

Governance Committee Terms of Reference

1. Role of the Committee

The Governance Committee is responsible for providing oversight of the Board's governance practices with the objective of ensuring good governance, accountability and transparency.

2. Duties and Responsibilities

- Annually review the by-laws and rules & regulations and make recommendations to the board if changes are required.
- Periodically review the association's governance practices, taking into consideration established governance best practices.
- Develop and recommend to the board the association's approach to governance issues.
- Develop roles and responsibilities for board members, including the Chair.
- Establish procedures to evaluate the performance of the board, its committees and each of its members.
- Keep the Board informed of current best practices in board governance.

3. Committee Membership

Membership

The Governance Committee is comprised of the Chair of the Board of Doctors Nova Scotia, the President of Doctors Nova Scotia, the Governance Committee Chair and a minimum of four additional members, with equal representation from members of the Board of Directors and members external to the Board. The Chair will be appointed by the Committee at the first meeting.

Terms

The initial terms of office will have staggered end dates to ensure a required level of continuity. All subsequent terms will be for a maximum three-year period. A member may be reappointed, but cannot serve more than six consecutive years on the Committee.

The term of the Chair will depend on the amount of time remaining in his/her term on the committee. When the Chair leaves that position, a new Chair will be appointed from the committee members, taking into consideration the time remaining in their terms. If required, another member will be appointed to backfill the vacant position, keep in mind the requirement to have equal representation from the Board and those not on the Board.

Committee members will be appointed and approved by the Board of Directors.

Ex-Officio Members

The CEO is an ex-officio, non-voting member of the Committee.

Staff Resources

The Manager of Governance & Human Resources and the Administrative Assistant to the President and CEO are assigned to the Committee as a resource and to provide committee support.

4. Committee Meetings

The Governance Committee will meet a minimum of twice a year. The Chair will determine if any additional meetings are required.

Quorum and Voting

A minimum of one half of the voting committee members will comprise a quorum. A motion is passed by a majority vote of the members in attendance in person or by teleconference. The Committee Chair will cast the deciding vote only if required in the event of a tie.

5. Review and Evaluation

The Governance Committee will complete

- (a) a review of the committee's terms of reference every two years; and
- (b) a committee evaluation at least once every year.

6. Accountability

The Governance Committee is advisory to, and accountable to, the Board of Directors of Doctors Nova Scotia. Committee business and recommendations will be reported at regularly scheduled Board meetings. Minutes of Committee meetings shall be maintained and made available to the Board upon request.

Approved by the Board of Directors: April 10, 2015
Revised by the Governance Committee: March 19, 2015