



Terms of Reference

Governance Committee

Authority	The Governance Committee (the Committee) is established by the College Board.
Mandate	To provide recommendations to the Board on matters relating to Board Governance.
Responsibilities	<p>Review Board policies and recommend revisions to these documents.</p> <p>Review and make recommendations regarding Board member orientation and ongoing development.</p> <p>Review and make recommendations on policies and practices related to the recruitment, election and/or appointment of Board and committee members.</p> <p>Provide advice and guidance on Board evaluations, including Board meeting evaluations and Board member evaluations.</p> <p>Assess and make recommendations regarding the governance-related needs of the Board.</p>
Composition	<p>The Committee consists of at least three Board members appointed by the Board.</p> <p>At least one-third of the Committee must consist of public representatives.</p> <p>The Board chair is appointed as the Chair of the Committee.</p> <p>The registrar is an ex officio member of the Committee.</p>
Competencies	<p>One or more Committee members will have the following specific competencies or experience:</p> <p>Committee/Panel Leadership: Experience in facilitating committee or panel meetings, developing a positive culture, conflict resolution, and fostering effective decision making.</p>

Governance Expertise: Understand how governance works, how committees should function, and be able to think critically about committee structures and practices.

Term of Appointment Appointments for all Committee members, including the Committee chair, are for three years. Terms will be staggered to avoid complete change over of committee members in any given year. Appointees are eligible for reappointment by the Board, to a maximum of three consecutive terms.

A registrant appointed to the Committee ceases to be a member if they are no longer a registrant in good standing or if they become a College employee.

Any Committee member may resign from the Committee, upon written notification to the registrar. Committee members who are absent for more than three committee meetings per year may, upon review of the Board, be immediately removed. The chair has the discretion to approve, in advance, an extended absence of any Committee member.

A Committee member may be removed from the Committee by majority vote of the Board under section 23(1) of the bylaws.

Quorum A majority of the Committee constitutes a quorum.

Reporting The Committee, via the Chair, provides a written annual report of the Committee's activities to the Board.

Confidentiality Each Committee member must sign a confidentiality policy at the time of each appointment and at the time of each term renewal, indicating their agreement to maintain the confidentiality, privacy, security, and integrity of all meeting and Committee materials.

Conflict of Interest Each Committee member must sign a conflict of interest policy at the time of each appointment and at the time of each term renewal, indicating their agreement to abide by the policy.

Committee members must declare conflicts of interest prior to the discussion of individual agenda items or at any time a conflict of interest or potential conflict of interest arises.

Once a conflict is declared, the Committee must follow the guidance and directives in the conflict of interest policy.