

## **GOVERNANCE COMMITTEE**

### **TERMS OF REFERENCE**

#### **PURPOSE**

The committee serves to provide an advisory and monitoring role. The committee's role is to assist and advise the Board of Health, the Medical Officer of Health / Chief Executive Officer (MOH / CEO), and the Director, Healthy Organization in the administration and risk management of matters related to Board membership and recruitment, Board self-evaluation and governance policy.

#### **REPORTING RELATIONSHIP**

The Governance Committee is a committee reporting to the Board of Health of the Middlesex-London Health Unit. The Chair of the Governance Committee, with the assistance of the Director, Corporate Services and the MOH / CEO, will make reports to the Board of Health as a whole following each of the meetings of the Governance Committee.

#### **MEMBERSHIP**

The membership of the Committee will consist of a total of five (5) voting members. The members will include the Chair and Vice-Chair of the Board of Health and in total, the membership will contain at least one Middlesex County Board Member, one City of London Board Member and two provincial Board Members.

The Secretary-Treasurer will be an ex-officio non-voting member.

Staff support includes:

- Director, Healthy Organization;
- Executive Assistant to the Board of Health and Communications or the Executive Assistant to the Medical Officer of Health depending on availability; and
- Manager, Strategic Projects.

Other Board of Health members are able to attend the Governance Committee but are not able to vote.

#### **CHAIR**

The Governance Committee will elect a Chair at the first meeting of the year to serve for a one or two-year term. The Chair of the Committee may be appointed for additional terms following the completion of an appointment to enhance continuity of the Committee.

#### **TERM OF OFFICE**

At the first Board of Health meeting of the year the Board will review the committee membership. At this time, if any new appointments are required, the position(s) will be filled by majority vote. The appointment will be for at least one year, and where possible, staggered terms will be maintained to ensure a balance of new and continuing members. A member may serve on the committee as long as he or she remains a Board of Health member.

## **DUTIES**

The Committee will seek the assistance of and consult with the MOH / CEO and the Director, Healthy Organization for the purposes of making recommendations to the Board of Health on the following matters:

1. Assist with the recruitment of suitable Board members.
2. Oversee Board member succession planning and make recommendations regarding recruitment of new Board members.
3. Provide advice regarding orientation and training of Board members.
4. Direct and oversee the assessment of the Board and Board committees and make recommendations to the Board regarding ways in which governance performance and contributions can be enhanced.
5. Oversee performance indicators that are reported to the Board and provide advice regarding the biennial Board retreat.
6. Compliance with the Board of Health Code of Conduct.
7. Performance evaluation of the MOH / CEO.
8. Governance policy and by-law review and development.
9. Compliance with the Organizational Standards.
10. Strategic Planning.
11. Review and make recommendations on the direction of the Privacy program.
12. Review and make recommendations on the direction of the Risk Management program.
13. Advise the Board on implications of significant developments in privacy legislation.
14. Review the annual privacy report.
15. Oversee the principles of the recruitment/retention strategy for employees.
16. Provide oversight related to occupational health and safety.

## **FREQUENCY OF MEETINGS**

The Committee will meet quarterly or at the call of the Chair of the Committee.

## **AGENDA & MINUTES**

1. The Chair of the committee, with input from the Director, Healthy Organization and the MOH / CEO, will prepare agendas for regular meetings of the committee.
2. Additional items may be added at the meeting if necessary.
3. The recorder is the Executive Assistant to the Board of Health.
4. Agenda & minutes will be made available at least 5 days prior to meetings.
5. Agenda & meeting minutes are provided to all Board of Health members.

## **BYLAWS:**

As per Section 19.1 of Board of Health By-Law No. 3, the rules governing the proceedings of the Board shall be observed in the Committees insofar as applicable. This will include rules related to conducting of meetings; decision making; quorum and self-evaluation.

## **REVIEW**

The terms of reference will be reviewed every 2 (two) years.

Implementation Date: June 20, 2013

Revision Date: April 21, 2016