

COMMITTEE TERMS OF REFERENCE

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Authority and Accountability	The Governance Committee is a non-statutory committee of the Council of the College of Naturopaths of Ontario and is established pursuant to section 12.02 of the by-laws and GP06 - Committee Principles of the Council governing policies. The Committee is accountable directly to the Council of the College.	
Limitations	The Governance Committee shall only exercise the authority and fulfill the duties and responsibilities authorized in the by-laws and by these Terms of Reference.	
Responsibilities	<p>The Governance Committee shall:</p> <ul style="list-style-type: none"> • Review the Council’s governance policies, principles and practices and make recommendations regarding the Council approach to governance matters, amendments to governance policies and the creation of new policies when warranted. • Overseeing the process for nominating individuals to the Council with a view to ensuring that the Council reflects the people of Ontario and draws upon the diversity and expertise of its members. This includes but is not necessarily limited to: <ul style="list-style-type: none"> ○ Upon a referral from the Council, hold an inquiry into the validity of the election of a Council member and make a report and recommendations to the Council, and ○ Review and make a final ruling on any disputes regarding a Registrant’s eligibility to vote in an election (s.10.07 of the bylaws). • Overseeing the College’s competency-based volunteer program for Council and Committees, including recruitment, review, training, evaluation, and recognition of volunteers. • Planning for succession of the chair of the Council (the “Council Chair”); • Managing and overseeing the process for evaluating the overall performance of the Board and its committees on an annual basis; • Ensuring that there is an effective process in place for the identification and management of real, potential or perceived conflicts of interest. • Ensuring that the College has an effective program relating to diversity, equality, inclusion and belonging. 	
Appointment and composition	<p>The Governance Committee shall be appointed by the Council and shall be comprised of no fewer than five but as many individuals as the Council may deem appropriate, such that the Committee members include:</p> <ul style="list-style-type: none"> • One or more Council members whose district is not open for election in the year on which they sit on the Committee, • One or more registrants who are not seeking election to the Council in the year on which they sit on the Committee. • Any number of Public Representatives as defined in the by-laws. 	
DATE APPROVED	DATE OF UPDATE	RESPONSIBLE
January 16, 2014	March 26, 2025	Council

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	A Committee Chair and where deemed necessary by the Council a Committee Vice-Chair, shall also be appointed by the Council.
Panels	The Governance Committee may meet in panels. Any panel of the Committee shall be appointed by the Committee Chair and shall be comprised of three Committee members, at least one of whom shall be a Public member or Public Representative. The Committee Chair shall designate one panel member as the Chair of the Panel.
Term of Office	The Governance Committee members shall be appointed for approximately one year and may be re-appointed annually by the Council, at its sole discretion. The term of office of any panel appointed by the Committee Chair shall be until the matter referred to it has been disposed of.
Meetings	The Governance Committee shall meet on a date and at a time set by the Committee Chair at least ten days in advance of the meeting date unless a majority of Committee members agree to a shorter period. If the Committee Chair is unable to preside at a duly called meeting, the Vice-Chair, if one is appointed, shall preside. Otherwise, the Chair may designate an acting Chair from among the Committee members, or where the Chair has not done so, an acting Chair for the meeting shall be selected by and from among the Committee members present.
Quorum	Pursuant to section 12.06 of the by-laws, quorum for meetings of the Governance Committee shall be three members of the Committee, at least one of which shall be a Public member or a Public Representative as defined in the by-laws. In cases of urgency as determined by the Chair, the Public member/Public Representative requirement for the purposes of quorum may be waived.
Quorum for panels	Quorum for a panel of the Governance Committee shall be any two Committee members appointed to the panel.
Reports	The Committee Chair, on behalf of the Committee, shall provide to the Chief Executive Officer an Annual Report on the performance of its responsibilities and outcomes of its activities for the period of April 1 st of the previous year to March 31 st of the current year, subject to any requirements of the <i>Regulated Health Professions Act, 1991</i> . The Annual Report shall be submitted on a schedule determined by the Chief Executive Officer.

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	The Committee Chair shall also submit a bi-monthly report to the Council addressing matters of importance to the Committee, including but not necessarily limited to volunteer resources, attendance issues, trends in activities before the committee and volume of work.
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