

**Governance Committee
Terms of Reference**

TITLE: ROHCG BOARD COMMITTEES

SECTION: Governance Committee Terms of Reference

NO: ROHCG Schedules Section 6.1.1

**Issued and
Approved By:**

ROHCG Board of Trustees

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16/10/18**

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Role

The Governance Committee's role is to advise the Board on matters relating to the Board's governance structure and processes, evaluation of the Board's effectiveness, recruitment, education and evaluation of Board members.

Responsibilities

1. to initiate By-law reviews as required and make recommendations to the Board;
 2. to conduct an annual board performance assessment, with the results being presented to the Board;
 3. to select nominees for the election of officers and present the nominees to the Board for approval;
 4. to recruit and nominate Board members who best address the representative governance structure referenced in these By-laws and who possess the following attributes:
 - a) an appreciation and understanding of consumer and family issues as they relate to the provision of mental health services
 - b) a demonstrated commitment to the organization's vision, mission and values in the provision of mental health care, advocacy, research and education
 - c) prior experience in board, governance, and policy;
 - d) Knowledge of and commitment to the clinical practice of mental health and associated research and education;
 - e) Ethical, legal and/or political acumen;
 - f) Expertise in project management and strategic planning;
 - g) Knowledge of quality, performance and risk management as it pertains to current and future health care trends;
 - h) Progressive business skills (Information Technology, Labour Relations, Communications Management, Bilingualism) and/or
 - i) Finance, business and human resource management skills reflective of the Board's requirements.
- The ROHCG will ensure the ongoing Governance Structure for the organization is representative of the communities served considering the demographic, cultural, religious, economic, linguistic, geographic, ethnic and social

	<p>characteristics of Eastern Ontario.</p> <p>5. to ensure that at least two Board members have accounting or related financial expertise as evidenced by an accounting designation or equivalent; and</p> <p>6. to address and report to the Board on such governance issues as the Board, in its discretion, refers to the Committee for consideration.</p>
Membership & Voting	<p><u>Voting Members of Committee</u> The Governance Committee shall be composed of:</p> <ul style="list-style-type: none"> a) the Past Chair of the Board; if in office b) the Vice Chair(s) of the Board c) the Vice Chair of the Committee and d) up to three other independent board members as selected by the Board of Trustees, taking into account the Committee Terms of Reference and the Committee's Work Plan <p>Except for the Medical Advisory Committee, the Chair shall be an <i>ex officio</i> voting member of all Committees.</p> <p><u>Non-Voting Members of Committee</u></p> <ul style="list-style-type: none"> a) the President and CEO, as a management resource.
	<p>There shall be French-speaking representation on the Committee.</p>
Chair	<p>A Vice-Chair of the Board shall serve as the Chair of the Committee.</p>
Appointment of delegates	<p>N/A</p>
Frequency of Meetings	<p>The Committee shall generally meet four times a year and additionally at the call of the Chair</p>
Quorum	<p>The quorum for meetings of the Committee shall be 51% of its voting members.</p>
Resources	<p>The ROHCG Chief Executive Officer will identify staff member(s) to act as resources to Board Committees.</p> <p>One staff member will be identified as the Committee Secretary.</p>

Reporting	The Governance Committee shall report to the ROHCG Board of Trustees on a regular basis.
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