

# 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. 9.4.1]

## **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;
- annually assess the Board profile of skills, experience and diversity of incumbent Directors and identify the skills, expertise and diversity that are desired when filling vacancies of the Board, in the offices of the Board Chair and Board Vice-Chair and in the Executive Member Representative positions;
- engage in a process, in accordance with the CPSO By-laws, to approve a slate of nominees for election to the Board as Elected Directors;
- engage in a process, in accordance with the CPSO By-laws, to propose nominees for Academic Directors and submit the nominations to the Board for appointment;
- engage in a process, in accordance with the CPSO By-laws, to propose nominees for each of the Board Chair and Board Vice-Chair positions and submit the nominations to the Board for election;
- engage in a process, in accordance with the CPSO By-laws, to propose nominees for the Executive Member Representative positions 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. 9.4.7]

## **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;

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- oversees all nominations activity for Elected Directors of the Board, Academic Directors of the Board, the Board Chair and Vice-Chair positions, Executive Member Representatives, and members of the Finance and Audit Committee;
- oversees the delivery of appropriate Director education to ensure onboarding and continuous development of Directors;
- establishes and implements mentorship for new Directors; and
- establishes and implements a program to evaluate Board performance.

### Reporting

The Governance and Nominating Committee reports to the Board.

### Composition

The Governance and Nominating Committee shall be composed of a minimum of five persons, including the following:

- the Board Vice-Chair;
- two Registrant Directors who are not members of the Executive Committee; and
- two Public Directors who are not members of the Executive Committee. [CPSO By-laws, s. 9.4.1]

### Term of Appointment

The term of office of a Governance and Nominating Committee member is one year, starting upon the close of the next Annual Organizational Meeting (or if appointed at an Annual Organizational Meeting, starting upon the close of such meeting) until the following Annual Organizational Meeting. [CPSO By-laws, s. 9.4.5]

### Chair

The Board Vice-Chair shall chair the Governance and Nominating Committee. [CPSO By-laws, s. 9.4.6]

### Meetings

- The Governance and Nominating Committee will meet a minimum of 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 proceedings and deliberations in writing (i.e. minutes). The minutes will be brought to a subsequent Governance and Nominating Committee meeting for acceptance (subject to corrections, if any) and such acceptance is 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 (three when the Committee is composed of five members) 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 and 7.7.9] <sup>1</sup>

### **Compensation**

Committee members who are Registrants are compensated for committee work and travel time, and are reimbursed for expenses incurred in the conduct of committee business, in accordance with and subject to section 12.1 of the CPSO By-laws, the Board and Committee Member Expense Reimbursement Policy, and the Board Director and Committee Member Remuneration and Expense Reimbursement Rules.

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.

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<sup>1</sup> For example, where there are only four Committee members present, a majority of the votes is three. [CPSO By-laws, s. 7.7.7 and 7.7.9]

### **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.