

Governance Committee – Terms of Reference

PURPOSE:

The Governance Committee is a standing committee of the Board. This committee provides stewardship by monitoring Board activities to ensure the Board fulfills its legal, ethical and functional responsibilities. It provides general guidance and direction to the organization and to the Board. It oversees the make-up of Board membership, 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 of Directors, Executive and Committee Succession Planning

- a. Through the Nomination Sub-Committee, studies the profile and composition of the Board each year, and recommends qualifications and skills that would be of value to the membership of the board for subsequent years.
- b. Co-ordinates the recruitment of candidates for the Board to fill Board vacancies, and maintains a roster of potential board members.
- c. Recommends candidates to fill Board vacancies at the Annual General Meeting.
- d. Oversees the elections process at the Annual General Meeting.
- e. Oversees the selection/election of the executive officers

2. Board Member Support and Education

- a. Ensures that the Board Manual is up-to-date.
- b. Participates in the orientation process of potential and new board members.
- c. Through regular monitoring, provides support to board members and others as appropriate.
- d. In collaboration with the Board, identifies board development and education priorities.

3. 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 Executive Director evaluation is conducted each year and that the forms used are collecting information of value.
- f. Oversees composition and functioning of Board Committees.
- g. Oversees the planning of the AGM.

4. Acts as the Constitution Committee of the Board

- a. Ensures that there is a regular (minimum bi-annual) 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 of the Board are met.

5. Monitors Accreditation Process

Through the Accreditation Sub-Committee the Board Affairs 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.

FREQUENCY OF MEETINGS: Monthly or as required.

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

MEMBERSHIP: The committee shall include a minimum of two board members the Executive Director or designate, up to three representatives from the community-at-large, and up to two staff. The Executive Director will designate a staff member to serve as a staff resource to this committee.

Revised by Governance Committee
Sept 14th, 2017

Approved by LRHCS Board
September 26, 2017