

Governance and Nominating Committee Terms of Reference



Authority

The Governance and Nominating Committee is a standing committee constituted by By-law. [CPSO By-Laws, s. 9.1]

Mandate, Duties and Powers

The Governance and Nominating Committee shall:

- monitor the governance process adopted by the CPSO Board of Directors (Board) and report annually to the Board on the extent to which the governance process is being followed;
- consider and, if considered advisable, recommend to the Board changes to the governance process;
- ensure nominations for the office of the Board Chair and the Board Vice-Chair;
- identify and approve nominations for committee members, chairs and vice-chairs, other than for the Executive Committee, and submit the nominations to the Board for appointment; and
- make recommendations to the Board regarding any other officers, officials or other people acting on behalf of the College. [CPSO By-Laws, s. 9.3.3]

Roles and Responsibilities

In connection with the above mandate and duties, the Governance and Nominating Committee:

- ensures ongoing alignment of the CPSO By-Laws with organizational governance and nominating requirements;
- oversees the implementation of governance processes and initiatives adopted by the Board to the organization;
- reviews the CPSO's governance processes, considers their alignment with CPSO's mandate and strategic plan, and considers leading practices in governance;
- oversees all nominations activity for committees and district Board elections;
- oversees the delivery of appropriate Director education to ensure onboarding and continuous development of members;
- establishes and implements a mentorship program for new Directors and Committee members;
- establishes and implements a program to evaluate Board, Committee and Committee Chair performance; and
- supports Committee Chairs with managing performance issues and succession planning of Committee members.

Reporting

The Governance and Nominating Committee reports to the Executive Committee and the Board.

Composition

The Governance and Nominating Committee shall be composed of the following persons:

- the Board Chair, the Board Vice-Chair;
- a past Board Chair¹;
- one Physician Director who is not a member of the Executive Committee; and
- two Public Directors who are not members of the Executive Committee. [CPSO By-Laws, s. 9.3.1]

Term of Appointment The term of office of a Governance and Nominating Committee is one year, beginning at the Annual Organizational Meeting of the Board and ending at the next Annual Organizational Meeting of the. [CPSO By-Laws, 7.6.3]

Chair

A past Board Chair shall chair the Governance and Nominating Committee². [CPSO By-Laws, s. 9.3.2]

Meetings

- The Governance and Nominating Committee will meet five times a year, and additional meetings may be held as required, at the call of the Committee Chair.
- Meetings of the Governance and Nominating Committee may, at the discretion of the Committee Chair, be held in any manner, including by telephonic or electronic means, that allows all the persons participating to communicate with each other simultaneously and instantaneously. The meeting may only be held by telephonic or electronic means if the presiding officer is satisfied that the proceedings may proceed with adequate security and confidentiality. [CPSO By-Laws, s. 7.7.8]
- Members of the Governance and Nominating Committee are expected to regularly attend and actively participate in meetings.
- The Committee Chair, or their appointee for this purpose, (the presiding officer) will preside over meetings of the Governance and Nominating Committee. [CPSO By-Laws, s. 7.7.6]
- The presiding officer is responsible for recording the meeting deliberations in writing (i.e. minutes). The minutes will be brought to a subsequent Governance and Nominating Committee meeting for acceptance (and corrections, if any) and such acceptance is

¹ The past Board Chair position is typically filled by the immediate past Board Chair. However, if the immediate past Board Chair is not willing or able to serve in this role, the role may be filled by another past Chair, preferably one who is still on the Board.

² See footnote 1 above re the past Chair. The chair is the person who is filling the past Chair position.

conclusive proof that the minutes accurately reflect the deliberations at the prior Governance and Nominating Committee meeting. [CPSO By-Laws, s. 7.7.9-7.7.10]

Quorum

A majority (four) of the members of the Governance and Nominating Committee constitutes a quorum. [CPSO By-Laws, s.7.7.5]

Decision-Making

Questions or motions before the Governance and Nominating Committee may be decided by a majority of the votes cast at the meeting (including the presiding officer at the meeting). If there is an equality of votes, the question or motion is deemed to have been defeated. [CPSO By-Laws, s. 7.7.7]³

Compensation

Committee members who are physicians are compensated for committee work and travel time, and are reimbursed for expenses incurred in the conduct of committee business, in accordance with section 12.1 of the CPSO By-Laws.

Committee members who are Public Directors are compensated by the Minister of Health for expenses and remuneration as determined by the Lieutenant Governor in Council. [HPPC, s. 8]

Committee Staff Support

The Governance and Nominating Committee will receive administrative support from the staff within the Governance Office and the Executive Office of CPSO. Administrative support includes scheduling meetings, preparing and distributing meeting materials and assistance with organization and notice of each meeting.

Declaration of Adherence

Each member of the Governance and Nominating Committee must sign a Declaration of Adherence in the form provided by CPSO, which requires committee members to comply with, among other things, conflict of interest, confidentiality obligations and CPSO policies.

³ For example, where there are only four Committee members present, a majority of the votes is three. [General By-law, s. 7.7.7]