



## **Governance and Board Development Committee**

### Terms of Reference

**PURPOSE** Based on the Board goals for a governing year, develop and implement an annual work plan for the improvement of the Board of Directors' good governance policies and practices, including recruitment, nominations, and election process.

#### **RESPONSIBILITIES**

1. Inform, educate, and assist the Directors of SOGC about the Bylaws and Governance Manual.
2. Oversee and recommend changes to the Bylaws as necessary.
3. Review, provide guidance and/or recommend to the Board and all governance policies and practices.
4. Successfully complete approved Board annual Work Plan.
5. Oversee the process for Board and Board Committee assessments both for the full Board and individual members.
6. Monitor and recommend any policies for the Director recruitment, nomination, and election process.
7. Develop a nomination process for Officer roles which gives all Directors the right to submit their names if they are otherwise qualified.
8. Oversee the process for Board, Officers, Committee Chairs and Board Chair orientation and new member onboarding.
9. Review and recommend changes or updates to Board Committee Terms of Reference
10. Oversee the review of Director expense policy.
11. Implement a governance review every 5 years.
12. Research and recommend Board development topics related to good governance.
13. Monitor and recommend processes for the CEO performance management and annual performance review. Annual reviews will be conducted by the Executive Officers using the CEO Performance Evaluation Framework.

#### **ACCOUNTABILITY AND REPORTING**

The Committee is accountable to the Board of Directors and will report through the Committee Chair.

The Committee will be reporting its activities and recommendation to the Board at the Board's next meeting.

#### **COMMITTEE COMPOSITION**

The committee shall have a minimum of 5 and no more than 6 members.

- Chair director or non-director member
- 1 current Board Director
- 3 non- Director members
- Up to 1 public representative advisor
- President - (ex-officio)
- Chief Executive Officer (ex-officio)

#### **MEMBERSHIP CRITERIA**

A member of the Committee should:

- Have an understanding of the not-for-profit sector and member-based associations.
- Be committed to the governance process.
- Have knowledge, skills, and competency of good governance practices.



- Have availability for expected time commitment.

**TERMS** 3 years for Chair and Committee members

**VOTING** A majority shall decide recommendations requiring a vote. The SOGC's President, CEO and public representative advisor are non-voting members of the committee. No Committee member shall be entitled to vote by proxy.

**QUORUM** A quorum shall consist of 50% plus one of the voting members of the Committee.

**RESOURCES** Resources and support services will be provided to the Committee through the Corporate Office.

**MINUTES** The Board Secretary shall take minutes at the Committee meetings and the minutes shall be approved at subsequent meetings. Minutes will be kept and stored in accordance with the SOGC's document management practices.

**MEETING FREQUENCY** Meetings are conducted virtually; the Committee will meet at least twice each year. Additional meetings may be convened at the discretion of the Committee Chair, or at the request of the Board.

**AMENDMENTS** This Terms of Reference may be amended, varied, or modified through a motion from the Board of Directors

**APPROVALS** Approved November 2023