



Hamilton Community Legal Clinic
Clinique juridique communautaire de Hamilton

Governance Committee Terms of Reference
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Review/Amendment dates: Apr 2010, Aug 2012, Feb 2022, Feb 2023

Next scheduled review: Feb 2027

Purpose

The Governance Committee concentrates its efforts on areas of board responsibilities (in contrast to management responsibilities) as it cultivates systemic planning, monitoring, and feedback to focus on a healthy, productive board of the Clinic.

Board members are selected for community representativeness and their commitment to the organization's purpose.

Composition of Committee

This committee shall have up to 5 board members, plus the chair as an *ex officio* member who is not counted in determining quorum but is a voting member.

Roles and Responsibilities

- Develops and recommends governance policies to the Board of Directors for approval and supports the Executive Director in development of operational policies.
- Develops and updates criteria for new Board recruits.
- Reviews applications for prospective candidates for vacant positions on the Board.
- Recommends suitable candidates to fill Board vacancies.
- Ensures proper orientation, support, and continuing education for Board members.
- Reviews the by-laws and governance policies.
- Audits compliance with by-laws, governance policies, and legislated obligations.
- Sets an evaluation process for board functionality and individual Directors'

- performance.
- Ensures that the Board engages in board evaluation, regularly.

Accountability

The Governance Committee is accountable to the full Board of Directors. Minutes of meetings will be kept and filed with board minutes.

Meetings

The Governance Committee shall meet regularly to ensure a healthy, well-functioning board with a full complement of members and up-to-date governance policies and procedures.

Timeline

The Committee is a standing committee of the Board with a term of one year. It is constituted immediately following the AGM by the Chair of the Board appointing its members.

Until such an appointment, the Committee continues to operate with those members most recently appointed (i.e., the term of membership and Committee work continues uninterrupted until a new set of members is declared.)