



**Saskatchewan Apprenticeship and Trade
Certification Commission**

**Board of Directors
Terms of Reference**

Board Approved November 29, 2017

Saskatchewan Apprenticeship and Trade Certification Commission

Board of Directors Terms of Reference

1) Purpose

Pursuant to *The Apprenticeship and Trade Certification Act, 1999*, the SATCC Board of Directors function as stewards of the Commission and have the statutory authority and obligation to manage the affairs and business of the Commission. To satisfy this obligation, the Board provides oversight while delegating to the Chief Executive Officer (CEO) the responsibility for the day to day operations of the Commission.

The fundamental objective of the Board is to act in the best interests of the Commission, guiding the affairs and business of the Commission through the development of an overall strategic direction and policy framework while taking into account the mandate and public policy objectives of the Commission.

2) Board Composition

The Board of Directors shall consist of not more than 20 members. Appointments to the Board are made by the Lieutenant Governor in Council. A member holds office for a term not exceeding three years or until a successor is appointed. Each member is eligible for reappointment.

The SATCC Board of Directors must include the members as set out in Sections 5, 6 and 7 of *The Apprenticeship and Trade Certification Act, 1999*. The majority of the members of the Board of Directors are industry representatives, divided equally between industry employers and employees. Each industry representative is nominated by organizations designated to represent the sector. The Minister recommends appointment of the industry nominees to the Lieutenant Governor in Council.

Before September 30 in each year, the members of the Board shall elect from among their number a Chairperson and Vice-Chairperson of the Board.

The Lieutenant Governor in Council may remove a Board member if:

- a) after receiving a recommendation from the Minister for the member's removal if the member fails to attend three consecutive regular meetings of the Board without the prior approval of the Board or the Board makes a recommendation, with reasons, to the Minister requesting the member's removal; or,
- b) the Lieutenant Governor in Council considers it to be in the public interest to remove the member.

Saskatchewan Apprenticeship and Trade Certification Commission ***Board of Directors Terms of Reference***

3) Principal Duties and Responsibilities

The principle duties of the SATCC Board are to:

- 3.1 provide leadership in setting the SATCC long-range strategic direction and to approve the SATCC's overall strategic plan, operating goals, operating budget, performance indicators and the business plans established to achieve them;
- 3.2 appoint, monitor and evaluate the performance of the CEO, taking appropriate action as warranted, and to provide for effective succession planning;
- 3.3 adopt policies and procedures to enable effective communication with SATCC stakeholders and the public;
- 3.4 every two years review the Board of Directors' and Board Committees' Terms of Reference based on recommendations from the various Committees;
- 3.5 ensure the integrity of the SATCC internal control and management information systems;
- 3.6 participate in identifying the principal risks of the activities in which the SATCC is engaged and to oversee the implementation of appropriate systems to manage the risks;
- 3.7 develop practices to ensure that the Board functions independently of operations; and
- 3.8 act in accordance with any responsibilities as set out in *The Apprenticeship and Trade Certification Act, 1999*.

4) Legal Responsibilities

In performing their duties, members of the SATCC Board shall:

- 4.1) act honestly and in good faith with a view to the best interests of the Commission, while taking into account the public policy and business objectives of the Commission;
- 4.2) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
- 4.3) comply with the provisions of *The Apprenticeship and Trade Certification Act, 1999*, as amended or replaced from time to time.

In discharging its legal and compliance responsibilities, the SATCC Board shall:

- 4.4) ensure that the Commission establishes appropriate and effective policies and procedures to operate at all times within applicable laws and regulations, and according to the highest ethical and moral standards; and
- 4.5) approve and monitor compliance with significant policies and procedures by which the Commission is operated.

Saskatchewan Apprenticeship and Trade Certification Commission
Board of Directors Terms of Reference

5) Meetings

The time and place of meetings of the Board and the procedures at such meetings shall be determined from time to time by the members of the Board, provided the following.

- 5.1) The Board shall meet at least a minimum of six (6) times per year.
- 5.2) A meeting of the Board may be called on the direction of the Chair of the Board, the CEO or by any two (2) members of the Board. Subject to quorum being achieved, the meeting shall convene on the date and time set by the Notice of Meeting;
- 5.3) A quorum of Board members is required to transact any business of the SATCC Board of Directors and shall be comprised of:
 - a) at least three industry employee representatives;
 - b) at least three industry employer representatives; and
 - c) at least half of the other members.
- 5.4) Reasonable notice, preferably seven (7) days before the meeting, shall be given in writing; to each member of the Board.
- 5.5) The Agenda and associated material shall be sent to each member of the Board prior to the time for such meeting, preferably seven (7) days.
- 5.6) A director may in any manner waive a notice of meeting. Attendance of a director at the meeting is a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not properly called.
- 5.7) The Board shall have the right to determine which non-Board members shall and shall not be present at any part of the meetings of the Board, and may hold in-camera sessions.

6) Decision Making

All decisions of the SATCC Board of Directors will be based on a consensus model, as attached in Appendix A.

7) Reporting

- 7.1) An outline of material proceedings and deliberations addressed by the Board and all recommendations, decisions and directives of the Board shall be recorded by the Secretary in the minutes of the meeting.
- 7.2) Deliberations and discussion at Board meetings are confidential. The approved Board meeting minutes and decisions, excluding any in-camera minutes and decisions, will be available to the public.

