**SCDSN GOVERNANCE COMMITTEE**

**TERMS OF REFERENCE**

**Mandate**

The governance committee will be responsible for oversight of:

Policies and Procedures Manual

* Draft policies and procedures as needed,
* Review policies and procedures annually and recommend changes/updates to the Board as needed.

Bylaws

* Review the bylaws annually and make recommendations to the Board for changes/updates as needed.

Governance training and orientation

* The committee will create and maintain a process for board orientation and training.

Other tasks

* Under the direction of the Board, the Governance committee may be requested to perform other governance related tasks.

**Reporting**

The governance committee will report to the Board of Directors.

**Membership**

The governance committee will be comprised of at least 3 and no more than 6, SCDSN member representatives of which a minimum of 2 will be current Board members.

Committee Chair

The Committee Chair will be a member of, and selected by, the Board of Directors.

The Committee Chair will:

* Call committee meetings as required,
* Recruit member representatives for the committee,
* Determine the work of the committee for the year.

Committee Members

The Committee members will be at least one other SCDSN Board member and up to 4 member agency representatives, as required to make up the committee.

**Term**

The Governance committee will be struck annually following the April meeting of the Board of Directors.

**Meetings**

The Chair of the committee shall call a meeting annually prior to the Annual General Meeting and as needed, providing a minimum of 2 weeks’ notice for the meetings. The Chair will set the agendas for the meetings.

**Quorum:**

Quorum for meetings of the governance committee is a majority of the members of the committee where the Committee Chair is present.

**Procedures:**

1. Annually at the September meeting of the Board (after the AGM), the Board will appoint a Governance Committee chair.
2. The committee chair will recruit at least one other Board member and put out a call for committee members to the member agencies.
3. Orientation of new members to the Board will commence after the AGM.
4. At the June Board meeting the committee chair or designate will report on any bylaws requiring changes.
5. The committee will recommend new policies or changes to existing policies to the Board for approval as available.
6. If needed the Governance Committee may call for a sub-committee or working group to focus on aspects of the group’s work.