

# Governance Committee

## Terms of Reference



### Okanagan College Board of Governors

May 2023

#### A. PURPOSE

The purpose of the Governance Committee (the "Committee") is to ensure an effective governance framework to enhance the effectiveness of the Board of Governors (the "Board"), Board committees, and individual Board members in alignment to the College's Mission, Vision, and Inspire Strategy.

#### B. MEMBERSHIP

The membership of the Committee shall include:

- A minimum of three to a maximum of five members selected from appointed or elected Board members. Appointed Board Members should form the majority of the membership.
- Board Chair (ex officio)
- President (ex officio)

The Chair of the Committee will be appointed by the Board Chair from the members appointed by Order in Council.

#### C. OKANAGAN COLLEGE RESOURCE STAFF

The Committee is supported by the Governance and Privacy Coordinator.

#### D. MEETINGS

The Committee shall meet at least four (4) times per year. Additional meetings may be held as necessary as determined by the Committee Chair or the Board Chair.

#### E. VOTING

Each member of the Committee has one vote on the Committee.

#### F. DUTIES AND RESPONSIBILITIES

Subject to the powers and duties of the Board, the Committee will perform the following:

- i) Governance
  - Review the governance framework of Okanagan College at least bi-annually including the bylaws and code of conduct and advises the Board on areas of concern, best practices, and recommended changes.
  - Review, make recommendations, and oversee the implementation of Board policies for which the Board has direct oversight with reference to best practice, provincial policies, and regulations that affect the governance role of the Board and bring forward related recommendations to the Board.

- In concert with the Governance Committee Chair, the Board Chair and the President, support new Board member orientations and exiting member transitions.
  - At the request of the Board Chair, make recommendations on appointments to the Board's standing committees.
- ii) Board Succession Planning
- Develop, and annually update a long-term plan for Board composition that takes into consideration the current strengths, skills, and experience of the Board, term end dates, and the College's strategic direction.
  - Develop a succession plan for the Board which includes recommendations regarding the Board's competency matrix and the essential and desired experience and skills for potential new Board members.
  - In consultation with the President and Board Chair, recommend, through the Board Chair, to the Government the criteria and names of potential candidates.
  - Prior to the election process and through the Registrar, ensure that the chief officers of the stakeholder groups represented on the Board through election are provided with information regarding individual Board member roles and responsibilities as well as preferred background, experience, and skills to fill upcoming vacancies.
- iii) Board Policies
- Annually review the policy workplan for policies within the Board's area of responsibility to ensure that review and renewal timelines are properly maintained.
  - At the direction of the Committee Chair, the Committee may by written resolution direct the President to seek feedback on Board policies under development.
- iv) Board Evaluation and Development
- Assist and support the annual review and evaluation process of the Board, the Board Chair, Board Committees, and individual Board members for presentation and review by the Board.
  - Develop and implement a Board development plan to increase Board awareness, knowledge, and competency regarding their duties, roles, and responsibilities in governance.
  - At the request of the Board Chair, undertake such other governance initiatives as may be necessary or desirable to improve the operation of the Board and contribute to the success of the College.

## G. ACCOUNTABILITY

The Committee shall report its discussions to the Board by maintaining minutes of its meetings and providing a verbal report at the next regular Board meeting.

## H. REVIEW

The Terms of Reference for the Committee will be reviewed by the Committee at least once every three years and changes will be forwarded to the Board for approval.

## I. REVIEW HISTORY

<b>Date</b>	<b>Review</b>
2023-05-24	Revision approved by Board of Governors
2022-06-22	Revision approved by Board of Governors
2022-11-24	Revision approved by Board of Governors
2016-11-29	Revision approved by Board of Governors
2008-02-15	Revision approved by Board of Governors
2006-09-26	Approved by the Board of Governors