Saskatchewan Apprenticeship and Trade Certification Commission
Board of Directors Terms of Reference

8) Committee Structure

- 8.1) The Board shall appoint any Committees that it considers necessary for the efficient conduct of the affairs and business of the Commission and shall prescribe the scope, duties and responsibilities of any Committee it appoints through Terms of Reference for the Committee.

- 8.2) The Board shall appoint, by resolution, members of the Committees, to hold office until that member is removed by resolution of the Board, or ceases to be a member of the Board.

9) Support to the Board

- 9.1) The Board shall have access to any and all books and records of the Commission required for the execution of the Board's obligations and, as necessary, shall discuss with appropriate corporate officers and employees, co-ordinated through the Office of the CEO, such records and other relevant matters.

- 9.2) The Board shall have the authority to retain external advisors, experts or consultants in order to properly discharge its duties and responsibilities.

10) Confidentiality

All deliberations of the Board, and all records, material and information pertaining to the Commission obtained by a member of the Board shall be considered confidential. Board members shall maintain the confidentiality of such deliberations, and shall safeguard such records, material and information from improper access.

11) Review History

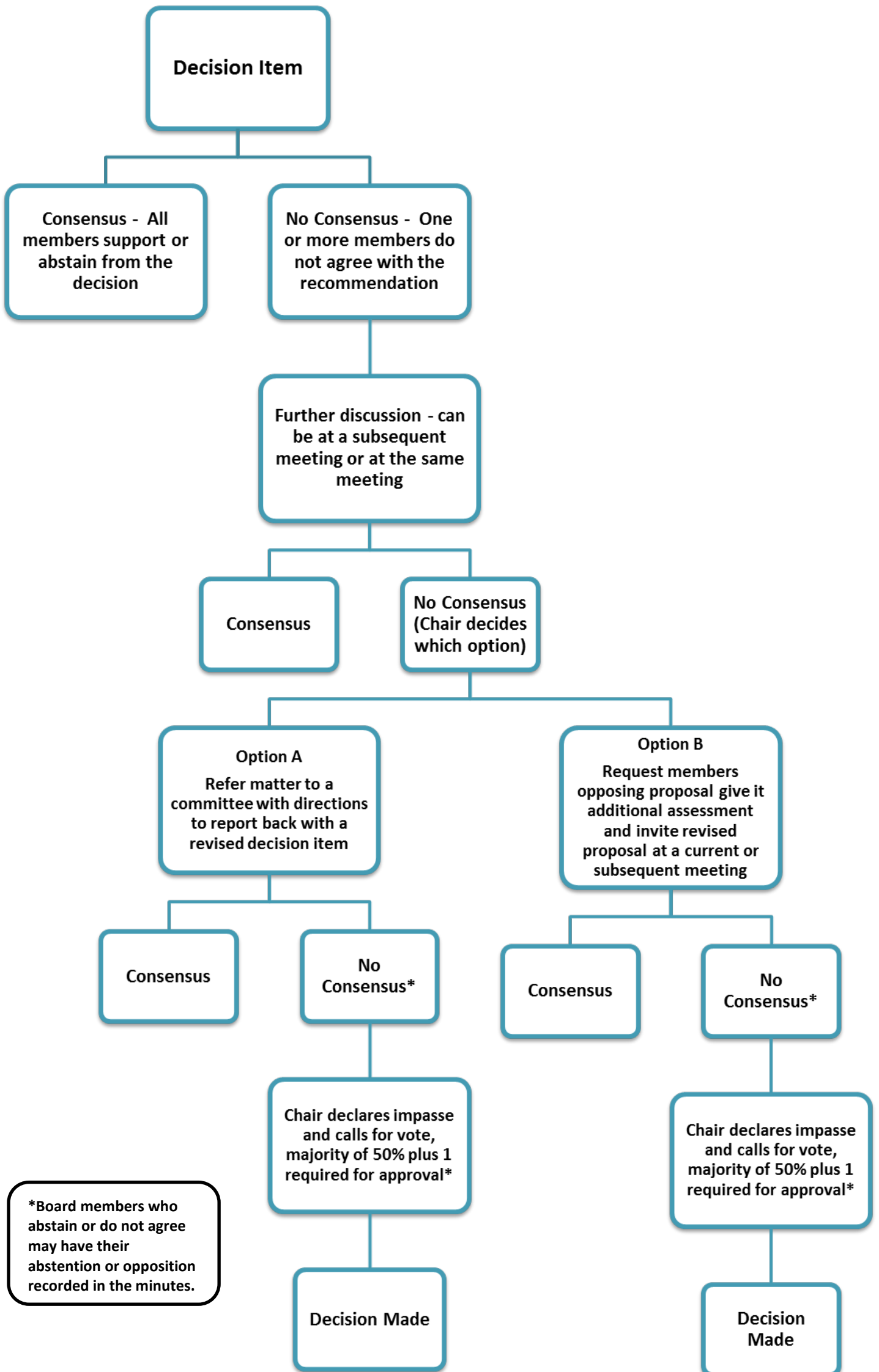
Board Approval dates: November 29, 2017; December 16, 2015; May 31, 2012; January 25, 2012

Last Board review: November 29, 2017

Next scheduled review: November 2019

APPENDIX A

Consensus Model for Decision Making



*Board members who abstain or do not agree may have their abstention or opposition recorded in the minutes.