of policies related to internal controls over the accounting, financial reporting systems and financial management of the Association.
 - a. At least quarterly, review the internally prepared financial statements of the SCSA with management.
2. Based on the internally prepared financial statements, on a quarterly basis, report to the Board financial highlights. Include in financial reporting any requests for information made by the Board.
3. Review the annual operating budget and provide a recommendation to the Board regarding approval of the annual operating budget.
4. Review the President's and any Board Directors expense claims and any policies regarding examination and approval of expense claims.
5. Ensure appropriate risk mitigation procedures are in place such as appropriate hiring practices, physical security, and loss insurance. Review regularly and report to the Board on the insurable risks of the SCSA and the related insurance coverage.
6. Annually review financial position of the Association to determine if any appropriations are required.

3. Membership

- The membership of the Audit Finance Committee will be appointed by the SCSA Board of Directors, on the recommendation of the Governance Committee.
- The Audit Finance Committee shall be comprised of the Committee Chair, and a minimum of two and a maximum of four other Board Directors.

- Should a Committee member choose to resign, they must formally notify the Chairperson of the committee and submit their resignation in writing.
- The Chairperson of Audit Finance Committee will serve for a term of one year. At the conclusion of the term, the retiring Chairperson is eligible for re-election if they are re-appointed to the same Committee.

4. Role of Management

The President will be the designated management representative on the committee. Their role will be to:

- Attend all Committee meetings to the best of their ability.
- Provide full administrative support with respect to arranging meetings, producing documentation and preparing reports and updates on the activities of the organization.
- Offer their points of view on issues being discussed and debated by the Committee; however, management/staff are not considered voting members of the Audit Finance Committee.
- Assist the Committee to identify financial/audit priorities in relation to the SCSA Audit Policies and Bylaws.

5. Committee Meetings

- The Audit Finance Committee will meet quarterly, or at the call of the Committee Chairperson as necessary to fulfill their mandate.
- A majority of members, one of whom will be the Chairperson of the Audit Finance Committee, or designate, will constitute quorum for the Committee.
- The Board shall be kept informed of the Committee's activities by a report submitted to the Board at the Board Meeting following the Committee Meeting.

B) GOVERNANCE COMMITTEE

1. Mandate

The Governance Committee is a standing committee of the Saskatchewan Construction Safety Association (SCSA) Board of Directors. Its mandate is to ensure that the Association maintains good governance practices and has implemented sound policies to oversee the governance and management of the SCSA. The Committee shall function in an advisory capacity to the SCSA Board of Directors by recommending policy and advice on matters under its purview.

2. Role and Responsibilities

The Committee is responsible for the following:

2.1. Board Director Nomination and Board Succession

Develop, and annually update, a succession plan for the ongoing composition of the Board that takes in consideration the current strengths, skills and expertise of the Board, retirement dates and the strategic direction of the corporation.

- Develop policy guidelines and selection criteria to guide the recruitment of new Board Directors, including generic attributes, specific skills and past experience.
- If required by Bylaw, recommend new potential Board of Directors, taking into consideration the Board's short-term and long-term needs for succession planning to the full Board for consideration.
- If required, to receive requests for Board appointments to external committees and make recommendations regarding such appointments to the full Board.

2.2 Governance

- Establish and implement a process for the annual review and updating of the SCSA governance policies and bylaws.
- Identify potential governance short falls and recommend to the SCSA new or enhanced governance practices.
- Recommend to the Board any reports on best practices of board governance that may be required or considered advisable.
- Establish the performance criteria for, and take a lead role in, the annual evaluation of the SCSA, the Chair, its committees and individual Board of Directors.
- Recommend to the SCSA any changes to the Board committee structure and committee membership, including recommendations for the Chair.
- Address any breaches of set performance criteria, Governance policies, Bylaws, Codes of Conduct, or Conflicts of Interest by individual Board of Directors and recommend a course of action to the Chair. Communication

to the individual Board of Director regarding the Board decision will be handled by the Chair.

