

## Governance Committee Terms of Reference

<b>Policy Section:</b> Governance Process	<b>Policy Number:</b> GP-4.4	<b>Approved By:</b> Council
<b>Regular Council Policy Review Frequency:</b> Every five years	<b>Date Approved:</b> June 12, 2002	<b>Date Reviewed/Revised:</b> March 8, 2019

### Mandate/Purpose:

The Governance Committee, a standing committee of the Council, is mandated to conduct strategic review of governance trends, to make governance process and policy recommendations for Council, and to support Council as it works to govern with excellence.

### Responsibilities and Products:

The Governance Committee responsibilities include to:

1. Review and make recommendations on changes to Council policies and governance processes.
2. Propose to the Council an orientation program for all new Council Members, updating this periodically.
3. Propose to the Council an annual education plan.
4. Review alternatives and implications for the Council's consideration regarding matters pertaining to:
  - a. Effectiveness of current regulations and bylaws;
  - b. Proposed new or revised regulations and bylaws.
5. Oversee the functions of the Council nominations process through the use of a Nominations Sub-Committee. The Governance Committee shall develop a framework, which will outline the preferred characteristics of potential Council Members. The Nominations Sub-Committee will be made up of the Council Chair-Elect and the public member on the Governance Committee. The Nominations Sub-Committee will communicate with potential candidates and will report to the Governance Committee.

### Composition (Products):

- The Council Chair-Elect who will be a voting Member.
- Two current Council Members, one of whom shall be a public representative.
- The CEO/Registrar will sit as a non-voting Committee Member.
- The Committee will be chaired by the Council Chair-Elect for a two-year period.



### Term:

1. The term for Committee Members is for two years. Committee Members may serve up to and including a maximum of three consecutive terms.
2. An individual's term may be extended to the Council meeting immediately following the expiration of their term as determined by the Committee Chair.
3. In addition, the term for Committee Members who are Council Members shall be completed upon ceasing to be members of the Council.

### Quorum:

Quorum for the Committee is the simple majority of Committee Members, excluding vacancies.

### Authority and Reporting:

The Governance Committee reports to the full Council and its sole authority is to make recommendations to the Council.

### Meeting Schedule:

The Committee will hold at least four (4) meetings per year.

### Staff Support:

The Governance Committee will be supported by:

- The CEO/Registrar, and
- Senior Consultant, Governance and Public Initiatives