

## GOVERNANCE COMMITTEE – TERMS OF REFERENCE

### PURPOSE

The Governance 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 (MOH) and Chief Executive Officer (CEO) 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 reports to the Board of Health of the Middlesex-London Health Unit. The Chair of the Governance Committee, with the assistance of MOH and CEO, will make reports to the Board of Health following each of the meetings of the Governance Committee.

### MEMBERSHIP

The membership of the Governance 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~~ **one** provincial Board members.

The Secretary and Treasurer will be ex-officio non-voting members.

Staff support includes:

- Chief Executive Officer;
- Manager, Strategy, Risk and Privacy; and
- Executive Assistant (EA) to the Board of Health and/or EA to the MOH.

Other Board of Health members may 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 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 Governance Committee membership. At that 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 they remain a Board of Health member.

### DUTIES

The Governance Committee will seek the assistance of and consult with the MOH and CEO for the purposes of making recommendations to the Board of Health on the following matters:

1. Board member succession planning and recruitment;
2. Orientation and continuing education of Board members;
3. Assessment and enhancement of Board and Board committee performance;
4. Performance indicators that are reported to the Board;
5. Compliance with the Board of Health Code of Conduct;
6. Performance evaluation of the MOH and CEO;
7. Governance policy and by-law development and review;
8. Compliance with the Ontario Public Health Standards;
9. Strategic planning;
10. Privacy program;
11. Risk management;
12. Human resources strategy and workforce planning; and
13. Occupational health and safety.

### **FREQUENCY OF MEETINGS**

The Governance Committee will meet five (5) times per year or at the call of the Chair of the Committee.

### **AGENDA & MINUTES**

1. The Chair of the committee, with input from the MOH and 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 EA to the Board of Health or the EA to the MOH.
4. Agenda and minutes will be made available at least five (5) days prior to meetings.
5. Agenda and 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 two (2) years or **when an amendment is deemed necessary by the Committee or Board of Health.**