

## **MARRT Governance Committee Terms of Reference**

### **TYPE OF COMMITTEE**

A standing committee of the board which is ongoing.

### **PURPOSE**

The purpose of the Governance Committee is to develop and recommend that the Manitoba Association of Registered Respiratory Therapists approach to good governance and the MARRT's governance framework, support and oversee Board Member recruitment, and to lead processes to support the effectiveness of the Board, Committees, and individual Board Members.

### **REPORTING**

The Governance Committee will report directly to the Board.

- Each Committee meeting requires that a written report to be submitted to the Board.
- The Committee Report will be presented by the President Elect.
- The report will summarize the items addressed by the Committee since it last reported to the Board, present items being brought forward for discussion or approval, and future Committee agenda items.
- All minutes will be available to the MARRT board. Minutes are confidential and not made available to the public.

The President Elect will prepare an annual report of the activities of the Governance Committee to be included in the written MARRT Annual Report and presented to the membership at the Annual General Meeting.

### **AUTHORITY**

The committee shall make recommendations to the Board for approval.

### **COMMITTEE RESPONSIBILITIES**

The Committee has responsibility to review Board and Board-approved organizational policies (e.g., based on legislative changes or a development in governance best practices) at least every two years, and more frequently if necessary. The Committee is also responsible for:

- Delivery of the orientation for new Board Members.
- Review and lead the Board evaluation processes and recommend an appropriate process for the upcoming year.
- With the Board President, review the skills and experience required on Board.
- Appointed Board Members: In consultation with the Board President, identify and recommend candidates for Board appointment.
- Elected Board Members: Liaise with constituency regarding preferred background, experience, and skills.
- Review the Code of Conduct for Board Members.
- Obtain Code of Conduct declarations annually.

### **COMPOSITION**

The Governance Committee is composed of up to four (4) Members of the Board, the Executive Director Registrar, and may include appointed and elected Members. The Board, on the recommendation of the Board President, appoints the Committee members and the President Elect shall serve as the Chair. The Committee may engage independent advisors at the expense of the MARRT when it deems necessary, subject to the approval of the Board Chair.

A term is defined as four consecutive years and committee members are eligible to sit on the committee for up to two consecutive terms.

### **MEETINGS**

The Committee will meet a minimum of four times per year. Additional meetings may be held as deemed necessary by the Committee chair or as requested by any two Committee members. The meetings will take place in-person at an agreed upon location, can take place using the MARRT approved electronic meeting format, or a combination of the two methods.

A majority of members of the Governance Committee constitutes a quorum.

The Office Manager will prepare and distribute the agenda a minimum of four days prior to the scheduled meeting date. The Office Manager will attend all meetings, record minutes, and distribute the minutes to all Committee members. All communication and distribution of documents will occur electronically.

Committee members will be required to attend at least two regularly scheduled meeting for each year of their term.

### **VOTING AND DECISION MAKING**

Reaching a group consensus is the preferred method of decision making. Quorum shall consist of 50% plus one member for decision making. The Chair does not vote unless required to break a tie. Electronic voting may take place, as determined by the Chair.

### **AGENDA AND MINUTES**

Agenda to be sent out by the Office Manager one week prior to each meeting. Minutes to be distributed within two weeks of each meeting by the Office Manager.

### **RESOURCES AND BUDGET**

The Governance Committee will not have a designated budget allocated for Committee functions. If funds are required to support the activity of the Committee, the Committee Chair will submit budgetary requests to the Board on an annual basis for consideration during the budget approval process.

### **TERMS OF REFERENCE (TOR)**

The Terms of Reference are to be reviewed by the Governance Committee annually. The Chair of the Governance Committee will assume the responsibility of placing this item on the agenda for a committee meeting. Any revisions to the TOR must be presented to the BOD at the next scheduled Board Meeting for approval by the BOD.

<b>Governance Committee Calendar</b>		
<b>Deliverables</b>	<b>Date/Frequency</b>	
1. Review governance framework and applicable Board and organizational policies	Every 2 – 3 years.	
2. Oversee orientation for new Board Members	Within three months of Board appointment	
4. Review Board evaluation processes and recommend appropriate process for upcoming year; lead evaluation process a. Board evaluation started b. Board evaluation completed	February	May June
5. With Board Chair, review skills and experience required on Board and confirm or amend Competency Matrix	As required	
6. Appointed Board Members: With Board Chair and President, identify and recommend candidates for Board appointment	As required	
7. Elected Board Members: Liaise with constituency regarding preferred background, experience, skills	As required	
8. Review Code of Conduct for Board Members	August	
9. Obtain Code of Conduct declarations (annual)	September	