Huron Health SYSTEM Alexandra Marine and General Hospital South Huron Hospital	☐ Policy ☐ Procedure ☐ Protocol X Terms of Reference	Section Governance	Number 01-103

Terms of Reference-Governance Committee		
Date Issued: **2023-03** **Date Review/Revised:** **2026-09-11** **Next Review Date:** **2028-02**		
Owner: Governance Committee	**Reviewer(s):** Governance Committee	**Approver:** Common Board of Directors (Common Board)

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Except as expressly stated to the contrary herein, these Terms of Reference apply to both the Alexandra Marine & General Hospital (AMGH) and the South Huron Hospital (SHH). AMGH and SHH are referred to individually and collectively as the Hospital.

Policy / Purpose

The function of the Governance Committee is to serve as a resource to the Common Board of Directors ("the Common Board") on matters related to effective Common Board governance structure and processes including Common Board membership and composition; orientation and development; member performance and evaluation; and compliance with By-Laws, legislation and regulations, and relevant governance policies.

Objectives / Responsibilities

To the extent that the Common Board delegates these governance responsibilities to the Committee, the Committee is responsible for the following duties:

- Board Membership
  - Implement and maintain a matrix of skills and experience of current Directors and future Common Board candidates
  - Oversee the recruitment and nomination process, and recommend candidates to the Common Board for appointment and/or election at the Annual Meeting
  - Establish a succession plan for Director and Officer positions, and recommend nominations for appointment of officers, Committee Chairs, and Directors to the Common Board
- Board Development
  - Recommend education sessions on governance, healthcare issues, and the Hospitals' operations.
  - Ensure an effective orientation for new Common Board Members
  - Plan for Common Board Advances as required
- Board Performance and Evaluation
  - Evaluate and make recommendations regarding the Common Board's performance, Director and Chair performance and meeting effectiveness in respect to responsibilities, effectiveness,

attendance, alignment to organizational Mission, Vision and Values, and governance policies, processes and structures
    - Consider the results of the Common Board evaluations in connection with renewal of the terms for existing Common Board Directors and committee members.
- Community Membership
    - Recruitment, review and recommend selection of community members
    - Ensure an effective orientation for new community committee members
- Oversight of governing By-Laws, Legislation, Regulations and Standards, Policies and Practices
    - Establish procedures for monitoring Common Board compliance with established accountability agreements
    - Provide leadership during Accreditation for engagement of all Common Board committees and members, and in all governance-related standards
    - Address any Common Board member's specific concerns around Common Board governance
    - Ensure regular review and revision of the organization's By-Laws, governance policies and practices
    - Review of all Common Board committee Terms of Reference and make recommendations for Common Board approval every two years unless change is required sooner
    - Establish a Common Board Work Plan to provide oversight of key activities and timelines
- Accountability for Annual Meetings
- Perform such other duties as may be requested by the Common Board

Membership

- Chair of the Common Board (non-voting)
- 1st Vice-Chair of the Common Board (voting)
- 2nd Vice-Chair of the Common Board (voting)
- Common Board Members (1-5) (voting)
- Community Member (1-2) (voting)
- President & CEO (non-voting)

Co-Chairs

- 1st Vice Chair and designate of the Common Board to assume committee Co-Chair responsibilities
    - Call meetings of the committee
    - Chair all meetings of the committee
    - Designate another director who is a member of the committee to chair the committee in the absence of the Co-Chairs
    - Oversee committee membership and attendance

Recorder

Executive Assistant to the President & CEO or alternate as selected by the Chairperson.

Terms of Appointment

Based on Board member Term of Office
Community members will be appointed for a 3-year term

Quorum

Majority of the voting membership.

Frequency of Meetings
Monthly for nine months or at the call of the Chairperson.

Meeting Venue
Virtual platform, eg., MS Teams

Meetings or proceedings may be recorded by audio or video means to ensure meeting minutes and document accuracy. Recordings are deleted after the meeting minutes have been prepared.

Circulation
Minutes are circulated to all Common Board and committee members

Reporting Relationship
HHS Common Board of Directors

Confidentiality
In the course of Committee business, confidential information may become known to Committee members. Members have a responsibility to keep such information confidential.

Conflict of Interest Statement
All Common Board and committee members have a duty to ensure that the trust and confidence in the integrity of the decision-making processes of the organization are maintained. Members will ensure that they are free from conflict, potential or perception of conflict in their decision-making. It is important that all Common Board and committee members be held accountable to understand and acknowledge their obligations when a conflict of interest, potential or perceived, arises.

ToR Approval Process	Governance Committee: HHS Common Board of Directors:	2026-09-11 2026-09-24