



**Terms of Reference**

**1.02**

**Committee: Governance**

**ISSUING AUTHORITY: Community Foundation of Portage and District Inc.**

**APPROVED: May 21, 2013**

**LAST REVIEWED: October 5, 2022**

**NEXT REVIEW: October 2025**

The Governance Committee is a standing committee. Its purpose is to ensure the Board fulfils its legal, ethical, and functional responsibilities through the development of governance policy, recruitment strategy, training programs, monitoring of Board activities and evaluation of Board members performance.

#### Membership

- The committee is to consist of an Executive Member, plus a minimum of three Board members selected from and by the remainder of the Board. The Executive Director may attend committee meetings as an ex-officio non-voting member.
- The Foundation Board formally appoints the committee Board member(s) and approves the chair. The chair of the committee shall be selected in consultation with the Chair, committee members and the Executive Director.

#### Term of Office

- One-year term, reviewed annually by the nominating committee. Terms will be reviewed/renewed based on the individual's expertise, skill set & experience in this individual area. Turnover of committee member(s) is to occur in a fashion that maximizes corporate memory.
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#### Duties and Responsibilities

- To review the By-laws and Governance manual every 5 years.
- Ensure the development and regular review of Foundation policies that define the roles and responsibilities of the Officers, Board members and Board as a whole.
- Ensure the development and regular review of policies specific to the Foundation
- Ensure the development of policies and terms of reference, and their regular review by the various committees of the Foundation.
- Ensure the committees report along prescribed lines of communication with the reporting of information to the Board in detail sufficient to enable the making of informed decisions.

- To review on a three-year cycle and develop/revise as needed, terms of reference and policies required to fulfil the Governance committee's mandate, and report the recommendations to the Board for decision/disposition.

### Reporting

- The committee reports to the Foundation Board.
- Committee reports must be made in a timely fashion.
- Items that must be brought to the attention of the Foundation Board include:
  - a) Any matter of policy, or of a substantive nature, which may affect the rights and privileges of the Board as a whole.
  - ~~b) Decisions outside the committee's stated terms of reference.~~
  - c) Any other matter in which the chair desires Board consideration.

### Meetings

- Meetings shall be held a minimum of twice per yearly cycle at the discretion of the chair.
- A quorum shall be considered the presence of three voting members of the committee.