New Brunswick Medical Society | Société Médicale du Nouveau-Brunswick

TERMS OF REFERENCE

Committee:	Governance Committee
Reports to:	NBMS Board of Directors and Membership
Purpose:	The purpose of the Governance Committee is to assist the Board in fulfilling its legal and fiduciary responsibilities of effective governance structures, policies, and procedures. The purpose is executed under the framework of the NBMS Bylaws and the *Medical Act*, S.N.B. 1981, c. 87.
Responsibilities:	<u>In performing Governance functions, the Committee shall:</u> • Review and make recommendations to the Board and Membership, where applicable, on the governance structure; NBMS bylaws, including size and composition of the Board; Board committees and committee membership; and Board policies and procedures. • Monitor NBMS governance policies and governance best practices and make annual recommendations to the Board to ensure effectiveness. • Review annually and consider amendments to the Board Profile. • Review and recommend terms of reference annually for all Committees, Subcommittees and Working Groups. • Review and recommend terms of reference for new Committees, Subcommittees and Working Groups. • Review and recommend role descriptions annually for officers of the Board. • Ensure a comprehensive and timely orientation is provided to new Board members. • Oversee a practice of Board evaluation to continuously improve Board effectiveness. • Ensure the Board receives regular education to support directors in their governance role. • Champion the NBMS governance policies and principles consistently in all practices and guidance. <u>In performing Nominations and Appointments functions, the Committee shall</u>: • Oversee open calls for nominations to the Board, Committees, Subcommittees, Working Groups, and external committees.

- Review nominations received from members, Districts and Zones of the NBMS.
- Aspire to be mindful of the Board Profile, regional balance, and principles of inclusion, diversity, equity and accessibility as set out in NBMS policies when considering candidates for Board, Committee, Subcommittee, Working Group, and external committee vacancies.
- Recommend nominees to the Board, Committees, Subcommittees and Working Groups of the NBMS.
- Recommend nominees to external committees.

In performing Resolution functions, the Committee shall:

- Oversee open calls for member motions for debate at the Annual General Meeting of the NBMS.
- Review received motions and work with the movers of the motions to ensure that the intentions of the movers is understood by the Committee, and that the format of the motions meet the accepted guidelines of the Annual General Meeting.
- Develop a concise companion document in support of each motion, in collaboration with the movers, that will enhance the understanding of the membership of the issues associated with the motion and any potential resources required from the NBMS to implement the motion.

Membership, Chair, Term & Quorum:

The Committee will consist of a minimum of six (6) and no more than eight (8) members of the NBMS, including the Chair.

The Committee will include at least three (3) Board members, one of whom will chair the Committee.

The Chair only votes in the event of a tie.

The NBMS CEO will and the NBMS Board Chair may be ex-officio, non-voting members of the Committee.

The Committee has the authority to recommend a non-member of the NBMS where there is a need for specific expertise. This individual may be a voting member.

In the event the Chair is unable to attend, another member of the Committee will be asked to chair the meeting.

The Chair and the designated Board members will serve a term of one (1) year, renewable with the approval of the Board.

Committee members will serve a term of three (3) years, renewable once (1) with approval of the Board.

The Committee will meet at least quarterly and report regularly to the Board with respect to its activities.

Quorum is the majority of voting members of the Committee.

Approved by the NBMS Board of Directors:	May 30, 2025
Effective Date:	June 1, 2025