



## Terms of Reference

### Governance Committee (Standing Committee)

DECEMBER 2023

The Governance Committee of the Board of Directors will have the oversight responsibility, authority, and specific duties as described below:

#### Purpose

The purpose of the Governance Committee is to ensure that the Board fulfills its legal, ethical, and functional responsibilities through appropriate governance, and operational oversight.

#### Membership

The Governance Committee shall consist of 3 – 7 members having some expertise in Board governance, particularly in the non-profit sector, and shall be chaired by the Secretary.

#### Terms of Office

The Governance Committee terms of office shall be three years, co-incident with the term of the Secretary, with unlimited renewals. Renewal of committee members shall be conditional upon their performance, and is subject to the recommendation of the Secretary.

Committee members can be removed at any point by the Committee Chair, with notice provided to the Board of Directors about the change.

#### Committee Meetings

The Governance Committee shall document an annual work plan outlining the work it will undertake in the context of its duties and responsibilities, and schedule meetings for the year based on the work plan.



## **Records and Committee Output**

The Governance Committee shall report regularly (verbally or in writing) on its activities, recommendations and conclusions to the full Board in the context of the Committee's annual work plan. Written minutes of Committee meetings and reports shall be maintained, and shall be available to the full Board.

## **Power and Authority**

The Governance Committee shall not have the power to obligate the Club to any financial outlay, or to commit it to any contract, agreement or other arrangement unless specifically authorized to do so by the Board.

## **Quorum**

A majority of the members of the committee shall constitute a quorum at meetings.

## **Duties and Responsibilities**

The Board delegates the following responsibilities to the Governance Committee, which acts in an advisory capacity to the Board on these matters:

1. Conduct of an annual review of Board Governance and performance, which may include a Board survey to assess board performance.
2. Ensure a performance plan is done for the Executive Director and that a yearly review is completed.
3. Review Governance issues as agreed with the club President.
4. Other duties as requested by the Board or identified by the Committee.