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| **DOCUMENT TITLE** | Terms of reference - governance committee |
| **LAST UPDATED** | October 2022 |
| **PURPOSE** | To provide a sample terms of reference for an organization’s governance committee. |
| **HOW TO USE** | Read this document carefully, edit as required making sure terms are in alignment with any of your organization’s appropriate bylaws. |
| **ADDITIONAL NOTES / CONSIDERATIONS**  This document has been designed as a sample template and should be modified as required to work with the context and bylaws of your organization.  It is important to note that even if the board lawfully delegates responsibility for a decision to an individual or committee, the accountability the board assumes can never be delegated. The board is ultimately responsible for all its decisions (made collectively, by committee or as a single individual on the board), thus including those made through delegation. Considering this, the board would be prudent to ensure that any committee has the appropriate experience, delegations, and reporting lines.  This document does not constitute legal advice and should not be relied upon as such. Expert counsel is recommended if there are any issues requiring clarification. | |
| Remove this table from the document before revising and issuing for your organization. | |

# Governance committee – terms of reference

The governance committee oversees assessing the organization's governance structures and procedures and reporting its findings and suggestions to the board of directors. This could involve a thorough evaluation of the board's makeup, the board's requirements for efficiently carrying out its duties and responsibilities, the organization's mission and vision, and its governing documents.

# Role of the governance committee

The governance committee typically:

* Ensures the board of directors is following the organization's bylaws.
* Develops and reviews governance policies and processes.
* Monitors board structures and processes, including suggestions for the board's intended size and makeup, as well as the creation of committee terms of reference.

# 1. Terms of reference

* 1. The Governance Committee (‘Committee’) is a committee of the Board of **<organization name>** (‘Board’).
  2. This document is the written terms of reference of the committee and sets out the roles and responsibilities, composition, and operation of the Committee (“Terms of Reference”).
  3. These Terms of Reference are enforced as per the relevant provision in the bylaws of **<organization name>.**

# 2. Purpose

The purpose of the governance committee (the **Committee**) appointed by the board is to ensure there is a robust approach to board governance matters, through adequate oversight, policy development, recruitment, training programs, monitoring of board activities, and evaluation of performance.

The objective of the governance committee is to ensure that the following functions operate professionally and effectively:

• Governance

• Integrity and Privacy

• Bylaw Updates and Compliance

• Board Performance and Effectiveness

• Policy and Procedure Oversight

# 3. Authority

The board has authorized the committee, within the scope of its responsibilities and duties as outlined in this Terms of Reference, to:

* 1. Perform the necessary tasks to fulfil its responsibilities and make recommendations to the board.
  2. Select, engage, and approve fees for any professional advisers the committee may need to fulfill its responsibilities.
  3. Require the attendance of any management or employee of the organization, as appropriate, at meetings.
  4. Have unrestricted access to management, employees, and any information it deems pertinent to its duties under the Terms of Reference.

# 4. Committee duties and responsibilities

The committee's primary responsibilities are to help the board in fulfilling its fiduciary responsibilities in the following areas:

* 1. Governance
     1. Oversee the organization's governance framework (board and committee structures).
     2. Review committee structures, member skill sets, and effectiveness on a regular basis and make recommendations for modifications to those structures or Terms of Reference.
     3. Monitor the organization's adherence to the Governance Principles of B.C. Societies Act [SBC 2015] and all other applicable governing codes.
     4. Consider any other governance issues that could result in the organization's governance being compromised.
  2. Privacy and Integrity
     1. Consider, review, and evaluate regulatory and compliance
  3. Bylaw Currency and Compliance
     1. On an annual basis, consider, evaluate, and assess the organization's compliance with its bylaws, reporting if amendments to the bylaws are necessary.
  4. Board Performance and Effectiveness
     1. Consider board skills, effectiveness, performance and training requirements.
     2. Review the agenda, structure, and distribution of board and committee materials to make recommendations to the board for improvements.
     3. Maintain a robust and effective system for evaluating and reviewing Director inductions, performance, and development.
  5. Policy and Procedure Oversight
     1. Develop and provide policy recommendations based on best practices for overall good governance.
     2. Oversight and review of essential governance policies, such as the Board Terms of Reference, Code of Conduct, and Conflict of Interest regulations.
  6. Executive Management Relationship
     1. Maintain strong working connections with the board of directors and senior management.

