

Governance Committee

Terms of Reference

Mandate

The Governance Committee (“Committee”) has the following objectives:

- to make recommendations to and assist the Board in fulfilling the Board’s responsibility for developing and monitoring governance guidelines, policies and procedures;
- to review and recommend for Board approval policies relating to the conduct and ethics of Board Members; and,
- to oversee processes to assess the performance of the Board, Board committees and Board Members.

Membership

Membership will consist of the following individuals:

- the Board Chair;
- the Board Vice-Chair;
- the Third Member of the Board’s Executive Committee;
- a Board Member appointed by the Board; and,
- the CEO as an *ex officio* member, who will be a non-voting member and in accordance with the *Board-CEO-Linkage* policy, will be the official connection to the operational organization.

The Chair of the Committee will be elected by the members of the Committee at the first meeting.

Committee members will serve one-year terms.

Specific Responsibilities

1. Review Board committee structure and committee membership
2. Establish, maintain and review the position descriptions for Executive Committee members and committee chairs
3. Oversee an evaluation of the Board’s and Board committees’ performance and effectiveness, including individual Board Member contribution, and report to the Board
4. Review, update and recommend for approval Board policies related to governance
5. Review and recommend Board development, orientation and training

Meeting Frequency

The Committee will meet at least once per quarter. Additional meetings of the Committee may be called by the Committee Chair or two members of the Committee.

Quorum

A majority of Committee members, including non-voting members, will constitute a quorum.

Reporting

The Committee Chair or designate shall report to the Board on material matters arising at Committee meetings and, where applicable, present the Committee's recommendation to the Board for approval.

Approval Date: June 23, 2022

Review Date: March 2023 (yearly)