

|   |  |   |  |
|---|--|---|--|
| <b>Policy Name:</b>   | <b>GOVERNANCE COMMITTEE TERMS OF REFERENCE</b> |   |  |
| <b>Policy Number:</b>   | <b>GOV-204</b>                                 | <b>Formerly</b>                         | <b>BG-219</b>                                  |
|  <b>West Elgin<br/>Community<br/>Health Centre</b> | <b>Creation Date:<br/>May 2007</b>             | <b>Reviewed Date:<br/>November 2018</b> | <b>Approved by:<br/>Board of<br/>Directors</b> |

## PURPOSE

The Governance Committee of the Board of Directors (the “Board”) is responsible for supporting the growth and development of a strong West Elgin Community Health Centre (the “Centre”) Board. This is done by assisting the Board in the performance of its duties and obligations in respect of governance responsibilities, processes and making recommendations to the Board as appropriate.

## ACCOUNTABILITY

The Committee is directly accountable to the Board and shall report its activities to the Board on a regular basis.

## COMPOSITION AND TERMS OF OFFICE

The Governance Committee shall consist of a minimum of three Directors who shall include the Board Chairperson and at least two other Directors who shall be appointed each year through a motion of the Board. The members of the Governance Committee shall select a Chair. The Executive Director shall be an ex-officio member of the Governance Committee and shall not be entitled to vote at any meeting of the Committee. Each member of the Governance Committee shall continue to be a member until a successor is appointed unless he or she resigns or is removed by the Board or otherwise ceases to be a Director of the Centre. Where a vacancy in the membership of the Governance Committee occurs at any time the Board may appoint a replacement. The Board shall forthwith appoint a replacement where the membership of the Governance Committee falls to less than three members. The Chair presiding at any meeting shall cast the deciding vote in case of a deadlock. In the absence of the Chair, the Governance Committee member having the longest term as a Director shall act as Chair.

## MEETINGS

The Governance Committee shall meet at least four times per year. The time and place of such meetings shall be determined by the Chair in the ordinary course provided that any member of the Committee or the Executive Director may call such additional meetings as such person deems necessary or advisable. Notice of any meeting of the Committee may be given orally, by facsimile, electronic mail or in writing to each Governance Committee member at least 48 hours in advance of such meeting provided that any member may elect to waive such notice. Attendance at a meeting shall be deemed a waiver of notice unless the attendance is made for the purpose of objecting to the manner in which the meeting was called. The Chair shall prepare an agenda for each meeting in consultation with the Executive Director. At each meeting the Governance Committee shall appoint a secretary who need not be a Director. The secretary shall record the minutes of the meeting. These minutes shall be approved at

|                       |  |                 |               |
|-----------------------|--|-----------------|---------------|
| <b>Policy Name:</b>   | <b>GOVERNANCE COMMITTEE TERMS OF REFERENCE</b> |                 |               |
| <b>Policy Number:</b> | <b>GOV-204</b>                                 | <b>Formerly</b> | <b>BG-219</b> |

the next Governance Committee meeting and the results reported to the Board. For meeting purposes, a quorum shall be considered to be a majority of the Directors comprising the Governance Committee. A member attending by teleconference will be deemed to be in attendance at such meeting. The Governance Committee from time-to-time may invite such additional people to attend meetings as it sees fit and such attendees may fully participate in all discussions at such meetings. Invited attendees will not be entitled to vote with respect to issues discussed at any such meeting.

## **FUNCTIONS**

### **ADVISORY ROLE TO BOARD**

The Governance Committee will assist the Board with the development and implementation of principles and processes related to corporate governance.

The Governance Committee will monitor external events, including changes to applicable legislation, regulations and guidelines, with regard to governance issues with the view of keeping the Centre proactive with respect to current best practices and legislation affecting corporate governance. The Governance Committee will ensure Management is apprised of any issues identified by the Governance Committee that may affect the Centre and make recommendations to the Board on the Management/Board relationship as required.

### **OVERSIGHT OF BOARD EFFECTIVENESS**

On an annual basis the Governance Committee shall assess the effectiveness of the Board and report its findings to the Board together with any recommended changes.

The Governance Committee will regularly review the Board succession plans.

The Governance Committee will assess the competencies and skills ideal for the Centre Directors including requirements for members of the Board Committees.

The Committee shall ensure the appropriate diversity of business and community representation on the Board.

### **RECRUITMENT OF DIRECTORS**

The Governance Committee shall be responsible for implementing and overseeing a process for identifying, recruiting, appointing and reappointing Directors to the Board. On an annual basis in advance of an Annual General Meeting (AGM), the Governance Committee shall consider and recommend to the Board potential candidates to stand for election or re-election as Directors to the Board for its nomination to the members of the Centre at such AGM. Such recommendations will take into consideration the strengths, skills and experience of the candidates as well as current Directors.

|                       |  |                 |               |
|-----------------------|--|-----------------|---------------|
| <b>Policy Name:</b>   | <b>GOVERNANCE COMMITTEE TERMS OF REFERENCE</b> |                 |               |
| <b>Policy Number:</b> | <b>GOV-204</b>                                 | <b>Formerly</b> | <b>BG-219</b> |

**PROVIDE ORIENTATION AND EDUCATION PROGRAMS FOR DIRECTORS**

The Governance Committee will ensure that Management implements and delivers an orientation program for new Directors as well as ongoing education programs for existing Directors and shall assess the sufficiency of such programs.

The Governance Committee shall ensure that the Board Policy Manual is both current and comprehensive.

**ASSESS THE EFFECTIVENESS OF THE EXECUTIVE DIRECTOR**

The Governance Committee shall develop an annual assessment and performance appraisal program for and in consultation with the Executive Director which shall include the attainment of mutually agreed upon goals and performance indicators. Based on such criteria the Governance Committee shall conduct an annual assessment and performance appraisal of the Executive Director and report the results of such assessment and appraisal to the Board. The committee will also work with the Executive Director to identify and support the learning needs of the Executive Director.

**OVERSEE COMPLIANCE MATTERS**

The Governance Committee shall be responsible for the development, oversight and regular review of the Centre Bylaws, Board Policy Manuals and similar documents and shall recommend any proposed changes of same to the Board for its approval.