



RODS Board of Governors' Governance Committee 2017 – 18 Terms of Reference

The purpose of this standing committee, the Board Governance Committee, is to provide a focus on governance that will enhance RODS's 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 at least (minimum) three members of the Board. Two members should have experience in Board Governance. Appointments to the committee shall be made at the annually held Board of Governors Constitutional meeting. Annually, the Board Chairperson will appoint one of the members as the Committee Chair. Preferably, the same Board member will serve as Committee Chair for two years. 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 at the call of the Committee Chair. The majority of the members shall constitute quorum.

DUTIES AND RESPONSIBILITIES

The Committee has the responsibility to:

- a) Regularly review, update and recommend Governance policies and bylaws to ensure they are current and consistent in accordance with governance best practices.
- 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) In consultation with the ED, recommend qualified candidates to fill governor vacancies.
- e) Review, monitor and make recommendations regarding orientation of new Board members
- f) and ongoing governor development.
- g) Recommend to the Board any reports on governance that may be required or considered
- h) advisable.
- i) Oversee the review, maintenance and reporting of the RODS Charitable status.
- j) At the request of the Board Chair or the Board, undertake such other corporate governance
- k) initiatives as may be necessary or desirable to contribute to the success of the Institution.

ACCOUNTABILITY

The Committee shall develop and submit an annual work plan to the first Board of Governors meeting following the AGM and Board Constitutional meeting for approval. The Committee shall make recommendations in accordance to the above duties and responsibilities for approval by the Board of



Governors. The Committee shall submit minutes of its meetings for acceptance at the next regular Board of Governors meeting.

AMENDMENTS

The Terms of Reference shall be reviewed annually at the Board of Governors Constitutional meeting. They may be altered to meet the current needs of all committee members by agreement of the majority.

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

_____ Board Chairperson _____ Date of Approval