



Board of Directors Committee Report

Meeting Date: September 6, 2017

Item:	Governance Committee Report
Author:	Steven Hong, Governance Committee Chairperson
Purpose of Report:	Decision

Meeting Summary:

The governance committee met on October 16th to have a discussion on various topics. Following are some of the topics that were discussed during the meeting.

- Board governance committee terms of reference(ToR) – Board governance committee ToR was introduced to the committee by the secretary-treasurer. It was reviewed at the meeting and was unanimously approved. The ToR outlines the membership, general duties and the meeting frequency of the governance committee.
- Secretary Treasure Project Ovidius Update – The secretary-treasurer provided a verbal update on Project Ovidius. The main issue was the expected delay in the timeline of the project. The final report will not be delivered until the annual general meeting. Due to the delay, the amendments to By-Law 2 will not be completed before the election.
- Evaluation Committee –The committee decided that the evaluation committee should function as a sub-committee under the governance committee. This organizational structure should be similar as the nomination committee's relation to the HR committee. The purpose of the new structure is to streamline decisions. The evaluation committee will consist of smaller number of members than the governance committee.
- ToR for standing committees- the board briefly discussed about the need for having ToR in place for all standing committees.
- Discussion of By-Law 2 – A discussion took place regarding the issue of By-Law 2 amendments by the council. The committee members were concerned that having an election before the amendment of By-Law 2 may create unwanted liabilities and operational problems for the school organization. Furthermore, the committee was not able to decide whether the Board should be involved in the amendment process and to what extent, if they do get involved. The committee decided that this issue should be debated at the Board meeting.

Recommendations

BIRT that the governance committee of the BoD recommend that the Board committee Terms of Reference will be amended to remove that each committee should be chair by the chair and vice chair.

BIRT governance committee recommend to the board that the board evaluation committee be a sub-committee of the Governance Committee.