



## GOVERNANCE COMMITTEE

### Background

The Board has established the Governance Committee.

### Authority

Health Professions Act (HPA) s. 19(1)(t); HPA Bylaws s. 19.

### Mandate

To provide recommendations to the Board on matters relating to Board governance.

### Responsibilities

- Review Board policies and manuals and recommend revisions to these documents.
- Review and make recommendations regarding Board member orientation and ongoing development.
- Review and make recommendations on policies and practices related to the recruitment, election and/or appointment of Board and committee members.
- Provide advice and guidance on Board evaluations, including Board meeting evaluations and Board member evaluations.
- Assess and make recommendations regarding the governance-related needs of the Board.

### Reporting relationship

The committee as a whole reports through the chair to the Board. The committee must submit a report of its activities to the Board annually, or as required by the Board.

### Membership

- At least 3 but no more than 5 Board members appointed by the Board.
- Must include at least one public representative.

### Term of appointment

- Appointments are determined by the Board and will not exceed 3 years. Appointees are eligible for reappointment by the Board but may not serve more than 6 consecutive years.
- A member appointed to the committee ceases to be a member if they are no longer a Board member.
- Any committee member may resign upon written notification to the registrar. Committee members who are absent for more than three committee meetings per year automatically forfeit membership on the committee. The chair has the discretion to approve, in advance, an extended absence of any committee member.

## **Committee officers**

Board appoints a committee chair and vice-chair from among the members of the committee.

## **Voting rights**

Each committee member is entitled to one vote on all matters coming before the committee.

## **Meeting procedures**

<i>Schedule:</i>	At least three times annually to fulfill its mandate and responsibilities.
<i>Format:</i>	In person, by teleconference or by videoconference.
<i>Agenda:</i>	Developed by College staff in consultation with the committee chair with input from committee members.
<i>Attendees:</i>	Only Governance Committee members and College staff are entitled to attend committee meetings, with the exception of invited guests.
<i>Quorum:</i>	A majority of the committee.
<i>Minutes:</i>	Drafted by College staff for review and approval at next committee meeting; filed at the College office.
<i>Secretariat Support:</i>	Provided by the College, including meeting coordination, preparation and distribution of materials and drafting meeting minutes.

## **Conflict-of-interest disclosure**

Members must declare conflicts of interest prior to the discussion of issues or at any time a conflict of interest or potential conflict of interest arises.

A conflict of interest refers to situations in which personal, occupational or financial considerations may affect or appear to affect the objectivity or fairness of decisions related to the committee activities. A conflict of interest may be real, potential or perceived in nature. Individuals must declare potential conflicts to the chair of the committee and must either absent themselves from the discussion and voting, or put the decision to the committee on whether they should absent themselves.

## **Confidentiality**

Each committee member must sign a confidentiality agreement at the time of each appointment indicating their agreement to maintain the confidentiality, security and integrity of all materials during and after their term on the committee.

## **Remuneration**

Committee members may claim honoraria and expense reimbursement in accordance with the Board's policy and guidelines for claiming committee expenses.

## **Amendment to terms of reference**

The Board may amend committee terms of reference at any time and from time to time.