- Facilitate the annual renewal and signing of the Codes of Conduct and Conflict of Interest by all Board of Directors.

2.3. Orientation and Development

- Review, monitor and make recommendations regarding the Board orientation manual and the process for orientating new Board of Directors.
- Coordinate and facilitate the orientation of new Board of Directors.
- Assess the ongoing education and development needs of the Board of Directors in order to fulfill its mandate effectively.
- Facilitate the process of ongoing development of the Board of Directors.

2.4. Strategic Planning and Performance Reporting Process

- In consultation with management, recommend a process for strategic planning and review and approval of the business priorities on an annual basis.

1. Membership

- The membership of the Governance Committee will be appointed by the Board.
- The Governance Committee shall be comprised of the Chair, and the Vice Chair of the Board and a minimum of two, maximum of four, other Board of Directors.
- Should a committee member choose to resign, they are asked to formally notify the Chair of the committee.

4. Role of Management

The President will be the designated management representative on the committee. Their role will be to:

- Attend all Committee meetings to the best of their ability.
- Provide full administrative support with respect to arranging meetings, producing documentation and preparing reports and updates on the activities of the organization.
- Offer their points of view on issues being discussed and debated by the Committee; however, management/staff are not considered voting members of the Governance Committee.
- Assist the Committee to identify governance and address priorities in relation to the Governance Policies and Bylaws.

5. Committee Meetings

- The Governance Committee will meet at least three times a year, or at the call of the Committee Chairperson or the Chair of the Board.
- A majority of members, one of whom will be the Chairperson of the Governance Committee, or designate, will constitute quorum for the Committee.
- The Board shall be kept informed of the Committee's activities by a report submitted to the Board at the Board Meeting following the Committee Meeting.

C) ADVISORY COMMITTEE

1. Mandate

The SCSA Advisory Committees are responsible for promoting safety in the construction industry and advancing the objectives of the SCSA at a regional level. Advisory Committees are active in identifying regional and trade-specific health and safety training needs, as well as developing solutions to safety problems in the construction industry, particularly at a local level.

The committees are comprised of representatives from construction and trade associations along with worker members to provide a communication link between member employers and the SCSA's Board of Directors. The current committees are established in the following centres throughout Saskatchewan: North Battleford (sub-committee), Regina, Moose Jaw, Swift Current, Saskatoon, Prince Albert, Yorkton, Esterhazy (sub-committee), Estevan, and Lloydminster. The Board of Directors can commission or decommission Advisory Committees as required by industry.

The representatives will report to the Advisory Committee and provide a regional perspective on SCSA business.

2. Roles and Responsibilities

- Identify regional and provincial safety concerns, as well as regional and trade-specific health & safety training needs
- Review and provide perspectives on regional incident/accident reports and health and safety programs established and maintained by the SCSA
- Refer regional health and safety concerns and perspectives to the Board of Directors
- Promote the aims, objectives and programs of the SCSA within the construction industry
- To be available for liaising with interest groups
- Organize follow-up to discuss safety issues and concerns raised by the committee and formulate recommendations to control or eliminate the health and safety issues and/or concerns

3. Membership

- The membership of the Advisory Committee will be comprised of the Chair from each Regional Safety Committee and two members from the Board, one of which will chair meetings.

4. Role of Management

The President will be the designated management representative on the committee. Their role will be to:

- Attend all Committee meetings to the best of their ability.
- Provide full administrative support with respect to arranging meetings, producing documentation and preparing reports and updates on the activities of the organization.
- Offer their points of view on issues being discussed and debated by the Committee; however, management/staff are not considered voting members of the Advisory Committee.

