



NATIONAL CAPITAL COMMISSION
COMMISSION DE LA CAPITALE NATIONALE

		No.	2020-S03
		To	Board of Directors
For	DECISION	Date	2020-01-23
Subject/Title			
Amendments to the Advisory Committee Charters			
Summary			
Based on the April and November 2019 discussions at Governance Committee, Commission Secretariat is proposing amendments to the various charters.			
Risk Summary			
Not applicable.			
Recommendation			
That the proposed amendments to the charters of the Advisory Committee on Planning, Design and Realty and the Advisory Committee on the Official Residences Canada be approved.			

Submitted by:

Original signed by Anne Julie Lalonde

 Name

 Signature

1. Strategic Priorities

Guiding Principle – Corporate Excellence

2. Authority

NCC By-laws, paragraph 3.2.1

3. Context

The NCC's Governance Committee is mandated to review, every three years, the NCC's by-laws, charters and other governance instruments. The amendments being proposed are the result of several discussions with the Governance Committee since April 2019.

4. Options Analysis

The proposed amendments include providing clarity on the conflict of interests' paragraphs, gender-neutral language and strengthening the link to the Chief Executive Officer, as well as:

Advisory Committee on Planning, Design and Realty (ACPDR)

- Reducing in the number of members
- Introducing a new appendix that would attempt to establish a sequence for presentations

Advisory Committee on the Official Residences of Canada (ACORC)

- Removing the duty and responsibility of the Crown Collection as this duty resides with the Canadiana Fund

5. Financial Details

Not applicable.

6. Opportunities and Expected Results

The triennial Governance Framework Review is a governance best practice and ensures that the NCC continues to have relevant and robust governance instruments.

7. Risks and Mitigation Measures

Not applicable.

8. Consultations and Communications

Governance Committee Workshop

April and November 2019

9. Next Steps

Not applicable.

10. List of Appendices

Appendix 1 – Charter of the ACPDR

Appendix 2 – Charter of the ACORC

11. Authors of the Submission

Anne Julie Lalonde, Acting General Counsel and Commission Secretary

Chantal Bédard, Chief, Commission Secretariat

NATIONAL CAPITAL COMMISSION

Charter of the Advisory Committee on Planning, Design and Realty

Adopted by the NCC Board of Directors

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Appendix 1: Financial Considerations for Committee Members

This charter sets forth the policies and procedures of the Advisory Committee on Planning, Design and Realty (the "**Committee**") appointed by the Board of Directors (the "**Board**") of the National Capital Commission (the "**Corporation**") to assist, through management of the Corporation, the Board members in the performance of their respective duties and responsibilities.

1. Mandate

The mandate of the Committee is to assist the Corporation, through the Chief Executive Officer of the Corporation (the "**CEO**") and management of the Corporation, by providing objective, professional advice on the Corporation's long-range plans and policies for the use of public lands in Canada's Capital Region, on design proposals affecting such public lands and on other real property issues affecting the Corporation.

2. Membership

2.1. The Committee will be comprised of ~~nineseven~~ (97) to ~~elevennine~~ (119) members, each of whom shall be a recognized expert in their field.

2.1.2.2. The Committee will be comprised of no less than: i) 2 Architects; ii) 2 Landscape Architects; iii) 2 Urban planners; and iv) such other professionals as may be required from time to time.

2.2.2.3. The Board will name a Chairperson and Vice-Chairperson of the Committee from amongst the Committee members.

2.3.2.4. Where vacancies exist, the remaining members may ~~exercise all the powers and~~ perform all the duties of the Committee so long as a quorum still exists.

2.4.2.5. Each member will be appointed to the Committee by the Board for an ~~initial~~ term ~~of not exceeding~~ three (3) years. Members may apply for reappointment a maximum of two (2) separate additional terms not exceeding three (3) years each. A member who has served for three (3) consecutive terms shall not be eligible for further reappointment.

2.5.2.6. The Chairperson of the Board and the CEO are ex-officio members of the Committee and may attend any meetings of the Committee.

2.6.2.7. The Board may appoint up to two (2) of its members to act as observers at Committee meetings for informational purposes. Such observers shall remain on the Committee until they are removed or replaced by the Board or they cease to be members of the Board. The Board shall review the observer membership of the Committee at least every two years. The observers may not participate in the recommendations made by the Committee but may make comments at the invitation of the Chairperson.

