

Society of Saint Vincent de Paul – Greater Toronto Central Council Governance and Board Resource Committee Terms of Reference

Name: Governance and Board Resource Committee

Type of Committee: Standing

Date Committee Formed: 2019

Mandate: The Board Resource Committee (hereinafter referred to as the Governance and Board Resource Committee) is established in accordance with the Society of Saint Vincent de Paul's Toronto Central Council By-law #1. Reporting to the Board of Directors, the Governance and Board Resource Committee is responsible for the development, identification, orientation, education and recruitment of candidates for the Board from the broad Vincentian community (and elsewhere, if necessary), in line with such competencies and other qualifications as the Board may identify. The Committee shall also have responsibility for the development of procedures, policies and processes with respect to governance of and by the Board and its component committees, Councils and Conferences.

Committee Membership:

Membership shall include the Chair of the Board of Directors, the Chair of the Particular Council Presidents' Committee, the Executive Director and members of the Board and the broader Vincentian community who are experienced in governance.

Duties & Responsibilities:

- Making recommendations to the Board regarding best practices in governance including drafting or otherwise acquiring policies, procedures and educational materials with a view to assisting and educating the Board, its members, Committees, Councils and Conferences in better understanding their respective governance roles
- Develop position descriptions for Directors and Officers of the organization
- Draft and or make recommendations to the Board regarding procedural conduct of Board and Committee meetings
- Draft and make recommendation to the Board regarding a Code of Conduct and Conflict of Interest policies as well as procedures relating to their dissemination and execution by Directors, Officers and all appropriate office holders
- Liaise with other Board Committees and subsidiary organizations to ensure everyone involved has a good understanding of what governance should mean to them in their position and with respect to their duties and obligations
- Such other duties related to governance as the Board may direct

Meetings:

A minimum of four meetings per year, in person or by electronic means

Reporting:

The Board Resource Committee shall prepare and submit an annual plan and budget for its activities, for approval by the Board, in line with the strategic priorities set by the Board. The Board Resource Committee shall report to the Board on progress against its plan on a monthly basis, or as directed by the Board.

June 18, 2020