

# Algoma

## *Nurse Practitioner-Led Clinic*

### **GOVERNANCE COMMITTEE**

#### *Terms of Reference*

#### **Purpose:**

The purpose of the Governance Committee is to make recommendations to the board of directors to assist the board to fulfill its legal, ethical, and functional responsibilities through adequate governance policy development, recruitment strategies, training programs, monitoring of board activities, and evaluation of board members' performance.

#### **Membership:**

The Governance Committee shall be comprised of:

- Board Chair
- At least two other Board Directors

#### **Role:**

The Governance Committee will facilitate organizational governance by providing leadership to the board of directors through:

1. the creation, approval and annual review of governance policies, procedures and board manual
2. the recruitment and nomination of suitable board members (see Nominating Sub-Committee)
3. the development of updating of orientation and training programs for board members, and
4. the annual evaluation

### **NOMINATING SUB-COMMITTEE**

#### **Purpose:**

The Nominating Committee as a Sub Committee of the Governance Committee will ensure that:

1. an approved succession planning is carried out on an annual basis, at minimum
2. recommendations of potential candidates for nomination are made in a timely fashion to the Board of Directors for approval

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### **Membership:**

The Nominating Committee will be comprised of:

- Vice President (Chair of Committee)
- 2-3 other Board Members (one of which is a member of the Governance Committee)

### **Role:**

The Nominating Committee will ensure that:

1. There is an approved succession plan in place at all times and that the board does not fall below the number of directors required by the bylaws by assessing the current membership and seeking commitment annually regarding each member's intention to remain on the Board or to resign
2. Ongoing assessment and recruitment of board members who can augment the strengths and build on the skills required based on the Board approved Skills Matrix
3. Directors appointed to the board understand and agree;
  - a. with the policies, procedures and bylaws of the Board of directors and
  - b. with the mission, vision and values of the clinic
4. Directors appointed to the board understand and agree to the time and participation requirements of each director and in each specific role of board members;
5. New directors are provided a Board approved orientation session prior to the new director attending a meeting
6. Recommend to the Board, timely changes in the role, size, composition and structure of the Board and Board Committee.
7. Develop a list of potential candidates, create a plan to contact same to confirm a final list of interested candidates. Ensure each candidate has a nominator for the purposes of the Annual General Meeting by:
  - a. putting forward a call to Members for nominations to the Board NOT less than 60 days prior to any Annual General Meeting and as vacancies dictate
  - b. preparing a list of candidates for anticipated vacancies on the Board not less than 30 days prior to the Annual General Meeting and as vacancies dictate

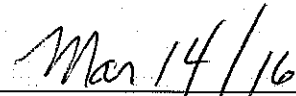
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8. Elections and appointments to the board comply with bylaws and relevant governance policies and other legal requirements.
9. Keeping records of recruitment history: names suggested, who approached, what happened;
10. Annually recommend to the Board for approval, the directors to serve on each Board Committee, the Chair of each Board Committee and, as the need arises, directors to fill vacancies on each Board Committee.



Wendy Payne, Board Chair



Date of Approval