



Policy Name: Governance Committee Terms of Reference	Policy Number: BD005
Original Date of Approval: March 2018	Policy Type: Board
Last Revision Date: September 2020	Review Cycle:
Date of Last Review: September 2020	

GENERAL PROVISIONS

1. With respect to each committee, the Board of Directors shall:
 - a. Establish the terms of reference and life span;
 - b. Establish a budget and resources required;
 - c. Appoint a person annually to chair the committee;
 - d. Appoint such other members annually as may be appropriate; and
 - e. To be considered for appointment, an individual other than a member of the Board must express interest, and if selected, commit to be bound by the ESIO Policies.
2. A committee continues until the Board of Directors determines that it is no longer required.
3. The general purpose of each committee is to assist the Board of Directors in governing the ESIO by providing recommendations to the Board on any matter within the committee's terms of reference.
4. The Board will establish annual priorities for each committee including topics or issues within the committee's terms of reference for which the Board requires focused attention during the year. The committee will prepare an operational plan to fulfil its mandate and will present the plan to the Board for approval.
5. The Chair of the Board of Directors is an ex officio member of each committee.

Scope and Role of the Committee

1. The Governance Committee assists the ESIO Board carry out its due diligence function related to healthy development and operation of the Board, its committees and task forces, and performance of the individual Board members.
2. Review/revise the Committee Terms of Reference and make recommendations to the Board.
3. Monitor the ESIO's due diligence function as it relates to governance. Recommend action to the Board.
4. Recommend any structure changes to assure so that the Board of Directors fulfils its legal and ethical obligations.
5. Monitor effectiveness of governance policies (e.g., Board operations, CEO expectations, Board Member performance, etc.).
6. Recommend changes and/or new policies for Board action.
7. Recommend governance standards for Board and committee operations. Monitor adherence to said standard and engage the Board in dialogue for change, when required.
8. Review and recommend optimum composition for the Board including diversity screens, skills, and behaviours.
9. Design and execute an intentional process to recruit and retain qualified Board members to help achieve the institution's mission, including the following activities:
 - a. identification, cultivation and screening of candidates;
 - b. nomination and contracting;
 - c. orientation and development;
 - d. evaluation; and
 - e. promotion and thanking and release as appropriate.

Membership

1. The Committee will be comprised of up to five (5) appointed members as follows:
 - a. Three (3) Board members, one of whom will be appointed as the Chair, and
 - b. Two (2) additional members.
2. In appointing members to the Committee, the Board will consider the experience and expertise related to the committee's goals of the persons under consideration as well as to representation of industry groups.

3. Appointment terms:
 - a. Board members – One (1) year term, appointed annually
 - b. External members – One (1) year term, appointed annually
4. The term of office of the Chair and members appointed to the Committee shall commence January 1 each year and expire December 31 of that year.
5. Committee members shall:
 - a. Participate in the meetings of the Committee;
 - b. Represent the views and safeguard the interests of the ESIO;
 - c. Communicate with the ESIO Board regarding matters under consideration by the Committee, and
 - d. Exercise the care, skill and diligence of a prudent person in carrying out his/her duties.
6. A member of the Committee ceases to be a member if that individual misses three consecutive meetings, unless authorized by the Chair of the Governance Committee to do so the individual to chair the Committee shall be a member of the Board of Directors.
7. The Chair of the Committee shall:
 - a. Report regularly to the Board on the activities of the Committee, provide recommendations to the Board and ensure the recording of the minutes of the Committee, and
 - b. Liaise with any Board member or volunteer who is assigned related responsibilities.
8. The Committee may select one of its members as Vice-Chair.
9. The Committee is expected to obtain advice and support from professional advisors as and when needed, commensurate with its objectives and available resources. If the ESIO Directors feel the need for other expertise to be brought to bear on any matter, they are free to seek this input.

Meetings

1. Committee meetings will be scheduled in accordance with the business needs of the ESIO.
2. As a general rule, the Committee will meet not less than two (2) and not more than four (4) times each year.

3. Additional meetings may be held as deemed necessary by the Chair of the Committee or if requested by any Governance Committee member.
4. Meetings of the Committee are to be conducted via the most efficient means (conference calls, video conferencing, and in-person) based on the meeting agenda. Members may be asked to review materials, provide feedback and/or vote on recommendations via email.
5. Each member, including the Chair, shall have one vote.
6. The ex-officio member will only vote in the case of a tie.
7. The Committee may hold in camera meetings as required.
8. If a matter arises in a Governance Committee meeting which also falls within the responsibilities of another committee, the Chair will ensure that the other committee is informed and can provide its input before a recommendation is made to the Board.
9. If there is an urgency which makes it impossible to have the matter discussed at a meeting of the other committee, the Chair will determine how the information will be provided and the input will be gathered.
