

Governance Model

Committees

As per the Unanimous Members' Agreement (UMA), the Board may appoint committees whose members will hold the offices at the will of the Board. The Board shall determine the duties of such committees, establish terms of reference for such committees, and may fix by resolution, any remuneration to be paid. Such committees may include standing committees of the Board, ad hoc committees and advisory committees to management, including committees to provide advice and recommendations to management of SEARCH Canada on the planning and execution of programs of SEARCH Canada. The Board of Directors has established the following committee structure as part of the SEARCH Canada governance model:

- Standing Nominating Committee (External)
- Standing Finance and Audit Committee
- Standing Executive Committee
- Ad Hoc Committees

Nominating Committee

The Nominating Committee is established in accordance with the requirements of the Unanimous Members' Agreement. The following Terms of Reference are recommended by the SEARCH Canada Board for adoption by the Nominating Committee.

Committee Terms of Reference	
Name	Nominating Committee
Type	Standing committee of the Corporation, external to the Board, established by the Members
Purpose	To recommend candidates for the Board of Directors for approval by the Members in order to ensure a balanced mix of stakeholder and independent perspectives with a primary focus on strengthening SEARCH Canada and meeting the strategic objectives.
Chair	The AHFMR nominee to the committee
Reports to	Members of the Corporation through: <ul style="list-style-type: none"> ▪ presentation of recommended candidates at members' meetings as required ▪ bi-annual report on committee performance at the AGM ▪ bi-annual process to confirm members of the Nominating Committee (see Composition)
Authority	<ul style="list-style-type: none"> ▪ Recommends candidates for approval by the Members. ▪ Establishes its own terms of reference and communicates these to the SEARCH Canada Board. ▪ Recommends terms of office for each candidate. ▪ Recommends the Director to be Chair of the Board.
Areas of Responsibility	<ul style="list-style-type: none"> ▪ Provides ongoing recruitment functions for the SEARCH Canada Board of Directors. ▪ Requests nominations from Members. ▪ Identifies the needs and priorities of the Board related to the expertise and perspectives of Directors in discussion with the SEARCH Canada Board Chair. ▪ Reviews individual nominees and recommends candidates for the Board of Directors. ▪ Ensures Board succession by setting terms of either 2 or 3 years, with the intent that the terms of approximately one third, but not more than one half, of the Directors expire each year.
Composition	<ul style="list-style-type: none"> ▪ Four members as specified in section 5 of the UMA, confirmed at least bi-annually through a nominations process by Members: <ul style="list-style-type: none"> – 1 individual nominated jointly by Calgary Health Region and Capital Health; – 1 individual nominated jointly by the non-metro health regions: Chinook, Palliser, David Thompson, East Central, Aspen, Peace Country and Northern Lights;

	<ul style="list-style-type: none"> - 1 individual nominated by the University of Calgary; - 1 individual nominated by AHFMR, who shall be the chair of the Nominating Committee ▪ The SEARCH Canada Board Chair is a non-voting participant observer.
Timeframes and Meetings	<ul style="list-style-type: none"> ▪ Meets at least bi-annually, and as necessary, on request of the Nominating Committee Chair who will consult at least quarterly with the SEARCH Canada Board Chair to address succession needs. ▪ Provides recommendations to the Members at a Members' Meeting or Annual General Meeting
Support and Resources	<ul style="list-style-type: none"> ▪ Receives administrative support from AHFMR, which maintains the records of the Committee. ▪ Is not included in SEARCH Canada compensation policies; members will be compensated by their own organization.
Communication with the SEARCH Canada Board	<ul style="list-style-type: none"> ▪ The Chair communicates as needed or requested with the SEARCH Canada Board of Directors through the Board Chair, and meets once a year with the SEARCH Canada Board.
Review	<ul style="list-style-type: none"> ▪ Reviews its own performance at least bi-annually and reports to the Members at the Annual General Meeting.