~~2.7.2.8.~~ The Vice-Chairperson of the Advisory Committee on Universal Accessibility may attend meetings as an ex-officio observer and may make comments at the invitation of the Chairperson.

~~2.8.2.9.~~ Terms of Committee members will be staggered so that, over time, the terms of no more than ~~four~~ a third of the members ~~hip~~ will expire at the same time.

~~2.9.2.10.~~ The Board will consider the make-up of the Committee in considering new appointments to ensure that there is a breadth of experience on the Committee, that members reflect the different regions of Canada and that representation is balanced as much as possible between the eastern and western provinces and northern territories, as well as Ontario and Québec. The Board shall endeavor to ensure that at least one member of the Committee is from the National Capital Region, preferably from the academic community or retired from active practice; however, the lack of such a member shall not impair the ability of the Committee to act.

~~2.10.2.11.~~ Subject to section 2.12 below, if a Committee member faces a real, apparent, or potential conflict of interest relating to a matter before the Committee, that member will inform the Chairperson and the Commission Secretary (or, in the case of the Chairperson, they will inform the ~~Chairperson of the Board~~ CEO) prior to consideration of the matter by the Committee. If the ~~Chairperson, or the Chairperson of the Board, as the case may be,~~ Commission Secretary concurs that a real, apparent, or potential conflict of interest exists, the member faced with such conflict will disclose to the Committee the member's interest and will not participate in the consideration of the matter ~~and will not vote on the matter.~~ The Commission Secretary shall inform the Chairperson of the Board of all conflicts of interest.

~~2.11.2.12.~~ Committee members or their respective firms shall not be permitted to bid on or enter into contracts with the Corporation on any projects of the Corporation that have been presented or may be presented to the Committee in the future. ~~, including contracts in respect of: (a) the purchase, sale or lease of real property, (b) projects of the Corporation or (c) other projects that the Corporation is managing on behalf of the Crown or other third party.~~ A Committee member who intends or whose firm intends to obtain a contract from the Corporation on such a project shall resign from the Committee at the earliest opportunity and before a real, apparent or potential conflict of interest arises.

3. Duties and Responsibilities

- 3.1. The role of the Committee is to encourage planning, design and real estate excellence throughout Canada's Capital Region, that is commensurate with the significance, natural environment and heritage of the Capital.
- 3.2. At the request of the CEO, the Committee will provide comments and advice on matters pertaining to studies, designs, projects, long-range plans, and

other proposals on federal lands and other lands in Canada's Capital Region over which the NCC has jurisdiction pursuant to the National Capital Act including, without limitations, such matters being undertaken by federal entities on privately owned land in Canada's Capital Region or bearing a Corporation or federal department and agency design and/or land-use covenant; including:

- 3.2.1. long-range plans, strategies and policies, in accordance with the NCC Capital Planning Framework, for the use, physical development, experience and programming of public lands, ~~including the Plan for Canada's Capital; the Gatineau Park, Greenbelt and Urban Lands master plans; the Core Area Sector Plan; and any other plan or initiative located within the Core Area and/or involving the National Interest Land Mass;~~
- 3.2.2. significant designs, projects and other proposals located in the Core Area along Confederation Boulevard;
- 3.2.3. site planning, landscaping and designs for the development/ redevelopment of any national institution, ~~save and except the Official Residences;~~
- 3.2.4. designs, projects and other proposals affecting the foreground or background of protected views;
- 3.2.5. designs, projects and other proposals affecting significant cultural landscapes, heritage properties and environmental features;
- 3.2.6. designs, projects and other proposals related to major commemorations;
- 3.2.7. designs, projects and other proposals related to the development/ redevelopment, conservation, renovation, rehabilitation and stewardship of any major Corporation real asset;
- 3.2.8. planning and design criteria, guidelines and/or standards for any of the matters set forth in the preceding sections; and

3.3. ~~any~~ Any other matter referred to the Committee by the ~~Corporation's Executive Management Committee~~ CEO.

3-3-3.4. ~~Notwithstanding sections 3.1, 3.2 and 3.3, and at the request of the CEO, any projects related to the Official Residences portfolio will generally be reviewed by the Advisory Committee on the Official Residences of Canada.~~

3-3-3.5 Committee members will attend meetings, prepare for each meeting by thoroughly reviewing all materials prepared and sent to Committee members prior to each meeting and participate actively in all meetings, bringing to the Committee and its deliberations the full extent of their experience.

