

## POLICY TYPE: GOVERNANCE PROCESS

### 4-09 Governance Committee Terms of Reference and Mandate Policy

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#### **Committee Composition and Meetings**

1. The Board of Directors shall appoint the members of the Governance Committee for the following year at the last Board meeting of the year in accordance with the by-laws.
2. The Governance Committee shall be composed of:
  - a. at least one Director who is a registrant of the College; and
  - b. at least two individuals who are not registrants of the College.
3. The chair and vice-chair of the Governance Committee shall be elected from among the members of the Governance Committee and the election may take place at or before the first committee meeting of the year.
4. The Governance Committee shall meet as required.

#### **Authority and Accountability**

5. The Governance Committee is a non-statutory committee of the Board of the College of Opticians of Ontario and is established as a standing committee pursuant to the by-laws.
6. The Governance Committee is accountable to the Board for fulfilling any duties and responsibilities authorized by the by-laws, by these Terms of Reference, and as otherwise assigned to it by the Board.

#### **Responsibilities of the Governance Committee**

The Governance Committee shall:

7. Perform such functions as are assigned to it under these Terms of Reference, the by-laws, and policies of the College, and as otherwise directed by the Board.
8. Regularly review governance processes and policies and make recommendations to the Board regarding the development of new governance policies, updates to existing governance processes or policies. The recommendations should strive to ensure that the Board fulfils its legal, ethical, and functional responsibilities through adequate governance policy development, Board development strategies, and training programs.
9. Monitor the Board's adherence to governance policies and processes.

10. Facilitate the Board Effectiveness Self-Evaluation process and committee self-evaluation process.
11. Develop a governance action plan for the Board in accordance with the Board Effectiveness Evaluation Policy (4-26) and make recommendations for committee action plans.
12. Consider and make recommendations to the Board for changes to applicable legislation, regulations, and by-laws, as well as programs that fall within its mandate and/or support the patient relations program.
13. Submit an annual report to the Board. The report will include information on the Committee's activities for the year. The Governance Committee may also submit a report to the Board in between annual reports.