5. Advisory Committee Meetings

- The Advisory Committee will meet at least four times a year, or at the call of the Committee Chairperson or the Chair of the Board.
- A majority of members, one of whom will be the Chairperson, or designate, will constitute quorum for the Committee.
- The Board shall be kept informed of the Committee's activities by a report submitted by the Advisory Committee Chair to the Board at the Board Meeting following the Committee Meeting.

Amended: May 26, 2020

D) HUMAN RESOURCE COMMITTEE

1. Mandate

The Human Resources Committee (HRC) is a standing committee of the Saskatchewan Construction Safety Association (SCSA) board of directors. Its mandate is to act as a conduit for creating, monitoring, and assessing SCSA's human resources overarching policies and processes. The HRC will have robust and relevant conversations about ways in which to enhance the corporate culture that is reflective of the corporate values and cultivates the SCSA to grow with business needs.

The Committee shall assist with deliberations required for the fulfillment of the Board of Directors (BOD) mandate and those specific duties and responsibilities assigned to it. The Committee, unless specifically stated otherwise, shall act in an advisory capacity only — putting forth recommendations to the BOD.

2. Roles and Responsibilities

The Committee is responsible for the following:

2.1. Sole Employee (President) Management

Provide necessary oversight and direction of the President, ensuring alignment with BOD strategic goals, and managing the following, but not limited, list of processes;

- Ensuring President's job description and roles and responsibilities align with strategic goals of the corporation
- Manage and oversee the hiring process, including on-boarding and orientation.
- Monitoring requirements within specific President's contract and any additional agreements and ensuring they are satisfied appropriately.
- Ensure performance evaluations on an annual basis (Note process in Appendix 1: President Evaluation)
- Oversight and provide recommendation on the President's compensation package to the committee conducting the President's Evaluation
- Review professional development goals, objectives and achievements of the President.
- Review and advise on professional commitments (e.g. participating on other Boards) for the President.

2.2. Safety

- Endorsing, monitoring, and assessing the framework for SCSA's safety culture.
- Receiving safety report and presentation from administration including monitoring and regularly reviewing safety dashboards.

- Reviewing physical and mental health policies (e.g. Anti-Harassment Policies)
- Reviewing annual Certification of Recognition (COR) for safety audit results.

2.3. Culture

- Ensure employee engagement surveys are completed regularly with results and action plans reported to the HRC for comment.
- Identify opportunities for BOD and Employee engagement/interaction.
- Monitor and assess employee statistics including diversity and inclusivity reports.
- Monitor and assess culture dashboards as reported by administration (including information such a turnover, average years of service, training hours, etc.).

2.4. Succession Planning

- Review, assess, and endorse President succession (long term and emergency plan) as recommended by the current President
- Review and assess succession plans for SCSA key leadership roles.

2.5. Compensation Positioning

- Ensure completion of and assess output of marketplace compensation survey (to be completed every other year -opposite year of employee engagement survey).
- Review and endorse for BOD approval compensation positioning philosophy.
- Review and endorse for BOD approval benefits package philosophy.

3. Membership

- The membership of the Human Resource Committee will be appointed by the SCSA Board of Directors, on the recommendation of the Governance Committee.
- The Human Resource Committee should be comprised of the Committee Chair, and a minimum of two and a maximum of four other Board Directors.

4. Role of Management

The President will be the designated management representative on the committee. Their role will be to:

- Attend all Committee meetings to the best of their ability.
- Provide full administrative support with respect to arranging meetings, producing documentation and preparing reports and updates on the activities of the organization.
- Offer their points of view on issues being discussed and debated by the Committee; however, management/staff are not considered voting members of the Advisory Committee.

5. Human Resource Committee Meetings

- The Human Resource Committee will meet at least three times a year, or at the call of the Committee Chairperson or the Chair of the Board.
- A majority of members, one of whom will be the Chairperson of the Human Resource Committee, or designate, will constitute quorum for the Committee.
- The Board shall be kept informed of the Committee's activities by a report submitted to the Board at the Board Meeting following the Committee Meeting.

Added: November 5, 2020