



Northern Ontario
School of Medicine
École de médecine
du Nord de l'Ontario
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Governance Committee Terms of Reference

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Approval Authority:	Board of Directors		
Approved:	2020 03 18	Effective Date:	2004 02 25
Responsible Portfolio/Unit/ Committee:	Governance Office		
Responsible Officer(s):	Chair, Governance Committee, Secretary of the Board		

1.0 Purpose

The Governance Committee will advise and support the Board on matters relating to the Board's governance structure and processes, evaluation of the board effectiveness, recruitment, and education.

2.0 Scope

The Committee shall:

(i) Board of Directors Recruitment and Renewal

- (a) develop for approval by the Board a description of the skills, experience and qualities including diversity of the directors and community members (non-directors);
- (b) consider skills, experience, qualities and diversity of current directors to determine board needs,
- (c) embrace the social, cultural, linguistic and geographic diversity and strive to be inclusive of and reflect that richness in its membership of the Board and in its committees;
- (d) oversee board recruitment and nominations processes, and recommend to the board candidates for election at the annual meeting.
- (e) convene an interview panel consisting of no more than 5 individuals (one director appointed chair) drawing members from both the Governance Committee and the Nominations and Community Relations subCommittee to Interview potential candidates

- (f) make recommendations to the Board for the appointment of Committee Chairs and Vice-Chairs as well as the Officers of the Corporation;
- (g) ensure succession planning for committee membership
- (h) review on an annual basis attendance at Board and committee meetings;
- (i) determine circumstances which warrant retirement of a Director or which disqualify the Director from standing for re-election, as set out in the applicable By-laws and policies, and recommend to the Board the appropriate course of action if an individual falls within those circumstances;

(ii) Board Structures, Policies and Processes

- (a) review and where necessary, recommend amendments to the Corporate By-law for consideration by the Board and the Members;
- (b) periodically review the policies related to Board effectiveness and recommend changes as required to the Board for approval;
- (c) oversee on an annual basis the process for review of Policies by the relevant Committees and recommend amendments as required for consideration by the Board;
- (d) support the Board of Directors in ensuring its ongoing effectiveness through orientation, training, ongoing education and evaluation;
- (e) establish and implement a program to evaluate the performances including individual director performance, performance of the chair, committees and committee chairs;
- (f) request all Committees review their terms of reference on an annual basis and make recommendations for amendments as required to the Board;
- (g) advise the Finance, Audit and Risk Management Committee of any material governance risks to the Corporation arising from the Committee's responsibilities.

3.0 Composition

The voting members of the Governance Committee shall include:

- the Dean, President and CEO
- at least five (5) elected Directors
- up to 3 community members (non-Directors) if required who have the appropriate skills and expertise.

Members shall be appointed annually by the Board of Directors.

The Board Chair or Vice Chair may attend any meeting of the Governance Committee.

Appointment of the Committee Chair and Vice-Chair to be elected annually.

The Committee Chair must be a Director of the Board.

4.0 Accountability and Reporting

The Governance Committee is accountable to and reports to the Board.

5.0 Meetings

The Governance Committee shall meet at least four times a year and at the call of the Committee Chair or Vice-Chair.

A quorum shall consist of a majority of the members of the Committee.

6.0 Staff and Resource Support

The Corporate Secretary shall provide staff and resource support to the Committee.

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Version	Date	Authors/Comments
V1.0	February 25, 2004	Original Version
V2.0	May 10, 2008	Updated
V3.0	May 10, 2013	New ToR with addition of Nominations and Community Relations Sub-Committee – Recommendation of Governance Review
V3.1	November 29, 2013	Edits made to be consistent with By-Law No 6
v3.2	September 24, 2014	Edits stemming from By-law No. 7 [approved by the Governance Committee on September 11, 2014
V3.3	March 11, 2015	Edits stemming from mid-term replacement language requirement/May suggestions – June 18, 2015
V4.0	September 23, 2015	Further edits. New Mid-term Section
V5.0	September 2016	Separation of Process from Terms of Reference Final Review by Governance Cmt 9-9
V6.0	March 18, 2020	Separation of ToR to 2 documents with recommendations for Governance Cmt