

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 and Past-President of Doctors Nova Scotia, the Governance Committee Chair and a minimum of four additional members, with equal representation from the Board of Directors and members external to the Board. One additional position will be designated for a medical learner (resident or student). If there are no expressions of interest for the medical learner position, the seat will be left vacant, and the committee will seek expressions of interest for the following year.

The Chair will be appointed by the Committee.

Committee Chair

The chair is responsible for the leadership of the committee and ensuring that the business of the committee is carried out efficiently, effectively, and in an appropriate manner.

The following skills are required:

- Strong leadership skills (communication, ability to motivate, positivity, integrity, responsibility, etc.),
- Strong organizational skills,
- A sense of diplomacy and democracy,

- Excellent facilitation skills, including the ability to:
 - encourage active participation by all committee members,
 - summarize the discussions, and
 - ensure all items are brought to a suitable resolution.

Duties include:

- Working with staff to schedule dates and locations of committee meetings,
- Facilitating committee meetings,
- Allowing the additional time required to plan and prepare for meetings,
- Reviewing meeting agendas and material in advance of the meeting,
- Ensuring minutes are complete and accurate and reviewed at the next meeting,
- Attending an orientation for new committee chairs with the chair of the Board and staff (and attending annual refreshers as needed),
- Ensuring the committee is aware of its responsibilities under the Code of Conduct/ Conflict of Interest Policy and the Respectful Workplace Policy (annual overview with the committee),
- Becoming familiar with the potential conflicts of interest by reviewing conflict of interest declarations submitted by the committee members at the beginning of the year,
- Liaising or conferring with the Board Chair as required for advice or guidance on governance matters or in response to a request from the Board Chair,
- As needed, providing Committee members with feedback and coaching regarding their participation and performance on the Committee; and
- Only voting in the event of a tie.

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 their 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, keeping 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 and President-Elect are ex-officio, non-voting members of the Committee.

Staff Resources

The Director, Corporate Services, 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 once a year to conduct annual reviews. 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 participating members. 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: March 31, 2023

Revised by the Governance Committee: February 16, 2023