

ALGONQUIN COLLEGE BOARD OF GOVERNORS GOVERNANCE COMMITTEE TERMS OF REFERENCE

The Governance Committee, a standing committee of the Board of Governors (the Board), was established to assist the governors in carrying on the affairs of the College in connection with matters relating to governance (Article 16 of Bylaw 1 of the Board of Governors).

Responsibilities

1. To review and assess Board governance practices and make recommendations to the Board regarding ways in which governance practices can be improved and enhanced by proposing policies to the Board for deliberation and appropriate action.
2. To recommend measures to be employed in assessing the governance performance and the contributions of Board members.
3. To act as the nomination committee for vacancies in the Board and to develop selection criteria and profiles based on the skills matrix for the nomination of Board members.
4. To be responsible for the annual nomination of the Chair, Vice Chair, Secretary (if other than the President), Treasurer (if other than the Vice President, Administration), any other Officers as the Board may determine to be appointed annually, the Chair of the Audit Committee, the Governance Committee, and the Chair of any other standing committees which the Board may constitute which require the annual appointment of a Chair.
5. To oversee and assess the Board's orientation, and the need for professional development activities, and make recommendations for action to the Board, as appropriate.
6. To perform other tasks related to governance performance as assigned by the Board or as deemed necessary by the Governance Committee.

Membership

The Governance Committee shall be composed of at least five governors who shall be appointed by the Board, in addition to the Chair of the Board and the President who shall be ex-officio (voting) members of the Governance Committee. The Chair of the Governance Committee shall be an external governor and a majority of members of the five members of the Governance Committee shall be external governors.

Term of Appointment

Each Governance Committee member shall be appointed for a two-year term subject to an annual review, removal, and renewal by the Board. The Board shall fill a vacancy on the Governance Committee by appointing a new member to the Committee.

Chair

The Chair of the Governance Committee shall be an external governor.

Vice Chair

A Vice Chair of the Governance Committee may be appointed if the committee members feels that there is a requirement and the Vice Chair shall be an external governor.

Vacancy

The Board shall fill a vacancy on the Governance Committee by appointing a new member to the Committee.

Meetings

Any member of the Board is welcome to attend a meeting, with the approval of the Chair.

Frequency of Meeting

The Governance Committee shall meet a minimum of three times each year, or more often as is deemed necessary.

Calling Meetings

Any member of the Governance Committee may call a meeting of the Governance Committee.

First approved:	January 14, 2008
Revised and approved:	May 14, 2012
Revised and approved:	March 7, 2016
Approved at Governance Committee:	April 26, 2017
Approved at Board of Governors Meeting:	June 12, 2017
Revised at Governance Committee Meeting:	March 28, 2018
Approved at Board of Governors Meeting:	April 16, 2018
Revised at Governance Committee Meeting:	May 13, 2019
Approved at Board of Governors Meeting:	June 10, 2019
Revised at Governance Committee Meeting:	January 28, 2021
Approved at Board of Governors Meeting:	February 22, 2021