**PURPOSE:**

This document shall be to provide Terms of Reference for the Board Governance and Development Committee. The purpose of the committee is to ensure the board fulfills its legal, ethical, and functional responsibilities through governance policy development, training programs, monitoring of board activities, and evaluation of board members’ performance.

The committee will work closely with Government Services staff to complete their mandate.

1. membership
   1. The committee shall be comprised of:
      1. The Chairperson of the Board as chair
      2. The Secretary-Treasurer (non-voting)
      3. 3 to 5 other members of the Board of Directors
      4. Corporate Governance and Executive Services Officer (non-voting resource)
      5. Managing Director, Government Services (non-voting resource)
      6. Other subject matter experts as required (non-voting resource)
2. GENERAL Duties
   1. The committee shall be responsible for the following:
      1. Create and maintain Board governance policies and procedures and sections of the by-law related to corporate governance;
      2. Perform an annual review of Board and committee structure, and recommend enhancements as needed;
      3. Maintain board member position descriptions;
      4. Develop an orientation program for new directors;
      5. Develop ongoing board development education for all directors;
      6. Establish effective communication processes and information flow to ensure that directors have the information and analysis they need to make effective decisions;
      7. Evaluate the performance of individual board members and the board as a whole.
3. EVALUATION AND EFFECTIVENESS
   1. The committee is responsible to the Board of Directors for accomplishing the following:
      1. Creation and annual review of a 3 year plan for Board development based on the strategic plan and the annual Board assessment;
      2. Creation of an annual work plan detailing the goals and deliverables of the committee, and regular reporting to the Board regarding progress;
      3. Annual assessment of the Board’s strengths and weaknesses;
      4. Monitoring the attendance and contribution of members, and offering support if contributions fall below expectations;
4. MEETING FREQUENCY
   1. The Committee shall meet once a month in advance of Board meetings. Meetings will be cancelled if there are no agenda items.