



Terms of Reference Governance Committee

Authority

The Governance Committee is established by the Board and reports to the Board through the Committee Chair. The Committee Chair shall provide leadership to the Committee members in fulfilling the mandate set out in these Terms of Reference.

Purpose

The purpose of the Governance Committee ("the Committee") is to provide a focus on governance that will enhance the Board's performance.

1. Responsibilities of the Governance Committee

The Governance Committee shall oversee, and provide advice and direction, to the Board in three primary areas:

- i. Board governance and operations
- ii. Finance
- iii. Human Resources.

As well, the Committee will be responsible for such other matters as may be assigned to them from time to time. The Committee Chair shall work with the Chief Officer and the Board Chair in planning Committee meetings and agendas.

2. Governance Duties

With assistance from the Board Chair and the Chief Officer, the Committee shall review and recommend to the Board:

- a. Policies and procedures by which the Board operates
- b. Roles and responsibilities for the Board Chair and Chief Officer
- c. The Terms of Reference for all standing committees.

3. Finance Duties

With assistance from the Board Chair and the Chief Officer, the Committee shall monitor the financial affairs of the Board, including the preparation of financial statements and annual audits, and shall make such reports and recommendations to the Board as it considers appropriate.

4. Human Resources

With assistance from the Board Chair and the Chief Officer, the Committee will monitor and provide direction regarding the Board's human resources policies and practices. In the event of a need to recruit a Chief Officer, the Committee will oversee the recruitment process, and will make a recommendation to the Board for appointment.

5. Committee Membership

The Committee will be comprised of 3 Board members selected by the Board. The Chair will be an "ex officio" member of the Committee.

6. Governance

Voting Structure: Decisions of the Committee will be determined by a simple majority with each member holding a single vote.

Decisions: Decisions of the Committee will form the basis for recommendations to the Board, which will make the final decision on all matters forwarded by the Governance Committee.