

GOVERNANCE & NOMINATING 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 Committee and its Nominating Subcommittee, referred to as the Governance and Nominating Committee¹ examine corporate governance practices, including Board practices and performance, and make recommendations with respect to the Board. 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

The Nominating Sub-Committee assists the Board to fulfill its roles regarding Board and Committee succession and is responsible for:

3. Nominating - Assessing the requirements for membership on the Board and advising the Minister's Office of the College's needs, managing the process for nominating candidates for Board and committee membership.
4. Elections – assisting with the election process as prescribed by the By-laws.

¹ Established by Board By-law s. 45. See By-laws 31 ff

RESPONSIBILITIES

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

Board Effectiveness

The Committee

- a) Monitors the Board orientation and onboarding process, and, where appropriate, recommends changes to the Board and the CEO;
- b) Facilitates 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 and 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 Board approved CEO succession plan.

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;
- b) Reviews the College's structures and procedures to ensure the Board is able to, and in fact does, function independently of Management;
- c) Annually reviews the [Board Policy No. 3 – Directors' Code of Conduct](#) and, where appropriate, recommends revisions to the Board;
- d) Monitors compliance with the Code and reports to the Board;
- e) Reviews and considers corporate governance best practices in Canada and makes recommendations to the Board regarding their consideration or

adoption as appropriate; and

- f) 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.

The **Nominating Subcommittee** assists the Governance and Nominating Committee fulfill its roles regarding Board and Committee succession, and is responsible for:

Board and Committee Nominations

The Committee:

- a) Assesses the requirements for membership on the Board and College committees;
- b) Creates and maintains a formal and transparent procedure for recommending candidates for appointment to the Board to the Minister;
- c) Manages the processes involved in assessing the capabilities that will be required by the Board and its Committees, by maintaining a "skills and attributes matrix" of the capabilities of the existing Directors and committee members, and identifying the gaps to be filled and the plan for the orderly succession of the Chair of the Board and its Committees and Directors and committee members to maintain required capabilities;
- d) Recommends committee member and committee chair appointments to the Board for approval.

Elections

The Committee

- a) Determines if, based on the terms of elected directors, an election is necessary² and, if so, whether the position is to be filled by a patent agent, a trademark agent or either³;
- b) Advises the CEO regarding communications with the profession about the desirable skills and attributes for new Directors;
- c) Facilitates an orientation for prospective election candidates⁴
- d) Assists the CEO in recommending appointment by the Board of an Election Commissioner ⁵;

² Board By-law 31(1)

³ By-law 31(2)

⁴ By-law 32(e)

⁵ By-law 31(5)

Conducts an inquiry into the validity of the election process under Board By-law 39 and reports to the Board.

**MEMBERSHIP
AND VOTING**

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

The Nominating Subcommittee has up to 5 members, at least one of whom is a Director.



Non-voting participants:

- Chief Executive Officer (CEO) is an *ex officio* member of the Committee and the Subcommittee.

A Committee or Subcommittee member who, without excuse satisfactory to the Chair, is absent from two consecutive meetings of the Committee or Subcommittee, is deemed to have resigned, which resignation will create a vacancy on the Committee or Subcommittee to be filled⁶.

The Board, by a vote of two-thirds of those present, may at pleasure remove a member of the Committee⁷ or Subcommittee 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.⁸

CHAIR

The Chairs and members of the Governance and Nominating Committee and the Nominating Subcommittee are appointed by the Board



The Committee and Subcommittee Chairs are voting members of the Committee and the Subcommittee.

**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.

⁶ Registrar's Policy on Committees

⁷ Registrar's Policy on Committees

⁸ Registrar's Policy on Committees

At least once a year the Governance and Nominating Committee and the Nominating Subcommittee must meet to review matters where there are shared or complementary responsibilities.

QUORUM

Quorum of the Committee and the Subcommittee is three

RESOURCES

The Committee is supported by the CEO and Deputy CEO.

REPORTING & EVALUATION

The Committee develops, documents, and adopts for Board approval an annual work plan that includes the plans for the Subcommittee and reports to the Board by providing a high-level summary of the Committee's activities at the next Board meeting. The summary details what the Committee and Subcommittee 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.

The Committee evaluates its work consistent with the Board's approved process for committee evaluation.

DATE OF LAST REVIEW

Approved – 2021-10-05
