

Terms of Reference

GOVERNANCE COMMITTEE

1 Objective

The Governance Committee will ensure that the Board fulfills its legal, ethical and functional responsibilities through adequate strategic planning, governance policy development, recruitment strategies, training programs.

2 Responsibilities

Strategic Planning

- Facilitate the development of the Board's strategic plan.
- Monitor the strategic and business plans to ensure goals are being fulfilled and recommend updates to the Board.
- Host and/or facilitate a retreat to develop a strategic plan every three years as directed by the Board of Directors.

Governance Policy

- Ensure governance policies are in place to minimize risk.
- Review, on an annual basis, governance policies, and recommend changes to the Board for approval.
- Review, on an annual basis, the organizational structure, and recommend changes to the Board for approval.

Recruitment

- Develop recruitment and succession plan strategies.
- Conduct a "gap analysis" to identify succession planning and recruitment needs.
- Review the position descriptions for all Board committee and sub-committee members.
- Oversee a vetting process for prospective nominees to the Board.
- Oversee the election process defined in the bylaws and governance policies is carried out appropriately and within specified timelines.
- Encourage diversity on the Board.
- Provide a mentorship program for new Directors and Officers.



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Training

- Provide orientation and on-going training for new Directors and Officers as necessary.
- Ensure that all sub-committee members are provided with orientation and ongoing training as necessary.
- Oversee orientation of the Board’s sub-committee chairpersons.

Evaluation

- Evaluate the Board of Directors and sub-committee effectiveness annually re adhering to the Strategic Plan.

3 Membership and Term

The Governance Committee is a sub-committee of the Board of Directors.

Members

Director (at least 1 year service) (Chair)	Renewable yearly
Board Chair (Ex-officio)	While in office
Board Vice-Chair (Ex-officio)	While in office
Director	Renewable yearly
Director	Renewable yearly
Member-at-Large	Renewable yearly
Public Member	Renewable yearly



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4 Meeting Procedures

<i>Schedule:</i>	Bi-annually and when called by Chair.
<i>Format:</i>	In-person, by teleconference or other electronic means.
<i>Agenda:</i>	Developed by the Chair, with input from members.
<i>Guests:</i>	The Chair may invite guests to attend meetings as a resource as required.
<i>Minutes:</i>	Prepared by a minute-taker for review by Chair and approval at next committee meeting; filed at Head Office.
<i>Reporting:</i>	It is the responsibility of each committee Chair to provide oral and written reports on a quarterly basis to the Board of Directors, and to ensure that all recommendations stemming from the committee are presented to the Board for approval.

5 Decision-making

The committee cannot commit the use of the organization's financial or human resources without prior approval from the Board.

6 Accountability

The Governance Committee will be accountable to the Board of Directors through the Chair of the committee.

7 Staff Resource

General Manager