

MEDICINE HAT & DISTRICT HEALTH FOUNDATION

Policy and Procedure Manual	Title Governance Committee - Terms of Reference	
	Section Committees	Reference Number: II.2019.004

PURPOSE:

The purpose of the Governance Committee is to:

- Assess Board performance – collectively and individually.
- Evaluate problem issues that arise with the board or individual members.
- Improve Board’s effectiveness through education.
- Evaluate needs of the Board and profile the kinds of people that are needed to fill vacancies.
- Prepare a slate of nominees for appointment to the Board of Directors.
- Assist the Board in identifying potential candidates for the Foundation’s standing committees.
- Review and recommend Board and Foundation policies and bylaws

DUTIES:

1. The slate of nominees for appointment to the Board of Directors shall be prepared in accordance with the provision of the bylaws of the Medicine Hat & District Health Foundation.
2. The Committee shall approach the Board Member(s) whose term will expire in the current year and determine the wishes of such Board Member(s) with respect to accepting a nomination for re-election to the Board.
3. In preparing the slate of nominees, the Governance Committee shall assess the needs of the Foundation with respect to an appropriate balance of skills and capabilities among the Members of the Board in

MEDICINE HAT & DISTRICT HEALTH FOUNDATION

order to maximize the effectiveness of the Board in carrying out the mission of the Foundation.

4. The Governance Committee will work with the Board of Directors and Committee Chairs in identifying potential candidates for the Foundation's standing committees.
5. The Governance Committee shall provide to interested candidates, appropriate information regarding the work of the Foundation and the expected commitment and responsibilities of Board and Committee Members.
6. The Governance Committee reviews and makes recommendations on the Board recruitment package and new Board Member package.
7. The Governance Committee ensures that an annual orientation session is held for new Board Members.
8. The Governance Committee will develop and refine Board position descriptions.
9. The Governance Committee acts as a resource for Board Members to bring concerns and questions.
10. The Governance Committee is responsible for identifying educational needs of the Board.
11. The Governance Committee is responsible for conducting the annual Board evaluation and analyzing the results.

ACCOUNTABLE TO:

The Governance Committee shall be accountable to the Medicine Hat & District Health Foundation Board of Directors.

COMMITTEE MEMBERSHIP:

- Chair, Governance Committee
- Up to three (3) members of the Board of Directors
- Chair, Medicine Hat & District Health Foundation Board of Directors
- Executive Director, Medicine Hat & District Health Foundation (ex-officio)

MEDICINE HAT & DISTRICT HEALTH FOUNDATION

TERM OF OFFICE:

- The Immediate Past Chair of the Board of Directors will act as Chair of the Governance Committee and will be appointed by the Chair of the Board of Directors.
- In the absence of a Past Board Chair the Board of Directors will appoint a Chair
- Committee Members will be appointed annually by the Board of Directors.
- Board Members are limited to serve two (2) consecutive terms on the Governance Committee.

MEETING SCHEDULE:

The Committee shall meet regularly, at least four times per year, and at the call of the Chair.

CIRCULATION OF MINUTES AND REPORTING:

Minutes from each meeting shall be prepared and circulated to Committee Members. The Chair, Governance Committee shall report at least annually to the Board.

SUB-COMMITTEES

Sub-Committees will be created and disbanded as appropriate.

Signatures/Approvals:

<u>Brent Fisher</u>	<u>Board Chair</u>	<u>September 2019</u>
Name	Title	Date

<u>Heather Bach</u>	<u>Executive Director</u>	<u>September 2019</u>
Name	Title	Date