

GOVERNANCE COMMITTEE

Terms of Reference

Preamble

The Governance Committee is a standing committee of the Board of Directors.

Purpose

The principal objectives of the Governance Committee are to review governance matters of the Board (including solicitation of nominations of individuals qualified to be Directors) and the Corporation and to assist the Board in governing the organization effectively.

Composition, Appointment, and Accountability

1. The Governance Committee will comprise at least five (5) members, with representation from the following groups:
 - Board member (at least 1)
 - Accreditation Committee
 - Joint Accreditation Committee
 - External member
 - Additional member if required to meet the needs of the committee
2. Members of the committee will be appointed by the Board of Directors.
3. The Chair shall be a Board member.
4. The Executive Director is also an ex-officio, non-voting member of the committee.
5. The committee is accountable to the Board of Directors.

Term of Office

The term of office is two years renewable twice to a maximum of six years. Succession planning will ensure that there is some consistency of committee membership from year to year.

Responsibilities

The committee's responsibilities are focused in these areas:

- Governance policy review
- Board competency matrix
- Succession planning
- Board member recruitment
- Board member orientation and development

- Board evaluation

See Appendix 1 for the suggested timeline for carrying out committee responsibilities.

Governance review

1. Ensure that governance is reviewed as it relate to:
 - i. roles and responsibilities of the Board and committees
 - ii. duties and responsibilities of Directors and Officers
 - iii. procedures for conflict of interest, nomination, selection, election, and removal of Directors
 - iv. currency of the Board competency matrix and its alignment with the strategic directions of the Corporation
2. Draft new governance initiatives as directed by the Board.
3. Revise and recommend appropriate changes to the Bylaws to reflect best practice in governance.

Succession planning

1. Ensure that:
 - i. the Corporation maintains the number of Directors as required in the Bylaws
 - ii. recruitment of Board members aligns with the Board competency matrix
 - iii. Board members understand and support the mission, vision, and values of PEAC
 - iv. Board members understand and agree to the terms of office and participation requirements and to adhere to the Code of Conduct
 - v. appointments to the Board comply with the Bylaws and other PEAC policies
2. Determine the gaps in the competencies of the Board by conducting an assessment of skills and attributes.
3. Recruit nominees to fill any identified gaps and prepare a slate of nominees to present to the Board for consideration.

Board member orientation and development

1. Design and evaluate the Board member orientation process.
2. Maintain the currency of the Board Governance Handbook
3. Identify needs for ongoing development of the Board and suggest any strategies for meeting the identified needs.

Board evaluation

4. Facilitate ongoing Board evaluation.

Meetings

The committee will meet by teleconference at least three times per year. PEAC will assist in scheduling of the teleconference meetings.

Quorum

Quorum at committee meetings is a simple majority of members.

Voting

At all meetings of the committee, every motion shall be decided by a simple majority of the votes cast on the motion, including that of the Chair. In case of an equality of votes, the motion shall be lost.

Minutes and Reports

Minutes of all meetings will be recorded and a copy will be maintained in the PEAC office.

Expenses

Expenses of committee members for any meetings of the committee will be paid by PEAC in accordance with established policies and procedures.

Appendix 1: Governance Committee Timelines

SUGGESTED TIMING	ACTIVITY
May/June	<p>Review and discuss:</p> <ul style="list-style-type: none"> • Committee’s Terms of Reference and timelines • the Board competency matrix with reference to the Strategic Plan • policies and procedures for recruitment of members • Board Member status (ongoing and outgoing) • review of governance initiatives and the Board Governance Handbook • review of Bylaws (every second year or as necessary) <p>If needed, identify/prepare for Board development session (content based on information through the Board evaluation process).</p>
September	<ul style="list-style-type: none"> • identify the skills and attributes in the membership taking into consideration terms of office • confirm if any incumbents will stand for additional term if appointment allows • develop a list of potential nominees to the Board • call for additional nominees if required <p>Facilitate/arrange a Board development session if required.</p>
December	<ul style="list-style-type: none"> • confirm the list of Board nominees • forward the slate of nominees to the Board of Directors for consideration – at least 35 days prior to the Annual General Meeting • review the orientation program for new Board Members and prepare for any required orientation activities following the Annual General Meeting
Spring – Annual General Meeting	<p>Present the report of the Governance Committee’s activities.</p>