

# MP12: Governance Committee Terms of Reference

## Overview

1. These Terms of Reference describe the authority, mandate and responsibilities of S.A.R.P.'s Governance Committee. These Terms of Reference outline clear and specific information on how the Committee is organized, what it is trying to achieve, its decision-making authority and deliverables, who the members are, and when they meet.

## Authority and Mandate

2. The Governance Committee will assist the Board of Directors in fulfilling its oversight responsibilities over S.A.R.P.'s governance, policy development and renewal, and risk management.
3. The Committee serves in an advisory capacity to the Board and/or Executive Director.
4. The Committee may form sub-committees whenever necessary to facilitate the Committee's work.

## Membership

5. The committee shall be composed of at least two (2) members, including a Chairperson. At least one member of the Committee shall be a S.A.R.P. Director. Members may be non-members.
6. The Board of Directors shall appoint the Chairperson of the Committee at the first meeting of the Board of Directors following the Annual General Meeting.
7. The Board of Directors shall appoint the other committee members or provide for the election of members of this committee.
8. The Chairperson shall be appointed for a one-year term. Other Committee members shall be appointed for a one-year term.
9. The Board may replace the Chairperson of the Committee at any time. The Board may remove any member of the Committee at any time and fill any vacancy at their discretion.
10. The Chair of the Board shall be an ex-officio and non-voting member of the committee.
11. The Executive Director shall be an ex-officio and non-voting member of the committee.
12. At the request of the Committee, S.A.R.P. staff, management, governance experts/advisors, legal advisors, insurance brokers, or other persons may be invited to attend meetings of the Committee.

## Duties and Responsibilities

13. The Committee shall:
  - a. Review and adhere to the Terms of Reference.
  - b. On an ongoing basis, provide expertise to enhance the quality of Board discussion on policy and governance matters, and facilitate effective Board decision-making in these areas.
  - c. Review S.A.R.P.'s existing bylaws and policies on a regular basis.
  - d. Review operational policies and management's development thereof.
  - e. Review the identification and mitigation plans to address key organizational risks.
  - f. Draft and lead the call for nominations based on the gaps and needs of the board of directors.
  - g. Ensure candidates meet the qualifications to serve as a Director and are able to fulfil all requirements.
  - h. Produce a report to Members on those individuals who are nominated and endorsed by the Committee. The report will include the Board skills matrix so members may make an informed decision.
  - i. Oversee all aspects of the election procedure leading up to and at the Annual General Meeting.

- j. Where appropriate, work with Directors to identify individuals for future nominations. Work with the Executive Director to identify governance related professional development (PD) opportunities and connect with the Finance Committee for budgeting purposes.
- k. Perform such additional tasks as may be assigned to the Committee by the Board of Directors or by the Chair and Executive Director.

### **Procedures**

- 14. The Committee shall keep minutes of the discussion including its findings and recommendations.
- 15. The Committee shall meet virtually or in-person, quarterly, at minimum, or as necessary at the discretion of the Chairperson.
- 16. The Chairperson is required to call a meeting of the Committee if requested to do so by:
  - a. Any committee member;
  - b. The Chair of the Board of Directors
  - c. The Executive Director
- 17. The Chairperson shall distribute the agenda to committee members at least 24 hours in advance of a scheduled meeting. The agenda shall include the following items:
  - a. Approval of the agenda
  - b. Approval of the minutes from the previous meeting
  - c. Declaration of Conflict of Interest
  - d. Ongoing business
- 1. Quorum will be a majority of the committee members.

### **Resources**

- 2. The Committee shall have access to resources to fulfill its duties as requested, as approved by the Board of Directors and/or the Executive Director.

### **Reporting**

- 3. The committee will submit regular reports to the Board.
- 4. When the Board requires the Committee to make a decision or take a position on a matter, the Committee will make its decision or determine its position by majority vote of the Committee's members.
- 5. The committee will record minutes of all meetings. All minutes will be forwarded to the Executive Director.
- 6. The Chairperson, or designate, may be invited to S.A.R.P.'s Annual General Meeting to report on its activities.

**Review Frequency:** Annually in November

**Last Reviewed:** June 2024