

## **Governance Committee – Terms of Reference**

- SCOPE:** The Governance Committee is accountable to the Board of Directors of Community Living Oshawa/Clarington, and reports to the Board via the Committee Chair.
- COMPOSITION:** The Governance Committee will be composed of a maximum of ten (10) members. The members of the Governance Committee are:
- Board Chair
  - Appointed Board members
  - Community members and up to 3 members that are not Board Members
  - Staff resource, as appointed by the Executive Director
- ROLE OF CHAIR:** The Chair of the Governance Committee is appointed by the Board of Directors and is a member of the governing body. The Chair will be responsible for ensuring the completion of the tasks assigned to the Governance Committee, as well as for recommending actions for consideration to the Board of Directors. In addition, the Chair will:
- Ensure that the tasks assigned to the committee are addressed within the specified timeframe established by the Governance Committee
  - Chair the committee meeting in a fair and efficient manner, including commencing and adjourning meetings on time
  - Ensure that the minutes of the committee meeting reflect the major points of discussion and record major decisions and recommendations
  - Provide an opportunity for all members of the committee to participate in the discussion of the meeting
  - Create a forum for discussion and decision
- FUNCTIONS:** The Governance Committee will be responsible for the completion of the following tasks:
- Review of By-Laws and governing documents; provide recommendations to Board for amendments
  - Board recruitment, nomination and orientation process
  - Board development and training
  - Executive Director performance review
  - Board annual evaluation
  - Board succession planning
  - Board Work Plan
- MEETING SCHEDULE:** The Governance Committee currently meets on a monthly basis, except for the months of July and August, or additionally, as necessary.