RODS Board of Governors’ Governance Committee 2025 Terms of Reference

The Governance Committee is a standing committee of RODS’ Board of Directors. The purpose of this standing committee, the Board Governance Committee, is to provide a focus on governance that will enhance RODS’ performance. The Committee assesses and makes recommendations regarding Board effectiveness, provides direction regarding ongoing Board development and leads the process for recruitment and recommendation of Board member criteria and new Board members.

COMPOSITION

The Committee shall be composed of a minimum of three members of the Board with a quorum of two board members. Two members should have experience in Board Governance. The Executive Coordinator shall serve as the staff support to the Board.

MEETINGS

The Committee shall meet at least four times annually and more often as necessary to fulfill their duties. The Committee Chair will call the meetings.

DUTIES AND RESPONSIBILITIES

The Committee has the responsibility to:

a) Regularly review, update and recommend Governance policies, RODS staff policies and bylaws to ensure they are current and consistent in accordance with policy governance best practices and governing legislation.
b) Recommend to the Board and conduct an evaluation of the performance of the Board, the Board Chairperson, and individual governors.
c) Develop a skills matrix and recommend to the Board, the essential and desired experiences and skills for potential Board members, taking into consideration the Board’s short-term needs and long-term succession plans.
d) Recommend qualified candidates to fill board members’ vacancies.
e) Review, monitor and make recommendations regarding orientation of new Board members
f) and ongoing board development.
g) Recommend to the Board any reports on governance that may be required or considered advisable.
h) Oversee the review, maintenance and reporting of the RODS Charitable status.
i) At the request of the Board Chair or the Board, undertake such other corporate governance initiatives as may be necessary or desirable to contribute to the success of the organization.

ACCOUNTABILITY

The Committee shall develop and submit an annual work plan to the first Board meeting following the AGM (or as soon as possible thereafter) for approval by the Board of Directors.

The Committee shall make recommendations in accordance with the above duties and responsibilities for approval by the Board of Directors. The Committee shall submit minutes or a discussion of the deliberations of its meetings at the subsequent regular meeting of the Board of Directors.

AMENDMENTS

The Terms of Reference shall be reviewed and approved annually by the Board of Directors. They may be altered by agreement of a majority of the Board of Directors.

The above Terms of Reference for the Governance Committee have been agreed to:

__________________________ Board Chairperson

November 26, 2025 ______________ Date of Approval