

**TERMS OF REFERENCE**

- TITLE:** GOVERNANCE COMMITTEE
- STATUS:** Ad hoc committee elected by and from the Board of Directors
- PURPOSE:** To develop procedures to ensure the Board of Directors own effectiveness, efficiency and creativity.
- COMPOSITION:** The committee shall be comprised of the First Vice-President and up to five (5) members elected by and from the Board of Directors. The First Vice-President shall be the chairperson.
- Ex Officio: President and Executive Director or designate
- Quorum shall be the majority of the committee members.
- MEETINGS:** Committee meeting schedule will be determined by SUN upon review of organizational needs and will be communicated to committee members.
- The committee may also meet at the call of the Chairperson.
- Meetings as required to fulfill the Committee's purpose and in accordance with the budget.
- Meetings will be scheduled where possible in conjunction with a board meeting.
- Committee meetings shall not be held the day prior to or immediately following a statutory holiday, except in emergent situations.
- AUTHORITY:** To make recommendations to the Board of Directors pertaining to the Committee's purpose.

## DUTIES AND RESPONSIBILITIES:

1. To investigate and develop processes regarding matters pertaining to the Committee's purpose.
2. Provide ongoing leadership to the Board of Directors to review the Board of Directors roles and areas of responsibility. Recommend to the Board of Directors, an effective process for the evaluation of the Board of Directors, and committees.
3. Assess needs for Board of Directors composition and make recommendation to the Board of Directors as required.
4. Review the orientation process for new Board of Directors members.
5. Identify the education and development needs to keep Board of Directors members knowledgeable enough to discharge their duties as individuals and as a Board member.
6. Lead a periodic assessment of the Board of Directors performance and propose, as appropriate, adjustments in processes, and clarification of the Board of Directors responsibilities.
7. Conduct an annual review of the constitution and bylaws and make recommendations to the Board of Directors.
8. Conduct a biennial review of all committee terms of reference and make recommendations to the June meeting of the Board of Directors.
9. All minutes must be submitted to the Regina office within ten (10) days of the meetings.

**FUNDING:** Members shall be reimbursed as per SUN policies.