3.43.6 Committee members shall:

~~3.4.13.6.1~~ 3.4.23.6.1 strictly maintain the confidentiality of the information they obtain of their membership on the committee;

~~3.4.23.6.2~~ 3.4.23.6.2 not knowingly take advantage of, or benefit from, information that is obtained in the course of their term on the committee and that is not generally available to the public (see section 2.11).

4. Member Selection Process

4.1. ~~The Board will consult with a~~ Nominating Committee, composed of the Chief Executive Officer, the Commission Secretary, the Corporation’s Vice President responsible for the Committee, the current Chairperson of the Committee and the Board observer(s) (the “Nominating Committee”), will be responsible for in identifying and assessing potential ~~members~~ candidates for the Committee.

4.2. The Committee Secretary will maintain an up to date Committee member profile to reflect their expertise. When vacancies exist, the Committee Secretary will perform a gap analysis of the committee profile for the review and approval of the Nominating Committee, which will determine the profile of the possible candidate. A call for candidates describing the ideal profile will be published on the NCC’s website, and sent to professional organizations and post-secondary educational institutions across Canada. Committee members and staff may refer possible candidates. Resumes and/or biographies will then be analyzed, and a short list of candidates will be submitted to the Nominating Committee.

4.3. Subject to section 2.2, Mmembers will be recruited based on their expertise in one or a combination of the following areas to enable the Committee to adequately fulfill its mandate:

Planning	Design	Realty	Environment
<ul style="list-style-type: none"> • Urban and Regional Planning • Urban Design • Transportation • Infrastructure • Zoning • Outdoor Recreation • Parks • National capitals 	<ul style="list-style-type: none"> • Architecture • Landscape Architecture • Sustainable Design • Industrial Design • Public Art / Interpretation • Commemorations • Built Heritage • Natural Heritage • Cultural Heritage • Landscape 	<ul style="list-style-type: none"> • Real Estate • Land Management • Real Property and Asset Management • Market and Economic Analysis <p><u>Engineering</u></p> <ul style="list-style-type: none"> • <u>Civil engineering</u> • <u>Structural engineering</u> • <u>Mechanical</u> 	<ul style="list-style-type: none"> • Environment/ Sustainability • Environmental Biology/ <u>EcologyClimate Change</u> • <u>Energy efficiency</u>

Engineering

- ~~4.4. The Committee Secretary will maintain an up-to-date Committee member profile to reflect the expertise of each of the members of the Committee.~~
- ~~4.5. In the event of a vacancy on the Committee, the Nominating Committee will review the existing Committee member profiles as well as the list of required expertise set forth above to identify qualified candidates for recommendation to the Board. Also, Committee members will be invited to submit names of qualified candidates.~~
- ~~4.6. The Committee Secretary will contact qualified candidates to ascertain their interest and availability and will submit a short list of candidates to the Nominating Committee.~~
- 4.7.4.4. The ~~Commission Secretary and~~ Nominating Committee will make a final recommendation to the Board regarding the appointment of members to the Committee.

5. Chairperson Selection Process

- 5.1. The Board will consult with a Nominating Committee composed of the Chair of the Board, the Chief Executive Officer, the Chairperson of the Governance Committee, the Commission Secretary and the Vice President responsible for the committee in identifying and assessing candidates for the position of Chairperson.
- 5.2. In addition to the attributes and expertise required of committee members in section 4.3, the candidates for the position of Chairperson must demonstrate: leadership, discipline and dependability; excellent and effective communication skills; an ability to summarize the key message of the discussion in a neutral fashion; an ability to promote a positive atmosphere to allow for open and frank discussions and sharing of opinion; and, an ability to establish a trusted advisor relationship with the Chief Executive Officer and the responsible Vice President.
- ~~5.3. The incoming Chairperson shall be a current member of the committee, be appointed 6 to 12 months prior to the conclusion of the current Chairperson's term, and, during that time, serve as vice chairperson until the commencement of his term.~~

6. Committee Meetings

- 6.1. The Committee will meet on such dates and with such frequency as established by the Board in the Corporation's Calendar of Meetings, subject to cancellation of a meeting by the CEO, in consultation with the Chairperson.