# 5. Committee membership

* 1. The committee is made up of a minimum of three (3) and a maximum of five (5) members: 
     1. A Chair appointed by the board with governance, integrity and risk management skills and experience.
     2. Up to two (2) other board directors with skills as determined by the board.
     3. Up to two (2) additional non-director members with relevant skills and experience.
  2. Term limits for members of the committee will be the same as term limits for the board.
  3. Invitees
     1. The committee may invite important staff, independent experts, and members of the organization's management team to meetings when agenda issues are relevant to an invitee's responsibilities, or it is judged that the invitee may help the committee achieve its objectives.
     2. Any committee meeting is open to the Board Chair.
     3. Invitees may participate in the meeting's business and debates, but they do not have voting rights.

# 6. Procedure for meetings

1. 1. The committee will meet at least four times each year, or as often as it considers necessary or appropriate to fulfil its responsibilities under these Terms of Reference. A meeting may be conducted in person or online.
   2. A meeting quorum will be two (2) members of the committee and must include one (1) Director.
   3. If the Chair is not present, one of the other board appointed Directors will act as Chair for that meeting.
   4. Consensus will be used to make decisions (i.e., members are satisfied with the decision even though it may not be their first choice). If that is not possible, members shall vote, with the Chair casting the final decision.
   5. Agendas
      1. The meeting agenda will be prepared in consultation with the Chair and CEO/Executive Director, to include past minutes, business arising, supporting papers for resolution, endorsement, discussion or noting.
      2. At least seven (7) days prior to each meeting, the agenda and supporting documentation should be emailed or distributed electronically to committee members.
      3. Meeting agendas are structured throughout the year in accordance with the annual committee schedule to ensure each significant responsibility of the committee is addressed.
   6. Minutes
      1. All committee meetings' proceedings, action items, and recommendations are recorded in the minutes.

6.6.2. Once authorized by the Chair, draft meeting minutes shall be sent to all committee members within one (1) week of the meeting, unless otherwise agreed by the committee.

6.6.3. The committee shall approve the minutes at the beginning of the next meeting, with the presiding Chair signing the minutes at the subsequent meeting.

6.6.4. Copies of all approved minutes will be published in the board's official documents for reference.

* 1. Reporting

6.7.1. Following each meeting of the committee, the Committee Chair or a delegate will report to the board.

6.7.1. Committees reports to the board will:

6.7.1.1. Ensure the board is aware of key topics and decisions considered by the committee.

6.7.1.2. Enhance board awareness ensuring all delegated obligations have been met.

6.7.1.3. Aid in the periodic review of the committee's performance.

* 1. The committee may occasionally form working groups, each of which will report to the committee.

# 7. Terms of reference review

1. 1. The committee must always have a clearly defined Terms of Reference in place.
   2. The terms of reference will be reviewed annually and reconfirmed at the first meeting of the next calendar year, or more frequently when considered necessary to ensure its applicability and effectiveness. Any changes or updates must be presented for board approval.

# 8. Effectiveness Monitoring and Reporting

* 1. Annually, during the first meeting of the calendar year, the committee shall evaluate its performance in relation to its mission to determine its performance.
  2. The review may be conducted as a self-assessment and will be coordinated by the Chair. The evaluation may solicit comments from any individual or group.

# 9. Conflict of Interest

* 1. When an actual, potential, or perceived conflict of interest emerges as a result of a member(s) performing committee duties, an immediate declaration must be made to the Chair, reviewed at each committee meeting, and captured in the meeting minutes.
  2. The Chair, in conjunction with the remaining committee members, will determine the appropriate action to be taken to resolve or mitigate the conflict.