

CENTRAL WEST LOCAL HEALTH INTEGRATION NETWORK
BOARD GOVERNANCE COMMITTEE

TERMS OF REFERENCE:

PURPOSE:

The role of the Governance Committee is to advise the Board on matters relating to board governance structure and processes, evaluation of board effectiveness, recruitment, orientation, education and evaluation of board members. (The Governance Committee will have the responsibility to perform the statutory requirements referred to as the Nominating Committee in the legislation).

COMPOSITION AND PROCEDURES:

- a) The Governance Committee shall consist of three members of the Board. The Chair of the Committee shall be appointed by the Chair of the Board.
- b) The members of the Governance Committee shall be appointed by the Board and shall continue to act until their successors are appointed. In deciding whom to appoint, the Board shall take into consideration each potential member's experience and background, including familiarity with corporate governance issues.
- c) The Chair and the CEO shall be ex-officio members of the Committee.
- d) Quorum shall be 51% of the members entitled to a vote.
- e) The Governance Committee may establish a task group comprising one or more members of the Governance Committee and other individuals.
- f) The Governance Committee as it may deem appropriate, may use and retain LHIN legal or other consultants who shall report directly to the Governance Committee.

REPORTING:

To the Board of Directors

*Approved (as amended) by the Central West LHIN Board of Directors
Wed., October 25, 2006*

MEETINGS:

- a) The Governance Committee shall meet at least twice each year.
- b) Meetings shall be open to the public with reasonable notice.

DUTIES:

- Publicly seek Board candidates when a vacancy occurs. Board candidates shall be selected for their skills, demonstrated community knowledge, judgment, experience, time commitment and acumen and such other factors as the Governance Committee deems appropriate.
- Recommends candidates to the Board to submit for consideration to the Minister.
- Recommend and review by-laws.
- Establish and maintain board orientation that is comprehensive.
- Oversee Board development and ensure the Board receives periodic education on the health care system, governance, and legislation and other matters.
- Ensure a periodic review of Board committees' performance and Terms of Reference.
- Establish a governance performance evaluation consistent with LHIN evaluation framework to include evaluation of board performance, individual board members performance, performance of the chair, and performance of committees.
- As the result of evaluations, make recommendations to the Board for board process improvement.
- Ensure strategic planning is undertaken, as required.
- Other duties as assigned, from time to time.