



GOVERNANCE COMMITTEE MEETING

March 17, 2026

Committee Terms of Reference (Agenda Item 5.0)

Recommendation

Management recommends that the Governance Committee approve the changes to the Governance Committee Terms of Reference as described below, for recommendation to the Board of Directors that they approve same:

- Changes include light wordsmithing and proofreading edits throughout.
- More significant edits were made in sections 6 (Staff Support) and 7 (Resources), to more clearly delineate staff support for the Committee's activities.

Document 5.3 provides a blackline review of the changes from the previously approved October 2024 version.

Background

- At its November 2025 meeting, the Governance Committee deferred the annual review of the Terms of Reference until January 2026, at which time Management would bring forward suggestions, following its own review. Of particular consideration was ensuring that the Board's oversight and foresight responsibilities were appropriately captured, including ownership responsibilities.
- At its January 2026 meeting, the Governance Committee deferred the annual review of the Terms of Reference until the CEO's Executive Assistant returned from medical leave.

Rationale for Recommendation

As the revisions suggested are trivial in nature and generally reflect wordsmithing and minor clarifications rather than substantive edits, Management recommends that:

- The Governance Committee submits the revised Governance Committee Terms of Reference to the Board of Directors for its approval and adoption.
- This Terms of Reference template will be used as the standard for all other committees.



GOVERNANCE COMMITTEE TERMS OF REFERENCE

1. Committee Type

Standing

2. Mandate

The Governance Committee (“the Committee”) supports the Board in fulfilling its governance responsibilities, overseeing Board composition, performance and succession planning, while ensuring adherence to governance standards and best practices, policies and procedures.

3. Roles & Responsibilities

a. Board Composition and Succession Planning

- Review Board composition, skills, diversity and experience requirements.
- Develop and oversee processes for identifying, recruiting and nominating qualified candidates.
- Evaluate and recommend board members for reappointment and ensure succession planning for the Board Chair and Committee Chairs.

b. Board and Committee Evaluation

- Develop and oversee an annual evaluation process for the Board and individual Directors.
- Review and recommend performance improvement initiatives based on evaluation findings.
- Ensure that Board and Committee complements are optimal for effective governance.

c. Governance Policies and Practices

- Review and recommend updates to governance policies, procedures and practices.
- Ensure compliance with regulatory governance requirements and sector best practices.
- Monitor trends and developments in governance and recommend adaptations as necessary.

d. Orientation and Development

- Oversee orientation for new Directors and ongoing relevant professional development for all Board members.
- Review and assess the effectiveness of such programs regularly.

4. Appointments and Composition

- A minimum of two Board members constitute Quorum
- The Committee is chaired by a member of the Board
- The Board Chair and CEO are ex-officio members of the Committee

5. Terms of Appointment

- Committee members sit for a one-year term and may be reappointed annually (June), or as needed if a Committee member is unable to complete their term.

6. Key Responsibilities

- Represent the Board's vision and perspective on all governance responsibilities.
- Identify and recommend the appointment of prospective Board members to the Board.
- Report to the Board regarding the Committee's activities.
- Engage the Board in discussions about Board composition, performance, governance best practices and succession planning.

7. Staff Support

- The CEO and Executive Assistant provide governance and administrative support for the Committee as required and requested, including:
 - Documenting of all Committee meetings and initiatives.
 - Providing input, as appropriate and requested, on Board composition, performance, governance best practices and succession planning.
 - Making themselves available to the Committee to answer questions and provide context; and
 - Providing the Committee with documentation and research.
- In addition to the CEO's and Executive Assistant's support, other enCompass staff, including Directors, Managers and frontline staff, will make themselves available at the Committee's behest.

8. Meetings

- The Committee meets at least quarterly or as directed by the Board, in alignment with the annual Board meeting calendar.

9. Resources

- The Committee has access to financial resources approved by the Board in the annual Budget and staff resources as described above in sec. 7.

10. Annual Objectives

- The Committee will review its objectives at its September/Autumn meeting and make recommendations to the Board as to appropriate changes at its next meeting or as required.

11. Reports and Target Dates

- The Committee will provide a written report to the Board at each Board meeting or as directed by the Board Chair.

12. Review and Evaluation

- At its September/Autumn meeting, the Committee will review its goals for the past year and consider whether it has achieved these goals.
- At its April/Spring meeting, the Committee will review these Terms of Reference and present any proposed changes to the Board at its next meeting or as required.

Compare Results

Old File:

**Governance Committee Terms of Reference -
for review Oct 2024.pdf**

3 pages (184 KB)
2026-03-06 9:27:44 AM

versus

New File:

**Governance Committee Terms of Reference
March 2026.pdf**

2 pages (161 KB)
2026-03-06 9:29:44 AM

Total Changes

33

Text only comparison

Content

27 Replacements
5 Insertions
1 Deletion

Styling and Annotations

0 Styling
0 Annotations

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