

Rural Ontario Institute

Governance Committee - Terms of Reference

Purpose:

The Rural Ontario Institute (ROI) Governance Committee provides governance leadership to the Board of Directors.

Functions:

The ROI Governance Committee will:

- Promote governance excellence and high ethical organization standards for the Rural Ontario Institute and as a model for rural Ontario;
- Ensure annual board policy review and bi-annual bylaw review, suggesting any changes/ improvements for discussion/ consideration by the Board;
- Monitor compliance with Board Code of Conduct and recommend action for breach of Oath of Office and confidentiality;
- Identify and recommend board development strategies and action;
- Facilitate evaluations of board, directors, chair and meetings;
- Ensure the continuous improvement of board members through the provision of resources and training;
- Regularly review board standing committees terms of reference and recommend adjustments to the board as necessary;
- Review the board skill matrix and influence recruitment and selection accordingly; and
- Recruit, nominate and orient new board members, monitor applications and maintain an inventory of potential board members.

Composition/Membership:

Three or more Board members of ROI will sit on the Governance Committee. The Chair of the Board may sit in an ex-officio capacity on this committee. The CEO (or designate) will provide input, advice, resources and administrative support to this committee.

Accountability:

The Governance Committee is accountable to the Board of Directors of ROI. The committee will provide reports to the Board of Directors as necessary and appropriate. Recommendations made by the Governance Committee are subject to approval by the Board of Directors of ROI.

Meeting Frequency:

Committee members serve 1 year renewable terms and will meet a minimum of 3 times per year, in person or by teleconference.

Conduct:

A committee chair will be selected by the Governance Committee.

Governance Committee Terms of Reference Processes and Procedures Notes:

1. Adopted by Resolution of the Board of ROI – May 4, 2010
2. Reviewed, amended and approved by the Board of ROI – December 6, 2011