

## **TERMS OF REFERENCE GOVERNANCE COMMITTEE**

### **POLICY**

Each committee of the Board should have a current Terms of Reference. The Terms of Reference outlines the committee's role, responsibilities, membership and procedures.

### **PURPOSE**

The Governance Committee is responsible for the development and recommendation of policies and processes for the effective and efficient governance of Campbellford Memorial Hospital ("CMH").

### **PROCEDURE**

#### ***Membership***

1. Chief Executive Officer
2. Chief of Staff or representative by invitation
3. No fewer than four (4) elected Directors
4. Chair of the Board of Directors is an ex officio member
5. Up to three Community Members who are voting members.

#### ***Functions***

1. Develop policy statements on issues of governance which align with CMH's mission, vision, values and strategic priorities and recommend to the Board for approval.
2. Review all Board policies and processes on a regular basis and make recommendations for change when necessary.
3. Ensure the timely performance evaluations of Chief Executive Officer and Chief of Staff.
4. Plan for the periodic evaluation of the full Board, the Board Chair and individual directors.
5. Periodically review the corporate by-laws and make recommendations for changes to the full Board.
6. Periodically review and recommend to the full Board a position description and set of expectations for Directors and the Board Chair.
7. Plan Board education, including new Director orientation, education at Board meetings and an annual Board retreat.
8. Consider skills, experience, qualities and diversity of current directors to determine current Board needs and succession planning.
9. Conduct the Board recruitment and nomination process and recommend nominees to the Board.

#### ***Board Nomination Sub-Committee***

The Governance Committee will form a sub-committee reporting to the Committee for the purpose of recommending nominees for the Board. The sub-committee shall consider the nomination of current Directors for appointment to a second or third three year term and shall recruit and recommend other nominees for the Board. In preparing a slate of nominees for recommendation to the Governance Committee, the sub-committee shall first consider the Board's strategic challenges, its skills matrix and any gaps therein, the performance evaluation of individual Directors and the interest of existing Directors to be re-nominated for a further three year term. The members of the sub-committee will be the Chair, the immediate past Chair, one other Director appointed by the Governance Committee and the CEO.

One member who is not a Director shall be added to the sub-committee for the purpose of recommending new nominees for the Board.