

**Governance Committee**  
**Terms of Reference**

Role or Purpose	<p>The Governance Committee, as a Board Standing Committee, shall serve as a resource to the Board of Directors on matters relating to the Board's governance structure and processes, including Director recruitment, nominations and elections, evaluation of the Board, Board development and succession planning. The Committee shall align with the Board's role, function and annual work plan as determined by the Board.</p> <p>No decision or resolution of the Committee shall be binding on Holland Bloorview Kids Rehabilitation Hospital until it is adopted by the Board or unless it has otherwise been authorized by the Board.</p>
Duties and Responsibilities	<p>The Governance Committee shall:</p> <ul style="list-style-type: none"> <li>a. nominate such number of nominees for election to the Board as are to be elected at each annual meeting and notify the Secretary of such nominations, to the extent possible, not less than 60 days prior to each such annual meeting;</li> <li>b. make recommendations to the Board with respect to the election or appointment of the Chair, Vice-Chair(s) and other officers of Holland Bloorview Kids Rehabilitation Hospital at the first Board meeting following each annual meeting; and ensure succession planning for the office of Chair of the Board;</li> <li>c. make recommendations to the Board in consultation with the Chair of the Board of Directors with respect to the appointment of the chair/members of the Board standing committees of Holland Bloorview Kids Rehabilitation Hospital;</li> <li>d. in connection with the nomination of persons to the Board, conform to the guidelines for the selection of Directors, including skills, experience, qualifications, qualities and diversity as established by the Board from time to time;</li> <li>e. identify and recruit qualified candidates for nominee Directors;</li> <li>f. in the event of the resignation or death of any Director or Officer, identify and recommend to the Board a nominee to fill the vacancy;</li> <li>g. initiate a renewal process, annually, prior to the turnover of Directors at the annual meeting of Holland Bloorview Kids Rehabilitation Hospital whereby the Chair of each standing and special or ad hoc committee, reviews the committee's membership; such review may include: <ul style="list-style-type: none"> <li>• attendance and participation at meetings; and</li> <li>• overall contribution to the Committee's work.</li> </ul> <p>Based on this review, each committee Chair will identify the need if any for new Directors and community members or a different mix of Directors and community members-including skills, experience, qualities required and provide such information to the Chair of the Governance Committee.</p> </li> </ul>

	<ul style="list-style-type: none"> <li>h. oversee the development, maintenance and implementation of governance policies and initiatives in order to facilitate and improve the effectiveness of the Board, all in keeping with then current best practices; the foregoing to include overseeing the orientation and continuing education of the Board (including new Directors to the Board) which may be incorporated into regular meetings of the Board and committees and organizing, with input from the President &amp; CEO, and the Chair of the Board, the Board's annual retreat;</li> <li>i. review and evaluate the performance of the Board, Directors and the Board Chair, and the mechanisms in place to ensure the Board's effective operation;</li> <li>j. review and evaluate periodically the performance of standing and special or ad hoc committees of the Board, and their Chairs, and make recommendations to the Board as required;</li> <li>k. review annually the Board's annual work plan and recommend any proposed changes to the Board for its approval;</li> <li>l. establish the strategic planning process, ensuring Board involvement and eventual Board approval;</li> <li>m. review on a periodic basis, but no less than every three years, the constitution, by-laws and Board policies of Holland Bloorview Kids Rehabilitation Hospital unless the Board otherwise requires. Without limiting the foregoing, the Governance Committee will review and make recommendations to the Board concerning: <ul style="list-style-type: none"> <li>Governance standards, best practices, and policies</li> <li>Board composition</li> <li>By-Law amendments</li> <li>Board size</li> <li>Board attendance</li> <li>Board structure</li> <li>Board quality indicators</li> </ul> </li> <li>n. review every three years, the terms of reference of committees of the Board and from time to time, recommend to the Board the creation of new committees or the abolition of any then existing committees of the Board;</li> <li>o. review and re-assess the adequacy of these terms of references no less than every three years and recommend any proposed changes to the Board for approval;</li> <li>p. develop the Governance Committee Work Plan annually, that reflects the Board's priorities for the year;</li> <li>q. carry out such other duties as may be required by the Board from time to time.</li> </ul>
Membership and Voting	<p>Membership shall be determined/appointed by the Board annually upon the recommendation of the Governance Committee and shall consist of:</p> <ul style="list-style-type: none"> <li>a) a Chair who shall be a Director;</li> <li>b) not less than two other Directors, one of whom could be a Vice-Chair of the Board of Directors;</li> <li>c) ex-officio members: the Chair of the Board of Directors and the President and CEO of the Hospital;</li> <li>d) plus such additional community members as appointed by the Board at the request of the Chair of the Committee to ensure an appropriate breadth of skills and perspectives on the Governance Committee.</li> </ul>

	<p>At the first meeting of the Board following each Annual Meeting, the Board will appoint members of the Governance Committee (including community members) for such year. While there is no official maximum term for community members, it is anticipated that they will generally be eligible for re-appointment for no more than five additional annual appointments. Additional members may be added to the Governance Committee during the year with the approval of the Board.</p> <p><b><u>Voting</u></b></p> <p>All members of the Governance Committee, including <i>ex-officio</i> members, shall be entitled to vote. Members of the Committee may participate in the meeting virtually. Votes may be taken by email in the event of a time sensitive issue in between scheduled meetings. Voting by proxy is not permitted.</p>
Chair	<p>The Chair shall be a Director of the Board of Directors.</p> <p>The Governance Committee shall make recommendations to the Board with respect to the appointment of the Chair of the Governance Committee.</p>
Frequency of Meetings and Manner of Call	<p>The Governance Committee shall meet at the call of the Chair. The Committee will meet at least four times per year.</p> <p>Copies of meeting minutes shall be distributed to all Committee members and presented for approval at the next scheduled meeting. The approved minutes shall be filed by the Sr. Executive Assistant and Governance Lead.</p>
Quorum	<p>A majority of members of the Committee, including the Chair, will form a quorum for meetings of the Governance Committee.</p>
Resources	<p>Staff (employees or professional staff) will be assigned to the Committee by the Board or the CEO and will provide resources to the Committee as appropriate.</p> <p>Members of the Committee shall be entitled to be reimbursed for reasonable costs incurred by them in the performance of their duties as Governance Committee members, according to Board policies.</p>
Reporting	<p>The Governance Committee shall regularly submit reports of its meetings to the Board of Directors and provide update reports to the Board on its Terms of Reference, goals and work plan.</p> <p>The Committee will report to the Board via the Chair of the Committee.</p>
Date of Last Review	January 2026