Governance Committee

Role
The Governance Committee reports to Council. The committee advises on and monitors the effectiveness of the Royal College’s governance model, and compliance with applicable laws, rules and regulations.

Responsibility and Authority
The Governance Committee supports Council by monitoring the overall functioning of the Royal College governance model in the following ways:

- recommending to Council changes to Council roles, responsibilities, policies and practices;
- overseeing a program to systematically assess Council and committee effectiveness;
- overseeing a Council orientation process, and an ongoing program of Council information and education;
- ensuring the Royal College committee structure, and committee terms of reference, are appropriately designed, developed and reviewed;
- recommending to Council for approval changes to the terms of reference of standing committees and of committees reporting directly to Council, and approving terms of reference changes for all other committees; and
- reviewing, revising and recommending to Council approval of amendments to the Royal College Bylaw and other governance rules, regulations and policies.

Composition
The Governance Committee includes eight (8) voting members, including the chair who is either the President-Elect or Immediate Past President, whichever of the two is in office. The composition also includes:

- Council members with experience and interest in governance;
- at least one public member of Council; and
- the resident member of Council.

The CEO and the Council Chair/President are ex-officio and non-voting members of the committee.

Key Competencies and Characteristics
Committee members should possess the ability and willingness to meet the strategic directions of the Royal College and the willingness to participate effectively in committee meetings.

Members of the Governance Committee should have knowledge of Council development; education planning; hands-on, direct expertise with governance processes; senior volunteer
experience; and knowledge of, and sensitivity to the mission and to member and other stakeholder expectations.

Term of Office
The usual term of office for the Chair is one year. The Chair shall remain in office until their successor is elected or appointed. The usual term of office for members drawn from Council shall be two (2) years renewable twice (maximum six years), provided that such members remain as Council members for the duration of their term on the Governance Committee.

All terms shall begin and end at the time of the Annual Meeting of the Members when vacancies need to be filled.

Meetings
Meetings will be held as often as necessary to do the work of the committee (approximately two meetings per year). Meetings may be held either face to face or via teleconference.

Quorum consists of a majority of the voting members of the committee (i.e., 50% plus one). The chair is counted as a voting member in constituting quorum. However, as the presiding official of the committee, the chair does not move motions. Furthermore, the chair shall only vote when the vote is conducted by secret ballot or when it is necessary to break a tie.

Appointment to a Royal College committee carries significant responsibilities and requires absolute discretion. Committee members shall not divulge, re-produce, or release any confidential information except when authorized by the Royal College. Committee members are permitted to download a copy of committee materials for use solely for the purposes of the Committee. All downloaded materials must be deleted once used for the intended purpose.