



Governance Committee Terms of Reference

PURPOSE

The Governance Committee purpose is to advise the board on matters relating to the board's governance structure and processes, evaluation of board effectiveness, recruitment, education and evaluation of board members and governance structures.

COMMITTEE MEMBERSHIP & CHAIR

A minimum of 4 elected board members one of whom shall be Chair and one Vice-Chair (Vice Chair of the Board) of the Committee.

Community members: Possibility of 2 Community Members: at the discretion of the Committee
Chief Executive Officer: as an ex-officio member (non-voting)

MEETINGS & QUORUM

Meetings will be held at least quarterly or at the call of the Chair.
The quorum will be 51% of members entitled to vote.

REPORTING

The Governance Committee will report at minimum quarterly to the Board of Directors

RESPONSIBILITIES

Governance Structures and Processes

- Undertake a full review of organization By-Laws at least every 3 years.
- Bi-annually review and update as required Board Policies in keeping with By-Laws, legislation and best practices in governance.
- Ensure periodic review and evaluation of Board committees, ensure Committee Terms of Reference exist and make recommendations to the board as required.

Agency Vision, Mission, Strategic Plan

- Ensure that the mission and vision statements and values are reviewed annually as part of the strategic planning cycle to reflect CCN's s current circumstances and strategic priorities.
- Monitor the progress in achieving the strategic priorities and annual objectives of the Strategic Plan.

Board Recruitment

- Develop for approval by the board a description of the skills, experience and qualities including diversity of the directors.
- Consider skills, experience, qualities and diversity of current directors to determine board needs.
- Oversee board recruitment and nomination process.



Board Education

- Ensure a comprehensive orientation session is provided to all new board members.
- Oversee board education sessions to ensure board received periodic education on governance, industry issues and the organization's operation.

Evaluation

- Establish and implement a program to evaluate board performances including individual director performance, performance of the Chair, board committee and committee Chairs.
- Consider the results of board evaluations in connection with renewal of the terms of existing directors.
- Review and make recommendations to the board concerning board composition, board size, board structures, board policies and procedures, by-law amendments, board attendance and other issues as required.

Date Approved – February 3, 2023