- 6.2. The CEO, in consultation with the Chairperson, may convene additional Committee meetings as required on such notice as may be determined by the CEO.
- 6.3. Committee meetings will be held in person; provided that, where circumstances make it impractical to convene and hold an in-person meeting, a teleconference meeting may be organized.
- 6.4. Submissions to the Committee will be in both official languages. ~~Members will identify their language of choice for receipt of documentation to the Commission Secretary.~~ Simultaneous interpretation will be provided at all Committee meetings.
- 6.5. Quorum for the meetings of the Committee will be established as follows:
 - 6.5.1. with a membership of ~~nineseven~~ (~~97~~) members, the quorum will be ~~fiveour~~ (~~54~~) Committee members; ~~and~~
 - 6.5.2. with a membership of ~~teneight~~ (~~180~~) or ~~elevennine~~ (~~119~~) members, the quorum will be ~~six-five~~ (~~65~~) Committee members.
- 6.6. The Chairperson will be responsible for leadership of the Committee and for ensuring that the Committee operates effectively. In performing this role, the Chairperson's responsibilities will include:
 - 6.6.1. managing the conduct of Committee meetings and the length of presentations to allow enough time for meaningful discussion;
 - 6.6.2. facilitating open and constructive communications between Committee members and encouraging their contribution to all Committee's deliberations;
 - 6.6.3. facilitating open and constructive communications between Committee members and management of the Corporation; ~~and~~
 - 6.6.4. facilitating open and constructive communications between Committee members and proponents/consultants who present material to the Committee; and
 - ~~6.6.4.~~6.6.5. endeavoring to adhere to the meeting format set out in Appendix 2.-
- 6.7. In the absence of the Chairperson, the Vice-Chairperson will act as chairperson of a Committee meeting. In the absence of the Chairperson and the Vice-Chairperson, the attending Committee members will appoint an acting Chairperson from amongst themselves. Board observers will not chair a Committee meeting.

- 6.8. The Commission Secretary will assign a Committee Secretary to the Committee. The Committee Secretary will organize Committee meetings, assist the Chairperson in managing Committee meetings, and keep minutes of Committee meetings.
- 6.9. The Committee Secretary will circulate draft minutes of meetings to Committee members for comment prior to the meeting at which they will be presented for adoption. Draft minutes will also be distributed to all Board members for information.
- 6.10. The Committee Secretary will provide committee members with material in preparation for each meeting. Preparatory material will be ~~sent to members by email or mail~~electronically distributed at least one week prior to the Committee meeting at which such material will be discussed to allow members sufficient time to review the material. ~~Committee members will be expected to have read the material prior to the meeting and to actively participate in Committee discussions.~~
- 6.11. At any meeting of the Committee, the members of the Committee may, by simple majority vote, elect to suspend any of the requirements of this charter related to the calling or conduct of such meeting, including abridging the notice period for the calling of such meeting, or to the sending of all or any agenda, materials, documents and presentations related to such meeting.
- 6.12. The Committee, at the request of and in consultation with the Chief Executive Officer, may appoint subcommittees to explore certain issues in more detail and/or sit in a joint design review process with a municipal design review panel.
- 6.13. With the approval of project proponents, some sessions of the Committee may be open to observers.
- 6.14. At the request of the ~~NCC management~~CEO, the Committee may participate in an early consultation with a proponent, where the requirements of section 6.11 will not apply. This early consultation does not substitute for a formal submission to the Committee at a later date where normal procedures will apply.

7. Reporting

The committee will report regularly to the Board regarding its meetings and progress in carrying out the responsibilities of the Committee pursuant to this charter.

Appendix 1

Financial Considerations for Committee Members

1. General provisions

- 1.1. "Per diem" allowances, in the amount of \$375, are payable for attendance at advisory committee meetings.
- 1.2. "Half-day per diem" allowances, in the amount of \$187.50 are payable in respect of an activity listed in Section 1.1 above which does not exceed four (4) hours.
- 1.3. Only one "per diem" allowance will be paid in respect of a twenty-four (24) hour calendar day.

