

## GOVERNANCE Committee

### Terms of Reference

#### INTRODUCTION

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

CPATA has developed a Code of Conduct for its Board and Committees that articulates the standards of conduct and behaviour expected of Board and Committee members, including with respect to confidentiality, conflict and decision-making.

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#### ROLE

The Governance Committee<sup>1</sup> examines corporate governance practices, including Board practices and performance, and makes 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 the CEO with a view to enhancing the College’s performance.
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 – Overseeing the elections in accordance with the By-law.

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#### 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;

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<sup>1</sup> Established by By-law s. 42

- b. Identifies areas for Directors' ongoing updating of skills and knowledge of the College and its business, 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;
- d. Oversees the annual reviews and evaluation of the performance of College committees and their Chairs against the terms of reference and the standards established for the role of committee chairs; and
- 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 the CEO 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 the CEO and Registrar.
- b. Reviews and considers corporate governance best practices in Canada and makes recommendations to the Board regarding their consideration or adoption as appropriate;
- 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; and.
- 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, and
  - 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 adoption of Skills Matrices.
- b. Oversees tracking of terms and term limits of Directors and Committee members;
- c. Identifies gaps to be filled and plans 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 to the Minister for appointment to the Board;
- e. Develops a formal and transparent procedure for calls for nominations for non-Director appointments to Committees; and
- f. Recommends committee members and committee chairs and names for potential Board appointments to the Board for approval.

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#### MEMBERSHIP AND VOTING

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 in accordance with the Board's Governance Policies.

Committee member terms are set by the Board.

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#### 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.

**QUORUM**

Quorum of the Committee is three.

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**RESOURCES**

The Committee is supported by the CEO, Deputy Registrar and General Counsel, Professional Regulation.

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**REPORTING**

The Committee develops, documents, and adopts for Board approval an annual work plan and reports to the Board quarterly.

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**DATE**

Approved: 2021-10-05

Revised: 2022-05-27, 2022-08-18, 2023-05-04, 2023-09-05, 2024-11-06

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