

## Governance Committee Terms of Reference

### Membership

There shall be two (2) co-Chairs, one of whom shall be a Board Director, and the other co-Chair shall be a member at large nominated by the Committee and appointed by the Board. The Immediate Past President and two (2) other Board members shall sit on the committee for a total of five (5) members.

### Terms

The members at large shall serve three-year terms. The terms shall be staggered when possible.

### Purpose

The Governance Committee serves on behalf of the Board of Directors to ensure effective and efficient Board Governance at RAIC. The work focuses in two areas:

Board effectiveness (appointing Board Committees, planning and overseeing Board work) and maintaining the Board Governance Manual.

### Work of the Governance Committee

#### A. The Work In Brief

##### ***Nominations and Elections***

- Ensure that the board Orientation and Education process and documentation are in place and are effective (*B-5 Director Orientation*).

##### ***Board of Directors' Effectiveness***

- Perform annual board self-assessments and report findings to Board of Directors for discussion and agreement on improvement opportunities. (*A-14 Board Performance Evaluation*)
- Assign mentors for new board directors
- Conduct exit interviews for directors leaving the board

##### ***Board Governance Manual – Periodic Review***

- Review the board committee structure to ensure that it is aligned with achieving and supporting the organization's strategic objectives.
- Review the mandates of the board committees to ensure they adequately reflect the board's responsibilities.
- Review all current documentation in the Letters Patent, Articles of Incorporation, Bylaws, Governance Manual and Board policies to ensure that they are up-to-date and that the organization is operating within the provisos of these documents.
- Make recommendations to the board and to the Annual General Meeting (as required) respecting amendments to the approved current documents.

Approved by the RAIC Board of Directors on February 21, 2020

## **Reporting**

The Governance Committee reports bi-annually to the Board with respect to its activities.

The Executive Committee may be appointed further responsibilities as described in Part 2 of the Governance Manual.

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