S A M P L E

EXEMPLARY INTERNATIONAL SCHOOL

GOVERNANCE COMMITTEE
Terms of Reference 2021

1) Purpose (as enshrined in Board Policy)
The Governance Committee provides for the board's effectiveness and continuing development through succession planning/recruiting board members, new member orientation, coordination of board training, and oversight of the annual evaluation of the board, its officers, and the head of school.

2) Committee's Authority and Limitations
The Committee has the authority to schedule its meetings and conduct business as it sees fit, in accordance with Policy. As a committee, it has no independent authority over operations not explicitly granted by the Board, nor shall it diverge from Policy.

3) Recurring Responsibilities
The Governance Committee is responsible for the following:

- Trustee Succession
    - Develop the Board Trustees profile/gap analysis
    - Identify new Trustee candidates
    - Cultivate potential Board candidates
    - Coordinate nomination, election, and appointment process
    - Orient new Trustees
- Coordinate Board self-assessment, formative and summative
- Ensure compliance with Articles of Association, Bylaws, and Policy
- Coordinate Policy development and approval
- Oversee Board development activities
    - Plan annual Board Retreat

4. Particular Goals for the Current Year (to be determined each year according to need, and approved by the Board)
The Governance Committee will:

- Develop a job description for a Trustee. (December)
- Review and revise the conflict of interest policy. (January)
- Conduct a comprehensive evaluation of the responsibilities and structure of Board committees and task forces and make recommendations to the full Board for needed changes. (November)
- Develop a mentoring program for new Trustees. (March)
- Develop a plan to increase the ethnic and gender diversity of the Board. (March)

5) Committee Membership

The Governance Committee consists of the Vice-Chair, and two Trustees nominated by the Board Chair and approved by the Board annually. The Board Chair and the Director are ex-officio members of the Governance Committee.

6) Committee Chair

The Governance Committee Chair is appointed by the Board Chair. The Chair is responsible for fulfilling the responsibilities and achieving the goals stipulated in the Terms of Reference, in particular, preparing Governance Committee meeting agendas in collaboration with Board Chair, calling and facilitating committee meetings, ensuring minutes are maintained, and coordinating the drafting of reports to the Board.

7) Decision Making and Developing Recommendations

Decisions regarding recommendations to the Board shall be made by consensus or if not reachable, vote by a majority of all Committee members.

Recommendations to the Board will be made in writing, in standardized format, and in time for Board materials sent out prior to monthly Board meetings. Recommendations will be made public only after the Board has addressed them.

Minutes will be recorded and provided to the Board in whole or summary form after each Committee meeting.

8) Resources Available (budget, support staff, etc.)

The Governance Committee shall operate withing budget guidelines established during the annual school budget process.

Logistical/clerical assistance shall be provided by the Director upon request of the Committee Chair.

Approved by The Board Date _____