2. Travel expenditures and other expenses

- 2.1 Committee members will be entitled to be reimbursed their traveling expenses and other expenses properly incurred by them in connection with the affairs of the Corporation.
- 2.2 When travelling to attend a Committee meeting, each Committee member will be paid a per diem rate, if the time required to travel between the meeting place and the normal place of residence exceeds three hours.
- 2.3 Committee members may use a private vehicle to attend a Committee meeting, if pre-approved by the Commission Secretary, and will receive an allowance in respect of such usage as per the kilometric rates stipulated in appendix B of the *National Joint Council Travel Directive*. It must be established that the use of a private vehicle is less expensive than the airfare.
- 2.4 Committee members will be responsible for their own travel arrangements and will be reimbursed, upon presentation of original receipts, for all transportation costs in accordance with the *NCC Special Travel Authority*.
- 2.5 Committee members will be responsible for any travel rates in excess of those set forth the *NCC Special Travel Authority* for a higher class of travel, deviation of itinerary from primary residence, and any travel stops that are not directly related to the Corporation's affairs.
- 2.6 When attending a Committee meeting, Committee members will receive a meal allowance in accordance with appendix C of the *National Joint Council Travel Directive*, for all meals not directly paid by the NCC.
- 2.7 Lodging accommodations arrangements for Committee members attending a Committee meeting will be made by the Commission Secretary's office.

- 2.8 Committee members will be reimbursed for their lodging accommodation costs upon presentation of original receipts and will be responsible for any excess lodging rates, and incidental costs such as room service, telephone charges or other similar charges.
- 2.9 Committee members who lodge in private residences will be allowed a reimbursement in accordance with the rates stipulated in *appendix C of the National Joint Council Travel Directive* for non-commercial accommodation allowances.

Appendix 2
Meeting Format

The proceedings will be led by the Chairperson and will follow the general sequence listed below:

<u>Structure</u>	<u>For Information</u> (45 min)	<u>Standard Project</u> (75 min)	<u>Parliamentary Precinct/Master Plans</u> (90 min)	<u>Details</u>
<u>Introduction</u>	<u>5</u>	<u>5</u>	<u>10</u>	<u>NCC staff introduce proponents, present an overview of the key design/planning considerations and identify the matters that staff is seeking advice on</u>
<u>Presentation</u>	<u>10</u>	<u>20</u>	<u>25</u>	<u>Proponents present the project concisely focusing on areas of concern</u>
<u>Clarification</u>	<u>10</u>	<u>20</u>	<u>20</u>	<u>Seek clarifications, ask questions</u>
<u>Comments</u>	<u>10</u>	<u>20</u>	<u>25</u>	<u>Chairperson opens the comment period by restating the critical issues and areas requiring advice</u>
<u>Summary</u>	<u>5</u>	<u>5</u>	<u>5</u>	<u>Chairperson summarizes the advice/recommendations</u>
<u>Response</u>	<u>5</u>	<u>5</u>	<u>5</u>	<u>Proponents are given the opportunity to respond to the comments</u>

NATIONAL CAPITAL COMMISSION

Charter on the Advisory Committee on the Official Residences of Canada

Adopted by the NCC Board of Directors on

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Appendix 1: Financial Considerations for Committee Members

This charter sets forth the policies and procedures of the Advisory Committee on the Official Residences of Canada (the "**Committee**") appointed by the Board of Directors (the "**Board**") of the National Capital Commission (the "**Corporation**") to assist, through management of the Corporation, the Board members in the performance of their respective duties and responsibilities.

1. Mandate

The mandate of the Committee is to provide to the Corporation, through the Chief Executive Officer of the Corporation (the "**CEO**") and management of the Corporation, objective, professional advice on asset management and related matters of the six official residences of Canada located in Canada's Capital Region, being Rideau Hall, 24 Sussex Drive, Harrington Lake, Stornoway, the Farm at Kingsmere and 7 Rideau Gate (the "**Official Residences**"). With respect to the Citadel in Quebec City, the Committee will provide advice to Public Works and Government Services Canada as the custodian of the Citadel.

2. Membership

2.1 The Committee will be comprised of five (5) to seven (7) members, who shall be recognized experts in their field.

2.12.2 The Board will appoint a Chairperson and Vice-Chairperson of the Committee from amongst the committee members.

2.22.3 Where vacancies exist, the remaining members may exercise all the powers and perform all the duties of the Committee so long as a quorum still exists.

2.32.4 Each member will be appointed to the Committee by the Board for an initial term of not exceeding three (3) years. Members may apply for reappointment a maximum of two (2) separate additional terms not exceeding three (3) years each. A member who has served for three (3) consecutive terms shall not be eligible for further reappointment.

