



Subject: **GOVERNANCE COMMITTEE
TERMS OF REFERENCE**

Board of Directors
Policy Manual

Policy # 5-210
Approved by: Board of Directors
Issue Date: June 2005

Revised (R) / Reconfirmed (RC) Dates

Feb 2007 (r); Dec 2008 (r); Sept 2011 (r); Oct 2013 (r); Nov 2014 (r); Aug 2015 (rc); Oct 2016 (r); Sept 2018 (r); Oct 2021 (r); Sept 2022 (r); Oct 2023; Sept 2024 (rc)

POLICY

The Governance Committee is responsible for the development of and recommendations to the Board of policies and processes for the effective and efficient governance of the hospital.

PURPOSE

These Terms of Reference specify and elaborate the committee's role, responsibilities, membership and procedures.

PROCEDURE

Functions

1. Develop policy statements on issues of governance 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 the CEO and COS by the Compensation and Performance Management Committee.
4. Plan for the periodic evaluation of the Board, the Board Chair and individual directors.
5. Review, at least every four years, the by-laws and make recommendations for changes to the Board.
6. Ensure that the board is in compliance with any matters related to accreditation.
7. Ensure that all legislative requirements of the board are delegated to and monitored by the appropriate board committee.
8. Plan Board education, including new member orientation, education at Board meetings and an annual Board retreat.
9. Consider skills, experience, qualities and diversity of current directors to determine current Board needs and succession planning.

10. Conduct the Board recruitment and nomination process and recommend nominees to the Board, procedures are detailed in Policy 5-310 Director Recruitment and Succession Planning.
11. The Committee will submit meeting reports to the Board and retain the minutes of its meetings.

Membership

Voting

1. Chief Executive Officer
2. At least four (4) elected Directors, one of whom will be appointed as chair.
3. One Community member.

Non-voting

1. Board Chair

Frequency of Meetings

The committee will meet as necessary, and at least quarterly.

Quorum

More than 50% of members entitled to vote.