



GOVERNANCE COMMITTEE

Terms of Reference

OBJECTIVE

The Governance Committee, as a committee of the Board of Directors, will be responsible for overseeing the development and recommendation of systems and procedures that will assist the Board in effective governance and meeting its fiduciary responsibilities.

The Governance Committee will act as an Executive Committee and shall be delegated a decision making role in conjunction with the Chief Administrative Officer in circumstances that are time critical.

The Governance Committee provides the focal point for communication between the Board of Directors and the Chief Administrative Officer and facilitates an impartial, objective and independent annual review of the performance of the Chief Administrative Officer based on Goals and Objectives set and agreed to between the parties.

The Governance Committee shall meet at least a minimum of four times per year, with additional meetings scheduled at the call of the Committee Chair in order to properly discharge its responsibilities as set out by the Board of Directors.

RESPONSIBILITIES

The Governance Committee is responsible to oversee the effectiveness of governance policies and to develop and recommend new governance policies and/or revisions to existing governance policies for approval by the Board of Directors.

The Governance Committee will serve as a resource for Board Members in developing their full and common understanding of their roles and responsibilities as board members.

The Governance Committee will provide guidance and assistance in orienting new Board Members and it will assist in reinforcing the Board's commitment to adhere to its mission, vision and core values.

In addition the Governance Committee is required to:

- 1) ensure there is a bi-annual and objective review of the Board Strategic Plan;
- 2) provide oversight to the Board's codes of conduct and ethics including an annual review to ensure they are current and appropriate;
- 3) provide an annual review of the information reporting requirements and information package needs of the Board and provide guidance to the Chief Administrative Officer on the expectations of the Board of Directors;
- 4) recommend changes to the governance of the Corporation including the frequency of meetings;
- 5) prepare the Terms of Reference for all Task Forces for approval by the Board of Directors;
- 6) ensure there is a current, comprehensive and effective Orientation Program for new Board members;
- 7) oversee the smooth transition for succession planning of Board members;
- 8) review and recommend Board of Director professional development requirements and needs;
- 9) prepare an annual evaluation of the overall effectiveness of the Board of Directors including committees and task forces;
- 10) recommend changes in the salary and benefits of the Chief Administrative Officer following an annual review of the his/her job performance;
- 11) review the policies of the Board on an annual basis and recommend amendments, cancellation of existing policies and develop and recommend new policies, for approval by the Board of Directors;
- 12) monitor changes to legislation, government policy and/or strategic direction that affect the duties and responsibilities of the Board of Directors;
- 13) undertake a periodic review of the Annual Salary Schedule for management employees (non-union) with recommendations for approval of any changes, including the year of commencement of any changes, to the Board of Directors.
- 14) Periodically assess the Board's communication to stakeholders and the public with respect to its policies and practices in the areas of corporate governance and recommends changes, if any, to the Board of Directors.

COMPOSITION AND TERM OF OFFICE

The Governance Committee is comprised of the Chair of the Board and four members of the Board of Directors who are elected by the Board of Directors.

The term of the four elected members shall be determined as follows:

- (1) At the first regular meeting of the Board of Directors following the municipal elections and following confirmation of appointments to the Board by municipal councils and elected members from the unincorporated territories; and
- (2) At the first regular meeting of the Board commencing in the third year of the term of office of Board Members.

ELECTION OF COMMITTEE CHAIR

The members of the Governance Committee shall elect from its members a Chair as follows:

- (1) At the first regular meeting of the Governance Committee following the municipal elections and following election/appointment to the Board of Directors; and
- (2) At the first regular meeting of the Governance Committee commencing in the third year of the term of office of the Board of Directors.

MEETINGS

The Governance Committee shall meet a minimum of four times per year at the call of the Committee Chair with appropriate notice to the public as per the Notice Policy of the Kenora District Services Board.

Governance Committee meetings shall be conducted in accordance with the Rules of Order and Proceedings Policy adopted by the Kenora District Services Board including the preparation and publishing of a meeting agenda.

The Governance Committee shall record the minutes of all of its public meetings and such minutes shall be available to the public on the Kenora District Services Board website as well as being distributed to all members of the Board of Directors.

In order to constitute a valid meeting a quorum of the Governance Committee shall require the presence of three Governance Committee members.

The four regular meetings of the Governance Committee shall be conducted with members present in the Board Room of the Kenora District Services Board Administration Office. The Chair may determine additional meetings which may be conducted through teleconference or videoconference with appropriate notice to the public.

REMUNERATION

Governance Committee Members shall serve without remuneration however members shall be entitled to reimbursement of travel expenses in accordance with the Kenora District Services Board Travel Policy for Board Members and Non-Staff.

COMMITTEE RESOURCES

The Chief Administrative Officer shall act as permanent resource personnel to the Governance Committee. The attendance of additional staff members at Committee meetings shall be at the discretion of the Chief Administrative Officer and the Chair of the Governance Committee. Resource personnel are not voting members of the Governance Committee.