2.42.5 The Chairperson of the Board and the CEO are ex-officio members of the Committee and may attend any meetings of the Committee.

2.52.6 The Board may appoint up to two (2) of its members to act as observers at Committee meetings for informational purposes. Such observers shall remain on the Committee until they are removed or replaced by the Board or they cease to be members of the Board. The Board shall review the observer membership of the Committee at least every two years. The observer may not participate in the recommendations made by the Committee but may make comments at the invitation of the Chairperson.

2.62.7 Terms of Committee members will be staggered so that, over time, the terms of no more than ~~four~~ a third of the membership will expire at the same time.

2.72.8 The Board will consider the make-up of the Committee in considering new appointments to ensure that there is a breadth of experience on the Committee, and that members reflect the different regions of Canada and that representation is balanced as much as possible between the eastern and western provinces, as well as Ontario and Quebec and the northern territories.

2.82.9 Subject to section 2.10 below, if a Committee member faces a real, apparent, or potential conflict of interest relating to a matter before the Committee, that member will inform the Chairperson and the Commission Secretary (or, in the case of the Chairperson, they will inform the CEO) prior to consideration of the matter by the Committee. If the ~~Chairperson, or the Chairperson of the Board, as the case may be~~ Commission Secretary, concurs that a real, apparent, or potential conflict of interest exists, the member faced with such conflict will disclose to the Committee the member's interest, and will not participate in the consideration of the matter ~~and will not vote on the matter~~. The Commission Secretary shall inform the Chairperson of the Board and the CEO of all conflicts of interest.

2.92.10 Committee members or their respective firms shall not be permitted to bid on or enter into contracts with the Corporation on any projects of the Corporation that have been presented or may be presented to the Committee in the future. ~~in respect of: (a) projects of the Corporation or (b) other projects that the Corporation is managing on behalf of the Crown or other third party.~~ A Committee member who intends or whose firm intends to obtain a contract from the Corporation on such a project shall resign from the Committee at the earliest opportunity and before a real, apparent or potential conflict of interest arises.

3. Duties and Responsibilities

3.1. The role of the Committee is to encourage planning, design and standards excellence that is commensurate with the significance of the Official Residences.

3.1.3.2. At the request of the CEO, Tthe Committee will provide advice on how each new NCC initiative at the Official Residences can improve the sustainability (cultural, social, economic, and environmental) of the Official Residences and the well-being of their inhabitants, including advice on:

3.1.1.3.2.1. plans, designs and proposals for capital improvements (e.g. conservation, rehabilitation, preservation, infill development

and life cycle upgrades) related to the Corporation's responsibilities as steward of the Official Residences;

~~3.1.2.3.2.2.~~ multi-year capital plans for the Official Residences and the priority-setting and risk management frameworks to establish such plans;

~~3.1.3.3.2.3.~~ plans and designs for the lands, buildings, infrastructure, landscapes and interiors of the Official Residences, taking into consideration the formal (protocol and symbolic), heritage, operational (functional and maintenance), environmental, and aesthetic aspects of the place and the community that inhabites it;

~~3.1.4.3.2.4.~~ policies, strategies and standards, in such domains as universal accessibility, environmental sustainability, functionality and liveability, for the management of the Official Residences, including the state areas, private areas, work areas, grounds and buildings; and

~~3.1.5.~~ proposals related to the collection of gifts to the Crown and to the overall management of the Crown collection within the Official Residences; and

~~3.1.6.3.2.5.~~ any other matter referred to the Committee by the Corporation's Executive Management Committee CEO.

3.2 In addition, the Committee will provide advice to Public Services and Procurement Canada as custodian of the Citadel in Québec City.

3.3 Committee members will attend meetings, prepare for each meeting by thoroughly reviewing all materials prepared and sent to Committee members prior to each meeting and participate actively in all meetings, bringing to the Committee and its deliberations the full extent of their experience.

3.4 Committee members shall:

3.4.1 Strictly maintain the confidentiality of the information they obtain because of their membership on the committee;

3.4.2 Not knowingly take advantage of, or benefit from, information that is obtained in the course of their term on the committee and that is not generally available to the public (see section 2.9).

