

Calgary Sexual Health Centre Governance Committee Mandate

GENERAL

The Governance Committee (“Committee”) is a committee of the Board of Directors of the Calgary Sexual Health Centre (the “Society”). Its primary function is to assist the Board in carrying out its responsibilities, by creating or refining a governance and nomination framework, reviewing governance and nomination issues and making recommendations to the Board as appropriate. This Governance Committee Mandate complements and clarifies the duties of the Board as laid out in the Board of Directors’ Mandate.

CONSTITUTION AND COMPOSITION

Committee Reporting and Composition

- The Committee shall report to the Board.
- The Committee shall consist of not less than three and not more than five directors.
- The CEO is ex officio a member of all committees of the Board.
- At the request of the Committee, certain directors, staff members and others may attend Committee meetings on an ad hoc or regular basis.

Committee Membership

- Committee members shall be appointed from time to time by the Board, and may be removed or replaced at any time by the Board.
- Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board.

Committee Chair

- The Board Chair will recommend a director to act as Committee Chair to the Board for approval.
- If the Committee Chair is unavailable or unable to attend a Committee meeting, the Committee Chair shall ask another member to chair the meeting, failing which, a member of the Committee present at the meeting shall be chosen to preside over the meeting by a majority of the members of the Committee present at such meeting.

Committee Meetings

- The Committee shall meet at least three times a year at the call of the Committee Chair.
- In addition, a meeting may be called by the Board Chair, the CEO or any other member of the Committee.
- Committee meetings may be held in person, by means of telephone, by electronic means or by a combination of any of the foregoing.
- A majority of Committee members present in person, by telephone, by electronic means or by any combination thereof shall constitute a quorum.
- The full Board shall be kept informed of the Committee's activities by a short written report following each Committee meeting.

SPECIFIC RESPONSIBILITIES

Ongoing Basis

- Act in an advisory capacity to the Board.
- Generally discuss items with the Board Chair and the CEO before making recommendations to the Board.
- Ensure that any governance issues are reviewed or discussed with the Board.
- Provide orientation for new Board members and manage continued development for existing members of the Board.

Annual

- Recommend work plans for the Board as a whole.
- Oversee succession planning for the CEO.
- Identify individuals qualified to become Board members and recommend suitable candidates for nomination for election as directors.
- Review Board and committee mandates and delegations.
- Review the CEO Mandate and limits of authority delegated by the Board.
- Assess the Society's compliance with the Society's bylaws and policies.

At Least Every Three Years

- Assess the competencies and skills the Board as a whole should possess.
- Oversee the evaluation of the Board as a whole.

The duties and responsibilities of a member of the Committee are in addition to those duties set out for a member of the Board.