



## **TERMS OF REFERENCE**

### **GOVERNANCE AND NOMINATION COMMITTEE**

#### **QUALIFICATIONS FOR COMMITTEE MEMBERS**

To be eligible for nominations, candidates for Committee membership:

- Must be committed to the Canadian Mental Health Lambton Kent Branch's vision, mission, values and goals.
- Must be willing to dedicate quality time to participate actively on the committee(s).
- Must have interest and expertise in the areas that advance the Committee's mandate.
- Must be willing to serve, attend regularly and actively participate on the Committee. An attendance level of at least 75% is suggested.
- Must be committed to participate in a committee orientation program and the continuing education of members.
- Must have a commitment to the objectives of the organization.

#### **EVALUATION OF COMMITTEE MEMBERS**

To be eligible for a renewed nomination as a Committee member, each candidate will be evaluated annually on the following criteria:

- Regular attendance at meetings of the committee. An attendance level of at least 75% is suggested.
- Necessary background preparation and effective participation on the committee on which the member served.
- Work positively, co-operatively and respectfully as a member of the organization's team with other members and with the organization's management and staff.
- Demonstrated commitment to the organization in the form of attendance at special events, promoting the organization within government and the community, and commitment to the objectives of the organization.

#### **MISSION**

The Governance and Nomination Committee shall assist the Board of Directors by reviewing and making recommendations to the Board of Directors on the effectiveness of the Corporation's governance structure and General By-Laws and by identifying and nominating persons to serve the organization within its governance structure and ensuring appropriate succession planning.

## **COMPOSITION**

The Governance and Nomination Committee shall be comprised of no fewer than three members of the Board of Directors of the Corporation, the Chief Executive Officer of the organization, and other members as are appointed in accordance with this By-Law.

## **MEETINGS AND CALLING OF MEETINGS**

The Governance and Nomination Committee will hold a minimum of two meetings in each fiscal year.

Meetings of the Committee are held on the pre-scheduled date and at the time and place set by the Chair in writing. An unscheduled meeting may be called at any time by the Chair with appropriate notification no less than 24 hours prior to the time and date set for the meeting.

Meetings of the Committee may be held by telephone or any other means which enables all participants to communicate with each other adequately and simultaneously. Persons participating in a meeting by telephone or by any other means of communication are deemed to have attended that meeting.

## **QUORUM**

The majority of the committee shall constitute a quorum.

## **MINUTES**

The minutes of each meeting will be administered by CMHA Lambton Kent Support Staff and circulated to committee members prior to each meeting. Minutes will be labelled draft until approved by consensus by the committee. The minutes of each meeting of the Committee, duly approved by the committee, are held in the Office of the CEO. The Chair will provide a written or oral Quality and Risk Management Committee report as part of the agenda for board meetings.

## **FUNCTIONS AND RESPONSIBILITIES**

The functions and responsibilities of the Committee shall include:

- (i) Reviewing from time to time and making recommendations in regard to the governance structure and by-laws of the organization including the size and composition of the board of directors, committee mandates and conflict of interest policy.
- (ii) Reviewing and recommending an effective orientation program and continuing education of members of the board of directors.

- (iii) Conducting on an annual basis an evaluation of the board of directors and reviewing the evaluation format from time to time.
- (iv) Conducting from time to time an evaluation of the effectiveness of committees and making recommendations in regard thereto.
- (v) Ensure a comprehensive orientation session is provided to all new board members and oversee board education sessions to ensure an adequate board knowledge base.
- (vi) Conducting an annual review of the Chair of the board of directors.
- (vii) Ensuring appropriate succession planning for the office of Chair of the board of directors, and the CEO.
- (viii) Recommending candidates to serve on the board of directors and chairs or co-chairs and vice chairs of committees.
- (ix) Creating and maintaining a community profile of prospective volunteer governance leaders and participants setting out such matters as skill sets, expression of interest and community involvements. Its risk responsibilities include:
  - Identifying and assessing relevant risk areas including:
  - Monitoring organizational direction, structure, strategy and planning
  - Ensuring trustee competence and commitment
  - Conflicts of interest and other trustee relationship issues
  - Financial risk
  - Operational risk
  - Reputational risk
  - Succession planning
  - Depth of senior management team
  - Compliance with privacy laws and standards

The Governance and Nomination Committee shall assist the Board by making recommendations with respect to Chief Executive Officer compensation and succession planning for senior management. The functions and responsibilities of the committee include:

- a. Developing and approving the CEO job description.
- b. Undertaking a CEO recruitment process and selecting the CEO.
- c. Reviewing and approving the CEO's annual performance goals.
- d. Reviewing CEO performance through the monitoring of clearly articulated performance measures.
- e. Determining CEO compensation.
- f. Ensuring appropriate succession planning is in place for the CEO.