

## GOVERNANCE COMMITTEE TERMS OF REFERENCE

<b>NAME &amp; TYPE</b>	<i>Governance Committee - Standing</i>
<b>PURPOSE</b>	The purpose of the Governance Committee is to ensure that the Board fulfills 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.
<b>COMPOSITION</b>	<p>The Committee shall be composed of three persons, of whom at least one shall have knowledge and experience of governance of not-for-profit Boards. This will include:</p> <ul style="list-style-type: none"> <li>- a Chairperson, who shall be a member of the Board of Directors</li> <li>- Two Members at Large approved by the Board</li> <li>- The Executive Director (ex-officio)</li> </ul> <p>The composition of the Committee shall be reviewed after every Annual General Meeting. If the Committee members wish to continue and the Board approves their appointment, there shall be no limit to their term.</p>
<b>APPOINTMENT OF CHAIR</b>	The Chairperson shall be appointed by the Board of Directors.
<b>DECISION-MAKING PROCESS</b>	Decisions shall be made by majority vote.
<b>AUTHORITY DELEGATED</b>	The Committee shall make recommendations to the Board on governance matters such as (for example) policy review and development, by-law and constitution revisions, etc. The Executive Director will serve in an advisory capacity to the Committee.
<b>TIMEFRAME/ REPORTING/ DEADLINE</b>	The Committee will meet as needed, based on the workload assigned to it, either by the Board or the Executive Director. If the Executive Director requires that the Committee review or develop a policy, the Chair of the Board should agree to this work being assigned to the Committee, before the Committee undertakes any work. The Committee will report to the Board of Directors by forwarding minutes of its meetings to the Board. The Board will receive the minutes at the next regular meeting after the Committee's meeting. As a Standing Committee of the Board, there is no limit to its existence.
<b>MEETINGS</b>	The Governance Committee will meet as needed, but at a minimum, twice a year, or at the request of the Committee Chair.
<b>STAFF SUPPORT</b>	The Governance Committee will receive the necessary resources from ROWONTARIO, to fulfill their mandate. It will also receive administrative support from the ROWONTARIO office.
<b>COMMUNICATION WITH BOARD</b>	The Committee Chair will report to the Board as needed, depending on the nature of the work undertaken by the Governance Committee.

<b>COMMUNICATION WITH EXECUTIVE DIRECTOR</b>	The Committee Chair will communicate with the Executive Director.
<b>SPECIFIC AREAS OF RESPONSIBILITY</b>	<p>The Governance Committee will perform the following key duties:</p> <ul style="list-style-type: none"> <li>- Develop and recommend appropriate policies and procedures to ensure sound governance policies and practices are in place and recommend revisions as required, to assist the Board of Directors in fulfilling its oversight responsibilities;</li> <li>- Review periodically the adequacy and effectiveness of governance documents including the by-laws, policies, procedures, and committee terms of reference, making recommendations for change, as appropriate, to the Board of Directors;</li> <li>- Annual review of the size, composition, diversity, and structure of the Board of Directors and its committees with regard to competencies and skills of its members as related to the current needs of the Board, making recommendations to the full Board for appropriate adjustment;</li> <li>- Recommend one Committee member to be a member of the Nominations Sub-Committee and supervise the work of the Nominations Sub-Committee. This individual will not be a Director.</li> <li>- Ensure proper orientation, support and continuing education for the Directors;</li> <li>- Produce and keep current, documents needed for recruitment and education of current, new, and potential Board members;</li> <li>- Establish and maintain criteria to measure the performance of individual Directors and the Board of Directors as a whole;</li> <li>- Develop and oversee the annual performance review process for the full Board, the self-assessment by individual Directors and performance assessment of Board committees;</li> <li>- Maintain a horizontal scan/global watch for governance development, best practices, and other opportunities relating to non-profit Boards and other PSOs that could lead to growth and improvement of the activities of the Board and ROWONTARIO;</li> <li>- Support the President and Executive Director in their government relations function related to governance issues; and</li> <li>- Additional duties as may be delegated to the Committee by the Board of Directors from time to time.</li> </ul>
<b>APPROVAL REVIEW DATE</b>	<p>Approved on: October 31, 2015</p> <p>Revised and approved on: &lt;date&gt;</p>
<b>Other</b>	As needed