



BOARD OF GOVERNORS COMMITTEE CHAIR TERMS OF REFERENCE

1. PURPOSE

The Chairs of the Board of Governors Committees are to provide effective leadership to the Committees of the Board of Governors (the “Board”). The following terms of reference are applicable to all Board Committee Chairs. All Board committees are identified within the *Board of Governors Bylaws (2.4)*.

2. APPOINTMENT

The process for the appointment of Committee Chairs is contained within the *Board of Governors Bylaws (2.4.2)*.

3. RESPONSIBILITIES

In addition to the responsibilities and specific duties set out in the *Terms of Reference of an Individual Governor*, the Committee Chair has the following responsibilities and specific duties.

- 3.1 Provides effective leadership to the committee and leads the committee in fulfilling the duties set out in its terms of reference.
- 3.2 Coordinates the planning of the committee’s activities for the year ahead.
- 3.3 Directs, in consultation with the Chair of the Board, Senior Administration and the Board Secretary, the agendas for the committee meetings.
- 3.4 Ensures that the committee meets in accordance with its terms of reference and as many additional times as needed in order to carry out its duties effectively.
- 3.5 Chairs all committee meetings. If the Committee Chair is not present at a committee meeting, and a committee vice-chair is not identified within the committee terms of reference, the committee chair shall determine a designate.
- 3.6 Presides at committee meetings making sure that they run efficiently and there is sufficient time to fully discuss agenda items. Deals effectively with dissent and works constructively towards arriving at decisions and achieving consensus.
- 3.7 Ensures that committee members have the information they need to make informed decisions. Encourages committee members to ask questions if clarification is required and to express their viewpoints during meetings.
- 3.8 Fosters ethical and responsible decision making by the committee and its individual members.
- 3.9 Ensures that the committee members have the appropriate skills and knowledge to effectively carry out the duties and responsibilities of the committee. Ensures that all new committee members receive a proper orientation to the committee.

- 3.10 Ensures that resources and expertise are available to the committee so that it may conduct its work effectively and efficiently.
- 3.11 Ensures that any committee materials are available to any Board member on request.
- 3.12 Facilitates effective communication between committee members and Senior Administration, both inside and outside of committee meetings.
- 3.13 Has an effective working relationship with members of Senior Administration.
- 3.14 Carries out any other duties and responsibilities assigned by the Board or delegated by the committee.
- 3.15 Reports and/or brings forward recommendations to the Board on committee proceedings, following each meeting of the committee (*Board of Governors Bylaws, 2.4.1*).
- 3.16 Ensures that the committee reviews the results of the annual self-assessment regarding the performance of the committee against their terms of reference and reports those findings to the Governance Committee who then reports all findings to the Board.
- 3.17 Ensures that the committee conducts an annual review of the committee terms of reference and reports those findings and recommendations to the Board through the Governance Committee.
- 3.18 The Committee Chairs all serve on the Executive Committee as voting members (*Executive Committee Terms of Reference: 2.1*). In the case where the Chair of the Board Audit Committee is different than the Chair of the Board Finance Committee, each chair must serve then as a voting member on the other committee (*Audit and Finance Committee Terms of Reference: 2.1*).
- 3.19 The Chair of the Audit committee also has the additional responsibilities as specified:
 - Reviews and approves submitted expenses of the Chair of the Board (*Audit Committee Terms of Reference: 4.14*).
 - Meets periodically with Director, Internal Audit as Internal Audit reports functionally to the Audit Committee (*Internal Audit Terms of Reference: 3.1, 3.2*).

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