Finance & Audit Committee

Terms of Reference	
Name	Finance and Audit Committee
Type	Standing committee of the Board of Directors
Purpose	To oversee audit, compliance, reporting and investment requirements.
Chair	Vice-Chair, SEARCH Board of Directors
Reports to	Board of Directors
Authority	<ul style="list-style-type: none"> ▪ Review the corporate financial position, reporting and compliance with approved policies and procedures. ▪ Present the annual budget to the Board for approval following thorough discussion of the management proposed budget and providing detailed minutes of those discussions to the whole Board. ▪ Recommend the Auditor to the Board, approve the Audit Plan and compensation. ▪ Meet with the Auditor to review the Audit report and their recommendations on financial matters. ▪ Approve expenditures for the purposes of sending quarterly reports to our Members. The Board will ratify expenditures and actions at its next meeting and the Chair of the Finance and Audit Committee will bring any outstanding items to the Board. ▪ Oversee compliance with the Board approved Investment Policies and strategies.
Specific Areas of Responsibility	<ul style="list-style-type: none"> ▪ Ensure adequate accounting and internal financial controls are in place and in accordance with GAAP. ▪ Conscious oversight of corporate investment practices and investment performance.
Composition	<ul style="list-style-type: none"> ▪ The organization shall establish, as a standing committee, a Finance and Audit Committee which shall consist of at least three members: <ul style="list-style-type: none"> – 2 Board Members, preferably those with financial / accounting knowledge and experience – 1 external member recognized to be a financial expert, preferably from a “Member” organization – The CEO, ex-officio and non-voting ▪ The Committee Chair is the Vice-Chair of the Board and is appointed by the Board Chair
Timeframes and Meetings	<ul style="list-style-type: none"> ▪ Committee stands unless dissolved by the Board. ▪ Meets as required to adhere to quarterly and annual external reporting deadlines.
Communication with the Board	<ul style="list-style-type: none"> ▪ Reports quarterly to the Board.
Review	<ul style="list-style-type: none"> ▪ Annual review of the Terms of Reference by the Board.

Executive Committee

Terms of Reference	
Name	Executive Committee
Type	Standing Committee of the Board of Directors
Purpose	<ul style="list-style-type: none"> ▪ To provide a decision-making mechanism between Board meetings to deal with urgent business of the organization as required. ▪ To develop and recommend policies to the Board.
Chair	Chair, SEARCH Canada Board of Directors (appointed by the Board of Directors).
Reports to	Board of Directors
Authority	<ul style="list-style-type: none"> ▪ Support the Board Chair in ensuring Board actions are consistent with its own policies and legal frameworks. ▪ Review governance policies on a bi-annual basis. ▪ Approve compensation for Board Members for work beyond usual duties. ▪ Coordinate annual Board and CEO evaluations.
Composition	<ul style="list-style-type: none"> ▪ The Executive Committee shall consist of: <ul style="list-style-type: none"> - Chair of the Board - Vice-Chair of the Board - One Board member - The CEO, ex-officio and non-voting
Timeframes and Meetings	<ul style="list-style-type: none"> ▪ Meets as required between Board meetings. ▪ Meets at least 4 times per year.
Communication with the Board	<ul style="list-style-type: none"> ▪ Reports quarterly to the Board through the regular report of the Chair. ▪ Presents actions of the Executive to the Board for ratification.
Review	<ul style="list-style-type: none"> ▪ Bi-annual review of the Terms of Reference by the Board.

Ad Hoc Committees

- An Ad Hoc Committee is defined as one that:
 - Is temporary in nature
 - has a distinct beginning and end, and
 - has a clear definition of responsibilities through a terms of reference
- Ad Hoc Committees can be established by the Board as required
- The Chair and members are appointed by the Board.
- The Board shall determine the functions and purpose of such committees, and define available resources.
- An Ad Hoc Committee shall define its Terms of Reference at its first meeting and communicate its plan to the Board of Directors.
- Ad Hoc Committees report back to the Board with recommendations.