

**GOVERNANCE COMMITTEE**  
*Terms of Reference*

**Purpose**

The purpose of the Governance Committee is to make recommendations to the board of directors to assist the board to fulfill its legal, ethical, and functional responsibilities through adequate governance policy development, recruitment strategies, training programs, monitoring of board activities, and evaluation of board members' performance. The Nominating Committee is a sub-committee of the Governance Committee; however, has its own terms of reference.

**Membership**

The Governance Committee shall be comprised of;

- Board Chair
- At least two other Board Directors

**Roles/Responsibilities**

The Governance Committee will facilitate organizational governance by providing leadership to the board of directors through:

1. The creation, approval and annual review of the board manual and governance policies and procedures
2. The recruitment and nomination of suitable board members (see Nominating Sub-Committee)
3. review of the QIP and update the dashboard annually
4. The annual board evaluation process. Feedback will be used to develop an annual board education and tasking schedule.
5. Conducting an annual standing committee evaluation and present recommendations for any changes to the board at the May meeting.
6. Ensuring minutes of all meetings are documented and presented to the board at the next general meeting.

**Meeting Frequency**

- The Governance Committee will meet at least twice annually and at any time deemed necessary during intervals between regular meetings of the board.

  
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Wendy Payne, Board Chair

  
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Date of Chair Signature