



## IADPO Governance Committee *Terms of Reference*

### **Purpose:**

The Governance Committee is responsible for ensuring that the Board fulfills its legal, ethical, and functional responsibilities through adequate governance policy development, recruitment strategies, training programs, monitoring of Board activities, and evaluation of Board members' performance.

### **Type of Committee:**

The Governance committee is a Standing Committee of the Board.

### **Committee Duties\*:**

The Committee will lead and/or undertake the performance of the following:

1. Lead the development of IADPO governance policy;
2. Conduct a review of IADPO by-laws and constitution every three years;
3. Undertake the legal review of policy items as deemed necessary;
4. Review and propose Board Member professional development training opportunities, to be undertaken as organization budget allows;
5. Lead the annual review of Board activities and Board Member performance;
6. Conduct an annual evaluation of the Chief Operating Officer;
7. Responsible for the succession planning for the Chief Operating Officer;
8. Provide guidance during preparations for the Annual General Meeting and Election of new Board Directors.

*\*Staff support will be provided where and when the committee deems appropriate.*

### **Committee Authority:**

The Committee will recommend actions as deemed necessary to the full Board of Directors for their consideration and final decision.

### **Committee Composition:**

The Committee shall be comprised of at least one current Board Director, one former Board Director, and a minimum of two members at large to a maximum of five. The current Board Director will act as Chair and will report to the Board with any recommendations from the Committee.

### **Committee Terms**

The term for the current and former Board Director on each committee will be one year with the option to renew. The term for the Members-at-Large representatives will be one year with an option to renew.

### **Meetings:**

The Committee will meet at least twice a year via video conferencing and minutes of their meetings shall be kept.