

Policy Title: <b>TERMS OF REFERENCE – GOVERNANCE COMMITTEE</b>		Policy # <b>X-XXX</b>	Page 1 of 3
Category: <b>X- Terms of Reference</b>		Effective Date: <b>September 2013</b>	
Committee Oversight: <i>Governance</i>	Authorized by: Board of Directors	Reviewed/Revised: January 15, 2018	
		To be reviewed/revised: September, 2018	

### COMPOSITION

1. the Vice-Chair, who shall serve as committee chair;
2. three (3) elected members of the Board at minimum; and
3. the CHI Director

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### MEETINGS

The Governance Committee shall meet at least quarterly, or more frequently as circumstances dictate.

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### QUORUM

Quorum for the Governance Committee will be based on the Directors only

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### ROLES AND RESPONSIBILITIES

The Governance Committee shall perform the following functions:

- (i) be responsible for making recommendations to the Board with respect to the appropriate structure and composition of the Board and its committees and Terms of References to fulfill their functions and comply with all legal requirements. In so doing, the Governance Committee shall:
  - a. develop and, where appropriate, recommend to the Board for approval corporate governance guidelines aimed at fostering high standards of corporate governance;
  - b. with a view to facilitating effective and independent decision-making, recommend to the Board criteria for the composition of the Board and its committees, including total size, independence of Directors and the number and role of the ex officio voting and non-voting Directors on the

Board and its committees;

- c. recommend to the Board criteria for the tenure of Directors such as retirement schedule, health and assumption of responsibilities incompatible with Directorship;
- d. recommend to the Board each year the allocation of Board members to each of the Board committees, and where a vacancy occurs at any time in the membership of any committee, recommend to the Board a member to fill such vacancy;
- e. recommend the appointment of committee chairs to the Board having regard to such attributes including independence, competence, dedication and leadership skills essential to effective Chairship;
- f. recommend to the Board the nominees for the Board officer positions. The nominations for the Chair and Vice-Chair offices must have the support of CHI as a precondition of their respective nomination to the Board;
- g. recommend to the Board the nomination process for Directors of the Corporation and further specified in the terms of reference for the Governance Committee;
- h. consider Directors' resignations, make recommendations to the Board whether to accept such resignations, and notify the Members of any Board resignation;
- i. where appropriate, recommend to the Board the removal of a Director following procedure outlined in the by-laws (2.04);
- j. oversee the establishment of, monitoring and evaluation of an orientation program for new Directors and for the ongoing education of the Directors, with a view to enhancing the Board's knowledge of governance, healthcare issues, the role of the Church and CHI and the Members, and Hospital programs and services, as further specified in the terms of reference;
- k. establish and facilitate an effective process for the ongoing evaluation of the performance and effectiveness of the Board, its committees as further specified in the terms of reference;
- l. review of regulatory developments and legal changes while referring to other committees of the Board the review of such subject matter as is more appropriately in their purview;

- m. keep abreast of the latest regulatory requirements, trends and guidance in corporate governance and updating the Board on corporate governance issues as necessary;
- n. review, evaluate and respond whenever considered appropriate to reports or position papers on the subject of corporate governance;
- o. review and assess the Corporation's governing and constituting documentation, including Articles, and Board policies and procedures. The Committee may recommend such changes to the Corporation's governing and constituting documentation as the Committee may consider appropriate or necessary;
- p. ensure that a strategic planning process is undertaken with Board, employee and Professional Staff involvement with eventual approval by the Board and provide a copy of the strategic plan to the Members;
- q. measure and monitor the implementation and achievement of the Corporation's strategic plans and targets;
- r. consider and assess the functioning of the Board as further specified in the terms of reference;
- s. assess and facilitate the independent functioning of the Board as further specified in the terms of reference;
- t. monitor any actual or potential conflicts of interest brought to its attention