



Governance Committee Terms of Reference
Effective: July 31, 2019

PURPOSE:

The purpose of the Governance Committee is to ensure that the OIA Board fulfils its legal, ethical and functional responsibilities within an appropriate governance framework.

COMPOSITION:

The Committee will comprise of a minimum of three (3) persons with the precise number being placed at the discretion of the Governance Committee Chair. Members of the Governance Committee will be expected to gain an understanding of the policies and bylaws of the OIA and will remain conversant with best practice in this area. Membership of the Governance Committee will include:

- A Chairperson, who shall be a member of the Board of Directors
- A member of the Executive Team
- Members appointed by agreement of the Committee Chair and the Board of Directors

TERMS OF OFFICE:

The composition of the Committee shall be reviewed after every Annual General Meeting. If the Committee members wish to continue, and the Board approves their appointment, there shall be no limit to the term.

APPOINTMENT OF CHAIR:

The Chairperson shall be appointed by the Board of Directors.

COMMUNICATION WITH THE BOARD:

The Committee Chair will communicate with the Board of Directors in order to advise them of areas of governance that require consideration and to keep them apprised of all relevant areas of work currently under the control of the Governance Committee

DUTIES:

The Governance Committee will support and advise the OIA Board on all areas relating to Governance Bylaws and Policies. Specific emphasis will be given to:

- Strategic / policy leadership
- Giving ownership of policy development to the relevant area of the organization
- Clear distinction of Board roles
- The development of best practice in governance
- The legal framework within which the OIA is constituted

And duties will extend to include:

- Making recommendations on the development of policy and procedure in order to ensure sound governance of the OIA and to assist the Board in the fulfilment of its responsibilities. Governance practices should address transparency, accountability, fiduciary duties and management oversight.
- The regular review of existing governance documentation that includes the Bylaws, policies, procedures, and committee terms of reference. Where appropriate, the Governance Committee shall advise the Board on recommendations for change.
- Advising the Board on governance issues relating to the number and structure of committees established to support the operations of the OIA.
- Monitoring the development of best practices in governance with particular consideration to areas that support the development of the activities of the Board and the OIA.
- To support the OIA Chair and standing committees in their functions related to governance issues.
- To undertake any additional duties as delegated by the OIA Board of Directors.

MEETINGS:

- A one hour teleconference meeting will be held every four months or more frequently when required.
- Meetings may be held in person, or electronic means such as telephone or videoconference.

GOVERNANCE:

- All recommendations and decisions of the Chair's Standing Committee shall be made by consensus.
- Quorum shall be required at meetings where a decision and/or recommendation are being made. A quorum is 51% of the members of the committee.
- Votes are passed based on the majority of those present.
- All decisions and/or recommendations shall be submitted to the Board of Directors for final approval.
- The Chair shall ensure that a record of all decisions and recommendations of the Committee is maintained.