4. Member Selection Process

4.1. ~~The Board will consult with Aa~~ Nominating Committee composed of the Chief Executive Officer, the Commission Secretary, the Corporation's Vice-

President responsible for the committee, the current Chairperson of the Committee, and the board observer(s) (the "Nominating Committee"), will be responsible for ~~in~~ identifying and assessing potential ~~members~~ candidates for the Committee.

- 4.2. The Committee Secretary will maintain an up to date Committee member profile to reflect their expertise. When vacancies exist, the Committee Secretary will perform a gap analysis of the committee profile for review and approval by the Nominating Committee, which will determine the profile of the possible candidate. A call for candidates describing the ideal profile will be published on the NCC's website, and sent to professional organizations and post-secondary departments across Canada. Committee members and staff may refer possible candidates. Resumes and/or biographies will then be analyzed, and a short list of candidates will be submitted to the Nominating Committee.
- 4.3. Members will be recruited based on their expertise in the following areas to enable the Committee to adequately fulfill its mandate:

Cultural Heritage

- Built Heritage
- Natural Heritage
- Cultural Landscapes
- Artefacts
- Planning
- Conservation/Rehabilitation
- Maintenance
- Antiques
- Canadian Arts and Crafts
- Collection Management
- Historic Sites
- Official Residences

Programming

- Canadian History
- Visitor Services
- Fundraising
- Cultural Planning
- Commemorations

Design

- Architecture
- Landscape Architecture
- Urban Design
- Interior Design
- Industrial Design
- Environmental Design
- Universal Accessibility

Real Asset

Management

- Real Estate
- Property Management
- Land Management
- Heritage Sites Management
- Life Cycle Management
- Infrastructure
- Horticulture
- Engineering

Other

- Budget Planning
- Environmental Stewardship
- Environmental Sustainability
- Project Planning
- Strategic Communications
- Security

- ~~4.4. The Committee Secretary will maintain an up to date Committee member profile to reflect the expertise of each of the members of the Committee.~~

~~4.5 In the event of a vacancy on the Committee, the Nominating Committee will review the existing Committee member profiles as well as the list of required expertise set forth above to identify qualified candidates for recommendation to the Board. Also, Committee members will be invited to submit names of qualified candidates.~~

~~4.6 The Committee Secretary will contact qualified candidates to ascertain their interest and availability and will submit a short list of candidates to the Nominating Committee.~~

~~4.74.4 The Commission Secretary and the Nominating Committee will make a final recommendation regarding the appointment of members to the Committee to the Board.~~

5. Chairperson Selection Process

5.1. The Board will consult with a Nominating Committee composed of the Chair of the Board, the Chief Executive Officer, the Chairperson of the Governance Committee, the Commission Secretary and the Vice-President responsible for the committee in identifying and assessing candidates for the position of Chairperson.

5.2. In addition to the attributes and expertise required of committee members in section 4.2, the candidates for the position of Chairperson must demonstrate: leadership, discipline and dependability; excellent and effective communication skills; an ability to summarize the key message of the discussion in a neutral fashion; an ability to promote a positive atmosphere to allow for open and frank discussions and sharing of opinion; and, an ability to establish a trusted advisor relationship with the Chief Executive Officer and the responsible Vice-President.

~~5.3. The incoming Chairperson shall be a current member of the committee, be appointed 6 to 12 months prior to the conclusion of the current Chairperson's term, and, during that time, serve as vice chairperson until the commencement of his term.~~

6. Committee Meetings

6.1. The Committee will meet on such dates and with such frequency as established by the Board in the Corporation's Calendar of Meetings, subject to cancellation of a meeting by the CEO, in consultation with the Chairperson.

6.2. The CEO, in consultation with the Chairperson, may convene additional Committee meetings as required on such notice as may be determined by the CEO.

