

Governance Committee Terms of Reference

1. Purpose

The purpose of the Governance Committee is to advise the Council and make recommendations to the board for approval regarding:

- *Sustaining a high-performing, strategy-focused board*
- *Governance policy and practice*
- *Council evaluation*
- *Council and Committee composition*
- *Council and Committee effectiveness*
- *Executive Director oversight and evaluation.*

2. Structure

Membership

- *A minimum of three Council Members*

Duration of Term

- *Reviewed annually, usually at the first Council meeting following the AGM*

3. Responsibilities

High-Performing, Strategy-Focused Board

- *Ensure processes are established for the regular review and approval of the SALPN's mission, vision, values, and strategic plan.*
- *Promote leading practices to encourage the attraction, retention (orientation, continuing education, engagement) and reward (remuneration framework) of high-calibre Council Members who are skilled and experienced in transformation and adapting to changing circumstances.*
- *Develop an effective orientation and professional development program to help board members build the knowledge and skills they need to perform effectively and lead strategically.*

Governance Framework

- *Review and stay abreast of leading practices in regulatory and board governance.*
- *Establish a process for regularly reviewing governance components, e.g. related bylaws, Council/Committee structure and composition, governance policies and processes, etc.*
- *Develop and recommend amendments/revisions as may be necessary or advisable.*
- *Evaluate Council and Committee effectiveness to improve performance.*

Council and Committee Composition

- *Recommend timely changes in the role, size, composition and structure of the Council and Committees.*

Council and Committee Effectiveness

- *Support the Council and committees in successfully accomplishing their respective objectives by reviewing and recommending Terms of Reference that help to clarify and differentiate roles and responsibilities.*
- *Oversee the implementation of the process for assessing the effectiveness of the Council as a whole, Committees, and the performance of individual Council Members.*
- *Assess the needs of the Council in terms of the frequency and location of Council and Committee meetings, meeting agendas, reports, information and the conduct of meetings.*

Executive Director Oversight

- *Establish policies and processes to ensure effective oversight of the Executive Director on an annual basis.*
- *Review the setting of goals, objectives and measurable expectations.*
- *Review the components of the Executive Director's Compensation to ensure the "package" is both fair and competitive.*
- *Facilitate an unbiased and fair assessment of performance results as input to recommending the overall performance rating and reward.*
- *Review the succession plan for the Executive Director and key positions.*
- *Act as the Selection Committee, when required, by undertaking a diligent search to find the most qualified Executive Director.*

4. Meetings

The Governance Committee meets at least two times each year and may hold additional meetings if it is necessary for it to carry out its responsibilities effectively.

The Governance Committee will utilize a consensus model for decision-making.