

## Governance Committee

### Terms of Reference

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<b>RESPONSIBLE TO:</b>	Board of Directors
<b>MEMBERSHIP:</b>	Vice-Chair
	Members (max 2): Elected by the Board
	Chair: Ex-officio
	CEO: Staff Representative
	(non-voting)

The governance committee must be made up of at least 1 member-elected director position and one or two non-member elected positions. A Committee member may be removed by a majority vote of the directors.

**MEETINGS:** One meeting required annually and additional meetings at the call of the chair

**QUORUM:** Two voting members

#### **FUNCTIONS:**

The Committee's general duties are to monitor and review the legal parameters, structures, and obligations of those legal entities operating as SafeCare BC as well as their by-laws, regulations and Board Policies. The Committee shall be responsible for the annual recruitment of candidates for the Board and maintaining a succession plan for leadership on the Board. Finally, the Committee shall be responsible for the recruitment and selection of members of the Technical Advisory Committee.

#### **RESPONSIBILITIES:**

1. Review existing constitution and by-laws and recommend appropriate changes to the Board;
2. Evaluate specific issues and recommend any new bylaws or policies as necessary;
3. Evaluate effectiveness of Board Policies and regulations and recommend any changes as necessary;
4. Work to maintain consistency amongst various by-laws, policies and regulations;
5. Facilitating an annual assessment of the effectiveness of the Board and its committees.
6. Periodically reviewing and recommending good governance practices to the Board.

The Governance Committee shall act as a Nominating Committee for the purpose of actively recruiting candidates for the Board of Directors who are committed to the mission and governing process of SafeCare BC, and who reflect the diversity of the community. Responsibilities include:

1. Reviewing the board matrix to identify the skills/proficiencies that the board needs;
2. Assessing the qualifications of candidates for election as directors;
3. Recommending a slate of candidates to the Board to be presented to members at the AGM;
4. Overseeing and coordinating the process of the appointment of appointed directors
5. Responsible for identifying suitable candidates to act as committee representatives and presenting to the board

No person shall be eligible for election as a director of the Association unless first approved by the Governance Committee.

The Governance Committee shall also act as the selecting body for the purpose of recruiting and selecting employer candidates for the Technical Advisory Committee. Responsibilities include:

1. Assessing the qualifications of employer candidates for selection as members of the Technical Advisory Committee.
2. Selecting the successful employer applicants.
3. Overseeing and coordinating the process of addressing Technical Advisory Committee employer vacancies.