

GOVERNANCE Committee

Terms of Reference

INTRODUCTION CPATA regulates the patent and trademark profession in accordance with the Act, Regulations, By-laws, Registrar's Policies, and the Regulatory Objectives, Standards and Principles. It is an independent and risk-focused public interest regulator.

CPATA is committed to selecting Board and committee members based on a set of identified skills and attributes, to ensure the Board and committees have the knowledge and attributes to carry out the work effectively, are diverse in all respects, and who strive to attain the vision of CPATA for a modern regulator as outlined in Board Policy No 2, CPATA's Regulatory Objectives, Standards and Principles.

CPATA committees assist the Board to meet its governance and fiduciary obligations. Unless a specific authority is granted, a committee has no independent authority.

Committees develop and document, for Board approval, and follow an annual work plan which includes processes in support of their responsibilities.

'Director' means a member of the College's Board of Directors.

ROLE The Governance Committee¹ examines corporate governance practices, including Board practices and performance, and make recommendations with respect to the Board. It also assists the Board to fulfill its roles regarding Board and Committee succession.

These responsibilities include:

1. Effectiveness - Assessing and making recommendations regarding Board effectiveness and leading the processes for orientation, evaluation and continuing education of Directors, committee Chairs and the Chair of the Board.
 2. Governance - Reviewing and monitoring governance practices of the Board and management with a view to enhancing the College's performance.
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¹ Established by By-law s. 42

3. Nominating – Assessing the requirements for membership on the Board, advising the Board on information to be provided to the Minister's Office regarding the College's needs, managing/overseeing the process for nominating candidates for Ministerial appointments to the Board and nominating candidates for committee membership.
4. Elections – Oversees the elections in accordance with the By-laws, oversees that elections to the Board are held when required.

RESPONSIBILITIES Subject to the powers and duties of the Board, the Governance Committee will perform the following duties.

Board Effectiveness

The Committee:

- a. Monitors the Board orientation and onboarding process, and, where appropriate, recommends changes;
- b. Identifies areas for Directors' ongoing updating of skills and knowledge of the College and its businesses, and recommends skills development and education for the Board as a whole or for individual directors based on their assigned responsibilities;
- c. Annually reviews and evaluates the performance of the Board as a whole and individual Directors in accordance with the procedures established by the Board from time to time; and
- d. Oversees the annual reviews and evaluation of the performance of college committees their chairs against the terms of reference and the standards established for the role of committee chairs.
- e. Oversees the annual review and performance management of the CEO & Registrar in accordance with the procedures established by the Board from time to time. The annual review will include a review of the CEO's salary and compensation structure and may include recommended adjustments to the Board. The review will include a review of the plans for CEO succession.

Board Governance

The Committee:

- a. Provides a forum for Directors to express their views and concerns regarding the operation of the College, independent of Management and the full Board; Reviews the College's structures and procedures to ensure the Board is able to, and in fact does, function independently of Management.
- b. Reviews and considers corporate governance best practices in Canada and makes recommendations to the Board regarding their consideration or adoption as appropriate; and

- c. At the request of the Chair of the Board or the Board, undertakes corporate governance initiatives as may be necessary or desirable to contribute to the success of the College.
- d. Monitors compliance with the Code of Conduct and reports to the Board when necessary.
- e. Annually
 - i. Reviews CPATA's governance policies and, where appropriate, recommends revisions to the Board;
 - ii. Oversees the filing of attestations by directors and committee members of compliance with the Code of Conduct
 - iii. Reviews terms of reference, skills matrices, and work plans of all committees and advises the Board on any governance issues arising from committee work
 - iv. Reviews, and brings forward to the board, communications to licensees and the Government of Canada (in the case of public member appointments) regarding the skills sought in nominees for directors.

Board and Committee Nominations

The Committee:

- a. Assesses the capabilities that will be required by the Board and its Committees by overseeing maintenance of a "skills and attribute matrix".
- b. Oversees tracking of term limits of Directors and Committee members.
- c. Identifies gaps to be filled and plan for the orderly succession of the Chair of the Board, Directors and Committee members to maintain required capabilities.
- d. Develops [for the Board's approval] a formal and transparent procedure for recommending candidates for appointment to the Board to the Minister;
- e. Develops a formal and transparent procedure for calls for nominations for non-Director appointments to Committees.
- f. Recommends committee members and committee chairs and names for potential Board appointments to the Board for approval.

Election of Directors

The Committee:

- i. In accordance with the By-laws, oversees that elections to the Board are held when required.

The Governance Committee has up to 5 members, at least three of whom are Directors.

Non-voting participants:

- Chief Executive Officer (CEO) is an ex officio member of the Committee;
- Chair of the Board.

A Committee member who, without excuse satisfactory to the Chair, is absent from two consecutive meetings of the Committee is deemed to have resigned, which resignation will create a vacancy on the Committee to be filled.

The Board, by a vote of two-thirds of those present, may at pleasure remove a member of the Committee but the Board will not consider a motion to remove a committee member unless the Committee member is given notice of the motion and is provided an opportunity to present to the Board.

CHAIR	The Chair and members of the Governance Committee are appointed by the Board. The Committee Chair is a Director and is a voting member of the Committee.
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FREQUENCY OF MEETINGS AND MANNER OF CALL	Meetings are scheduled in advance and occur at least quarterly, or otherwise at the direction of the Chair or the CEO. Additional meetings may be scheduled by the CEO in consultation with the Chair. Meetings will be held by audio-visual means, or on direction of the Chair, in person. If necessary, votes may be cast by email or other electronic means.
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QUORUM	Quorum of the Committee is three
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RESOURCES	The Committee is supported by the CEO and Deputy Registrar.
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REPORTING	<p>The Committee develops, documents, and adopts for Board approval an annual work plan and reports to the Board by providing a high-level summary of the Committee's activities at quarterly Board meetings. The summary details what the Committee have been working on (since it last reported to the Board), what the Committee is bringing forward for discussion or approval, and key issues that the Committee is focused on.</p> <p>The Committee evaluates its work consistent with the Board's approved process for committee evaluation.</p>
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DATE

Approved: 2021-10-05

Revised: 2022-05-27, 2022-08-18, 2023-05-04, 2023-09-05

To be revised: