

## GOVERNANCE COMMITTEE

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### **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 of Human Resources & Corporate Strategy 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, Human Resources & Corporate Strategy 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 member

Staff support: - Director, Human Resources & Corporate Strategy  
- Executive Assistant to the Board of Health or the Executive Assistant to the Medical Officer of Health, depending on availability

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

### **CHAIR**

The Committee will elect a Chair at the first meeting of the year to serve at least one year, and optimally two years.

### **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 of Human Resources & Corporate Strategy for the purposes of making recommendations to the Board of Health on the following matters:

1. Recruitment and nomination of suitable Board members.
2. Orientation and training of Board members.
3. Performance evaluation of individual members, the Board as a whole, and committees of the Board.
4. Compliance with the Board of Health Code of Conduct.
5. Performance evaluation of the MOH/CEO.
6. Governance policy and bylaw review and development.
7. Compliance with the Organizational Standards.

## **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 of Human Resources & Corporate Strategy 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.

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Implementation Date: January 16<sup>th</sup>, 2013

Revision Dates: