CENTRAL WEST LOCAL HEALTH INTEGRATION NETWORK

GOVERNANCE COMMITTEE – TERMS OF REFERENCE

1.0 PURPOSE

The role of the Governance Committee is to advise the Board on matters relating to board governance structure and processes, evaluation of board effectiveness, recruitment, orientation, education and evaluation of board members. (The Governance Committee will have the responsibility to perform the statutory requirements referred to as the Nominating Committee in the legislation *and may strike a sub-committee to carry out this work*).

2.0 DUTIES

The Governance Committee shall,

- Maintain a Board Member Skills Matrix and when vacancies occur, candidates shall be selected for their skills, demonstrated community knowledge, judgment, experience, time commitment and acumen and such other factors as the Governance Committee deems appropriate.
- Recommend candidates to the Board to submit for consideration to the Minister.
- Recommend and review Board Bylaws and Board Policies and Procedures.
- Establish and maintain board orientation that is comprehensive.
- Oversee Board development and ensure the Board receives periodic education on the health care system, governance, and legislation and other matters.
- Ensure a periodic review of Board committees' performance and Terms of Reference.
- Initiate the development and monitoring of the Board Work Plan, including timelines and deliverables.
- Lead the planning and oversight for the Governance and Leadership Forums hosted by the Central West LHIN.
- Undertake other duties, from time to time.

3.0 COMPOSITION AND PROCEDURES

3.1 Membership & Term of Office:

a) The Governance Committee shall consist of at least four (4) members of the Board. The Chair of the Committee shall be appointed by the Chair of the Board.

b) On an annual basis, the Board Chair will develop a proposed Governance Committee Membership taking into consideration, each potential Members' experience, background and interests for approval by the Board as a whole.

c) Consistent with 'Roberts Rules of Order':

- The Chair of the Board and the CEO shall be Ex-Officio Members of the Committee.
- The Chair, when present, counts for the purposes of Quorum and can vote.
- The CEO, when present, does not count for the purposes of Quorum, and cannot vote.

d) The Governance Committee may establish a task group comprising one or more members of the Governance Committee and other individuals.

e) The Governance Committee as it may deem appropriate, may use and retain LHIN legal or other consultants who shall report directly to the Governance Committee.

3.2 Meetings & Quorum:

a) The Governance Committee shall meet at least quarterly.
b) Quorum shall be 50% +1 of the Members entitled to a vote.
c) Meetings shall be open to the public with reasonable notice

3.3 Reporting:

The Governance Committee shall report to the Central West LHIN Board of Directors.

3.4 Evaluation:

a) The Governance Committee shall establish a governance performance evaluation consistent with LHIN evaluation framework to include evaluation of board performance, individual board members performance, performance of the chair, and performance of committees.

b) As the result of evaluations, make recommendations to the Board for board process improvement.

4.0 AMENDMENT

Date of Last Review by Committee:	Thurs., September 14, 2017 **Thurs., September 15, 2016**
Date of Previous Reviews by Committee:	Thurs., September 10, 2015 Thurs., September 11, 2014
Last Date of Approval by Board of Directors:	**Wed., September 27, 2017**

Note:

These Terms of Reference shall be reviewed annually and may be amended by the Central West LHIN Board of Directors.