

GOVERNANCE COMMITTEE TERMS OF REFERENCE

1. PURPOSE

The purpose of the Governance Committee is to develop and recommend VCC's approach to good governance and VCC's governance framework, support and oversee Board Member recruitment, and to lead processes to support and evaluate the effectiveness of the Board, Committees and individual Board Members.

2. COMPOSITION AND QUORUM

The Governance Committee is composed of up to four Members of the Board and may include appointed and elected Members.

The Board, on the recommendation of the Board Chair, appoints the Committee members and chair.

A majority of members of the Governance Committee constitutes a quorum.

3. DUTIES AND RESPONSIBILITIES

Subject to the powers and duties of the Board, the Governance Committee:

- a) at least every two years, reviews the governance framework (including written policies) for VCC and advises the Board regarding:
 - i) areas of concern;
 - ii) best practices; and
 - iii) recommended changes;
- b) ensures appropriate structures and procedures are in place to allow the Board to function effectively;
- c) annually reviews the composition of the Board as a whole and recommends, if necessary, changes to the Board Competency Matrix to ensure the desired Board makeup includes an appropriate balance of knowledge, experience, skills, expertise and diversity;
- d) annually or as vacancies arise, works with the Board Chair and President to identify any gaps that should be filled in new board Member candidates and recommends to the Board the desired skills and experience for potential new Board Members;
- e) in respect of appointed Board Members, works with the Board Chair and President to identify potential candidates for appointment to the Board;²⁷
- f) in respect of Board Members elected by a constituency:

²⁷ Potential candidates are recommended to the Board Resourcing and Development Office through the Board Chair.

- i) provides the leadership of the constituency with a copy of the Individual Board Member Position Description; and
 - ii) consults with the leadership of the constituency regarding the preferred background, experience or skills to fill upcoming vacancies;
- a) ensures programs are in place for new Board Member orientation and ongoing professional development;
 - b) assists and supports the annual review processes for evaluating the effectiveness of the Board, the Board Chair, Committees and individual Board Members;
 - c) periodically reviews and assesses VCC's communications to stakeholders and the general public with respect to its policies and practices in the area of governance, including the communication contained on VCC's internal and external websites;
 - d) annually reviews and ensures the adequacy of VCC's Code of Conduct for Board Members;
 - e) annually obtains Code of Conduct Declarations from Board Members;
 - f) addresses Code of Conduct issues as delegated to the Committee by the Board; and
 - g) assumes other related responsibilities as assigned by the Board.

4. MEETINGS

The Governance Committee meets at least four times per year. Additional meetings may be held as deemed necessary by the Committee chair or as requested by any two Committee members.

5. REPORTING

The Committee reports to the Board by distributing a high-level summary at the next Board meeting. The summary details what the Committee has been working on (since it last reported to the Board), what the Committee is bringing forward for discussion or approval, and what is coming up on the Committee's agenda.

6. STAFF SUPPORT

The President or the President's nominee provides staff support to the Committee, and the _____ or his/her delegate is secretary to the Committee.

7. EXTERNAL ADVISORS

The Committee may engage independent advisors at the expense of VCC when it deems necessary, subject to the approval of the Board Chair.

8. RESPONSIBILITY FOR POLICY REVIEW

The Committee has responsibility to review at least every two years, and more frequently if necessary (e.g., based on legislative changes, or a development in governance best practices) Board and Board-approved organizational policies.

9. COMMITTEE TIMETABLE

The timetable for the Governance Committees activities is reflected in the calendar set out in Appendix A.

Governance Committee Calendar					
	Date	Date	Date	Date	Date
1. Review governance framework and applicable Board and organizational policies	Every 2-3 years				
2. Oversee orientation for new Board Members	As required				
3. Recommend and lead professional development for Board Members	As required				
4. Review Board evaluation processes and recommend appropriate process for upcoming year; lead evaluation process a. Board evaluation started b. Board evaluation completed	Feb	May	June		
5. With Board Chair, review skills and experience required on Board and confirm or amend Competency Matrix	As required				
6. Appointed Board Members: With Board Chair and President, identify and recommend candidates for Board appointment	As required				
7. Elected Board Members: Liaise with constituency regarding preferred background, experience, skills	As required				
8. Review Code of Conduct for Board Members	Feb				
9. Obtain Code of Conduct declarations (annual)	Mar				