

GOVERNANCE CULTURE**GC-5E: Board Committees Terms of Reference**

Monitoring Method: Board Self-assessment
Monitoring Frequency: Annually

Trustee Remuneration Committee**Purpose/Charge:**

The purpose of the Trustee Remuneration Committee (the "Committee") is to assist the Board of Trustees in determining trustee remuneration levels, taking into consideration budgetary, economic and other relevant factors.

Membership:

1. The Committee shall consist of a minimum of five individuals comprised of:
 - two trustees, one of whom will serve as Committee Chair; and
 - a minimum of three individuals external to the Calgary Board of Education and independent of the Calgary Board of Education. The meaning of independence is as defined in National Instrument 52-110 Audit Committees.
2. The external Committee members will be appointed to the Committee by the Board of Trustees based on their expertise in the areas identified in the Committee's skills matrix set out in Appendix I.
3. The term of appointment for the external Committee members shall be for three years, renewable to a maximum of nine years. To ensure continuity of leadership, the expiration terms of the external Committee members will be staggered.
4. Each external Committee member shall serve at the pleasure of the Board of Trustees as a volunteer and will not receive any compensation for their time. The Board of Trustees reserve the right to terminate any Committee appointment.
5. The trustee members, including the Committee Chair, will be appointed annually at the Board of Trustees' Organizational meeting.

Meetings:

1. The Committee will meet regularly, not less than once a year, and may meet at such other times as required by the Committee Chair.
2. The Chair of the Committee shall establish the agendas for meetings, ensure that properly prepared agenda materials are circulated to the members with sufficient time for review prior to the meeting, chair the committee meetings, and be responsible for reporting to the Board of Trustees.
3. A majority of the members of the Committee shall constitute a quorum. One trustee must be present at all Committee meetings.
4. The Corporate Secretary and members of Administration may attend meetings of the Committee, as required.

Reporting Schedule:

1. The Committee Chair or their designate shall report to the Board on matters arising at Committee meetings. The Committee Chair shall report at least annually to the Board of Trustees on the Committee's responsibilities and how it has discharged them.
2. Minutes of all meetings of the Trustee Remuneration Committee shall be provided to the Board of Trustees by the Chair and filed with the Board of Trustees for the corporate record and indicate at least the following information:
 - date and place of meeting;
 - attendees; and
 - record Committee recommendations.

Roles and Responsibilities:

1. The Committee shall have the responsibilities set out in Appendix II as well as any other matters as may be delegated to the Committee by the Board from time to time.
2. The Committee and each of its members shall comply with such additional requirements as may be specified in the *Education Act* and in resolutions of the Board in effect from time to time.

Authority Over Division Resources:

The Committee shall have no authority over The Calgary Board of Education resources; this is the responsibility of the Board of Trustees.

Adopted: April 6, 2021

Appendix I
The Calgary Board of Education Board of Trustees
Trustee Remuneration Committee Members Skills Matrix

| Trustee Remuneration Committee Members | Board Compensation Experience | Orientation and Education Programs for Board Members | Board Governance Experience | Public Sector/ Not for Profit Experience |
|--|-------------------------------|--|-----------------------------|--|
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| Individual Competency Average | | | | |
| Overall Competencies Average: | | | | |

Rating Scale for Skills Matrix Competencies

- 1 – None/low (little to no experience)
- 2 – Basic (limited knowledge)
- 3 – Intermediate (practical understand)
- 4 – Proficient (in depth understanding, applied theory)
- 5 – Expert (significant experience, would be seen as a subject matter expert)

GOVERNANCE CULTURE
GC-5E: Board Committees Terms of Reference**Appendix II**
Trustee Remuneration Committee
Roles and Responsibilities Calendar
√ When Performed

| Roles and Responsibilities | Annually |
|---|-----------------|
| 1. Review honoraria for trustees, the Chair and Vice-Chair, set out in GC-2E: Trustee Remuneration policy, and make recommendation(s) to the Board of Trustees for any modifications taking into consideration budgetary, economic and other relevant factors. | √ |
| 2. Review health benefits and transportation allowances set out in GC-2E: Trustee Remuneration policy, and make recommendation(s) to the Board of Trustees for any modifications taking into consideration budgetary, economic and other relevant factors. | √ |
| 3. Review reimbursable expenses including professional development, meal expense, and other expenses and benefits for trustees set out in GC-2E: Trustee Remuneration policy, and make recommendation(s) to the Board of Trustees for any modifications taking into consideration budgetary, economic and other relevant factors. | √ |
| 4. Consider other allowances and benefits, not contained in GC-2E: Trustee Remuneration policy, that may be reasonable for trustees to receive. Make recommendation(s) to the Board of Trustees taking into consideration budgetary, economic and other relevant factors. | √ |
| 5. Review trustee retiring allowance set out in GC-2E: Trustee Remuneration policy, and make recommendation(s) to the Board of Trustees for any modifications taking into consideration budgetary, economic and other relevant factors. | √ |
| 6. Review the Trustee Remuneration Committee Terms of Reference once every year to ensure its continued relevance and appropriateness, and make recommendation(s) to the Board. | √ |