

## Hospice Wellington Governance Committee Terms of Reference

<b>By-law Reference</b>	<p><i>1.04 General Rules for Committees</i></p> <p><i>All other Committees of the Board shall be prescribed or confirmed by the Board of Directors.</i></p> <p><i>With the exception of the Executive Committee, no Committee shall have authority to bind the organization for the payment of money or the performance of any contract or the carrying out of any obligation or duty.</i></p> <p><i>Subject to the direction of the Board of Directors, Committees may meet for the transaction of business, monitoring, and regulating the Committees and programs as they see fit.</i></p>
<b>Purpose</b>	<p>The Governance Committee is responsible for the health and functioning of the Board. It ensures development of and adherence to governance policies; oversight of board structure, evaluation, performance and development of Board members; Executive Director recruitment and performance; and provides leadership to the strategic planning process.</p>
<b>Responsibilities</b>	<p>Governance Standards and Principles</p> <ul style="list-style-type: none"> <li>• Develop the governance process and structure for Hospice Wellington including the Board, Board Committees, staff and the interaction between the Board and staff</li> <li>• Annually monitor governance standards and best practices and make recommendations to the Board</li> </ul> <p>Board Structure, Evaluation, Performance and Development</p> <ul style="list-style-type: none"> <li>• Conduct an annual review of the current skill sets on the board</li> <li>• Define skill gaps on the current board and committees and identify desired skill sets to fill these gaps</li> <li>• Establish and conduct an ongoing process of evaluation of Board and Committee performance</li> <li>• Make recommendations regarding collective or individual Director development opportunities and assist in the implementation of same</li> <li>• Ensure a comprehensive orientation session is provided to all new board members</li> <li>• Review Board processes and make recommendations for change</li> <li>• Annually review Board Committee Terms of Reference</li> <li>• Review and make recommendations to the board concerning:             <ul style="list-style-type: none"> <li>• Board and committee composition</li> <li>• Board size</li> </ul> </li> </ul> <p>Governing Documents</p> <ul style="list-style-type: none"> <li>• Regularly review the Bylaws of Hospice Wellington</li> <li>• Collect suggested changes to the Bylaws and make recommendations to the Board re Bylaw amendments</li> <li>• Oversee* process of implementing bylaw amendments</li> <li>• Monitor any legislative changes impacting Hospice Wellington</li> </ul>

## Strategic Plan

- Conduct an annual review of the Strategic Plan
- Make recommendations to the Board on the status of the Strategic Plan (i.e. maintain status quo, minor changes required, or major changes required)
- Oversee the strategic planning process

## Operational Plan

- Receives, review and approves annual operational plan, in conjunction with Finance and Audit Committee

## Board Policies

- Identify Board policies for development
- Oversee development of new policies
- Conduct a regular review of existing policies
- Maintain a Director Policy Manual

## Board and Committee Calendar

- With consideration of the mandates of the other Board committees, develop and maintain an Annual Board Calendar
- Annually establish a Work Plan for the committee's activities and benchmarks for the coming year

## Executive Director Recruitment and Performance

- Annually review, and recommend to the Board, the level and make-up of compensation for the ED
- Establish processes for the annual performance evaluation of the ED, as led by Board Chair
- Review, and recommend to the Board, compensation policies, plans, and practices
- Oversee programs for recruitment, retention, and development of staff
- Oversee employee benefits, employee pension plans and human resources policies
- Act as a resource for the ED regarding HR matters as requested by the ED
- Oversee the performance and compensation of the ED for approval by the board by:
  - Developing a position description for the ED for approval by the board
  - Overseeing ED recruitment, selection and succession planning
  - Reviewing and recommending to the board the ED's annual objectives
  - Receive the performance review of the Executive Director annually and report the results to the Board; and
  - Recommending ED compensation for approval by the board prior to presentation of the draft budget.

*\* the term "oversee" is used to indicate that the role of the committee is to ensure that this activity is performed. It does not indicate that the committee itself must perform the activity.*

<b>Membership</b>	Chair Vice Chair 2 Additional Board Members Past-Chair (ex-officio)
<b>Chair</b>	As appointed by the Board
<b>Frequency of Meetings</b>	As required At least four meetings per year
<b>Quorum</b>	50%
<b>Resources</b>	Executive Director Executive Assistant
<b>Reporting</b>	The committee reports its plans, activities, accomplishments and recommendations to the Board by distribution of the minutes of its meetings, along with a verbal report, at the subsequent Board meeting.
<b>Term</b>	Members are appointed annually for a one-year, renewable term.
<b>Date of Last Review and Approval by Board</b>	November 28 <sup>th</sup> 2017