- 6.3. Committee meetings will be held in person, provided that, where circumstances make it impractical to convene and hold an in person-meeting, a teleconference meeting may be organized.
- 6.4. Submissions to the Committee will be in both official languages. ~~Members will identify their language of choice for receipt of documentation to the Commission Secretary.~~ Simultaneous interpretation will be provided at all Committee meetings.
- 6.5. Quorum for the meetings of the Committee will be established as follows:
- 6.5.1. with a membership of five (5) or six (6) members, the quorum will be three (3) Committee members; and
- 6.5.2. with a membership of seven (7) members, the quorum will be four (4) Committee members.
- 6.6. The Chairperson will be responsible for leadership of the Committee and for ensuring that the Committee operates effectively. In performing this role, the Chairperson's responsibilities will include:
- 6.6.1. managing the conduct of Committee meetings and the length of presentations to allow enough time for meaningful discussion;
- 6.6.2. facilitating open and constructive communications between Committee members and encouraging their contribution to all Committee's deliberations; and
- 6.6.3. facilitating open and constructive communications between Committee members and management of the Corporation.
- 6.7. In the absence of the Chairperson, the Vice-Chairperson will act as chairperson of a Committee meeting. In the absence of the Chairperson and the Vice-Chairperson, the attending Committee members will appoint an acting Chairperson from amongst themselves. Board observers will not chair a Committee meeting.
- 6.8. The Commission Secretary will assign a Committee Secretary to the Committee. The Committee Secretary will organize the Committee meetings, assist the Chairperson in managing Committee meetings and keep minutes of Committee meetings.
- 6.9. The Committee Secretary will circulate draft minutes of meetings to Committee members for comment prior to the meeting at which they will be presented for adoption. Draft minutes will be also distributed to all Board members for information.
- 6.10. The Committee Secretary will provide Committee members with material in preparation for each meeting. Preparatory material will be ~~sent to members~~

~~by email or mail~~electronically distributed electronically at least one week prior to the Committee meeting at which such material will be discussed to allow members sufficient time to review the material.

- 6.11 At any meeting of the Committee, the members of the Committee may, by simple majority vote, elect to suspend any of the requirements of this charter related to the calling or conduct of such meeting, including abridging the notice period for the calling of such meeting, or to the sending of all or any agenda, materials, documents and presentations related to such meeting.
- 6.12 The Committee, at the request of and in consultation with the Chief Executive Officer, may appoint subcommittee to explore certain issues in more detail and/or sit in a joint subcommittee meeting with the Advisory Committee on Planning, Design and Realty.
- 6.13 With the approval of project proponents, some sessions of the Committee may be open to observers.

7. Reporting

The Committee will report regularly to the Board regarding its meetings and progress in carrying out the responsibilities of the Committee pursuant to this charter.

Appendix 1

Financial Considerations for Committee Members

1. General provisions

- 1.1 "Per diem" allowances, in the amount of \$375, are payable for attendance at advisory committee meetings;
- 1.2 "Half-day per diem" allowances, in the amount of \$187.50, are payable in respect of an activity listed in Section 1.1 above which does not exceed four (4) hours;
- 1.3 Only one "per diem" allowance will be paid in respect of a twenty-four (24) hour calendar day.

2. Travel expenditures and other expenses

- 2.1 Committee members will be entitled to be reimbursed their traveling expenses and other expenses properly incurred by them in connection with the affairs of the Corporation.
- 2.2 When travelling to attend a Committee meeting, each Committee member will be paid a per diem rate, if the time required to travel between the meeting place and the normal place of residence exceeds three hours.
- 2.3 Committee members may use a private vehicle to attend a Committee meeting, if pre-approved by the Commission Secretary, and will receive an allowance in respect of such usage as per the kilometric rates stipulated in appendix B of the *National Joint Council Travel Directive*. It must be established that the use of a private vehicle is less expensive than the airfare.
- 2.4 Committee members will be responsible for their own travel arrangements and will be reimbursed, upon presentation of original receipts for all transportation costs in accordance with the *NCC Special Travel Authority*.
- 2.5 Committee members will be responsible for any travel rates in excess of those set forth in the *NCC Special Travel Authority* for a higher class of travel, deviation of itinerary from primary residence, and any travel stops that are not directly related to the Corporation's affairs.
- 2.6 When attending a Committee meeting, Committee members will receive a meal allowance in accordance with appendix C of the *National Joint Council Travel Directive*, for all meals not directly paid by the NCC.

- 2.7 Lodging accommodations arrangements for Committee members attending a Committee meeting will be made by the Commission Secretary's office.
- 2.8 Committee members will be reimbursed for their lodging accommodation costs upon presentation of original receipts and will be responsible for any excess lodging rates, and incidental costs such as room service, telephone charges or other similar charges.
- 2.9 Committee members who lodge in private residences will be allowed a reimbursement in accordance with the rates stipulated in appendix C of the *National Joint Council Travel Directive* for non-commercial accommodation allowances.