

GOVERNANCE COMMITTEE TERMS OF REFERENCE

The Governance Committee advises Council on matters related to governance practices, policies, and processes, ensuring effective Council operations and alignment with regulatory trends. It supports Council in meeting its governance accountabilities by overseeing evaluations, orientation, and committee appointments.

1. Responsibilities

Governance Practices

- a. Facilitates the effectiveness and performance of Council governance by reviewing processes related to the governance of Council and making recommendations to Council.
- b. Regularly reviews, develops and maintains governance policies and processes and makes recommendations to Council regarding the development and updates of governance policies and processes.
- c. Ensures regular review of terms of reference of standing committees and ad-hoc committees of Council and makes recommendations to Council regarding amendments to maintain relevancy.
- d. Receives updates on key trends in governance and the regulatory environment.

Council Development/Evaluation

- e. Reviews the evaluations of Council meetings to identify process improvements and support meeting effectiveness.
- f. Accountable for providing mentorship and support to new Council members, advising Council on matters related to orientation and relevant policies, and ensuring that all Council members understand and effectively apply these policies in their roles as outlined in the Council Orientation Policy.
- g. The Governance Committee, in consultation with Council, is responsible for Council evaluation processes, including:
 - i. identifying specific topics;
 - ii. working with a third party conducting the evaluation triennially;
 - iii. reviewing and reporting evaluation findings;
 - iv. recommending improvements; and
 - v. supporting the implementation of improvements.

Council and Committee Appointments

- h. Recommends membership on special committees/task forces.
- i. Recommends chairs of statutory committees to Council in March, based on the chair attributes and process approved by Council.

2. Membership

The Executive Committee shall be CNO's Governance Committee.

3. Meeting Expectations and Duties

Committee members are expected to meet the expectations outlined in [By-Law No. 3: Council & Committee Code of Conduct](#).

Quorum

A majority of committee members constitutes a quorum for a meeting of a committee as outlined in Articles 5.01 to 5.03 of By-Law 1: General¹.

Chair

The Chair of the Governance Committee is the Council Chair.

The Chair may delegate their role to another member of the Governance Committee when unavailable.

4. Reporting

The Governance Committee is accountable to the Council and reports its activities and recommendations to Council quarterly.

The Governance Committee provides Council with sufficient information and documentation for Council to make informed decisions.

5. Evaluation

The Governance Committee will self-assess annually whether the Committee has met these terms of reference and report these results to Council.

6. Revision Process

These terms of reference are approved by Council. To maintain currency, a review of these terms of reference takes place every three years, with the exception noted below.

Where there is a substantive legislative change or change in regulatory or societal expectations, a review will be undertaken to determine if the terms of reference need interim amendment.

Developed by: Registrar/Executive Director & CEO

Maintained by: Governance Committee

Accountability: Council

Date originated: June 2025

Date Revised:

Next Review: June 2028