



Governance Committee

Terms of Reference

Reviewed April 9, 2021

PURPOSE: The Governance Committee is a standing committee of the Board. This committee provides stewardship by monitoring Board activities to ensure the Board fulfils its legal, ethical and functional responsibilities. It provides general guidance and direction to the organization and to the Board. It evaluates Board function, creates and reviews governance policies, and recommends ways of strengthening the organization and the Board with regard to the functions listed below. The committee also acts as the Constitution Standing Committee of the Board.

FUNCTIONS:

1. Board Member Support and Education

- a) Ensures that the Board manual is up-to-date.
- b) Plans the orientation process of potential and new Board members.
- c) Through regular monitoring, provides support to Board members and others as appropriate.
- d) Directs the mentoring of new Board members.
- e) In collaboration with the Board, identifies Board development and education priorities.

2. Board Development

- a) Recommends to the Board procedures and programs that will enhance the accountability and work of the Board.
- b) Develops and implements an annual Board self-evaluation.
- c) Develops and implements a monitoring tool to identify strengths and challenges facing the day-to-day work of the Board as a whole, as well as individual Board members.
- d) Ensures that the Board receives feedback from monitoring and evaluation tools so that they may address any challenges effectively.
- e) Ensures that the Chief Executive Officer evaluation is conducted each year and that the forms used are collecting information of value.
- f) Oversees functioning Board Committees.

3. Acts as the Constitution Committee of the Board

- a) Ensures that there is a regular (minimum bi-ennial) review of the By-laws.
- b) Recommends any changes or revision to said By-laws to the Board.
- c) Ensures that any recommended changes are circulated to the general membership in advance of the Annual General Meeting so that these recommendations can be tabled and voted on appropriately.
- d) Ensures that any other legal requirements pertaining to the composition and function of the Board are identified.



4. Monitors Accreditation Process

Through the Accreditation Sub-Committee, the Governance Committee ensures that:

- a) the accreditation process remains current;
- b) the staff have required resources to prepare the organization for the review;
- c) the Board is informed of status;
- d) the Board is informed of results of review and any organizational response, if required.

5. AGM Responsibilities

- a) Oversees the planning of the Annual General Meeting.
- b) Solicits and reviews Board bios for the AGM and ConnectWell website.
- c) Oversees the elections process at the Annual General Meeting.

FREQUENCY OF MEETINGS: Monthly or as required.

REPORTING REQUIREMENTS: The Committee is responsible to report to the Board of Directors.

MEMBERSHIP: Members of the Committee shall include a minimum of two Board members and up to three representatives from the community-at-large. Staff representatives will include the Chief Executive Officer, a Staff Resource, and other designated staff as identified by the CEO.

Last reviewed by the Governance Committee: April 9, 2021

Last revised by the Governance Committee: April 9, 2021

Last approved by the Board of Directors: April 27, 2021