



Governance Committee

2017 Report to the Annual General Meeting

November 19, 2017

Committee Members

Dean Hustwick (Chair)
Ania Ciesielski
Joanne Davidson
Lisa Ferdinand

Committee Meetings

1. August 23 - conference call
2. October 24 - conference call
3. November 11 - conference call

Attendance at Committee Meetings

Dean Hustwick (Chair)	3/3
Ania Ciesielski	3/3
Joanne Davidson	3/3
Lisa Ferdinand	2/3 (due to a conflict of interest related to nominations)

Summary

The Governance and Nominations Committee is a committee of the Board that possesses specific powers under the AO Bylaws and policies. The Committee is responsible for the good governance of the corporation and for overseeing recruitment, orientation and development of the Directors and the Board.

Specific Duties

The Governance Committee shall:

- a) Review by-laws periodically to ensure that they are current and ensure that approved governance policies and actual practices are consistent with the by-laws and with each other.
- b) Develop and recommend governance policies and amendments thereto as necessary.
- c) Review the structures and policies that govern the Board and its committees to ensure they are current and effective in achieving annual and long term goals of the Organization, and make recommendations to the Board regarding modifications to these that it deems advisable.
- d) Conduct periodic compliance audits on selected governance policies to ensure that



- Board conduct and practices comply with approved policies.
- e) Consult with Board members with respect to an annual work plan for this committee and the Board and recommend such for the Board.
 - f) Review and make recommendations to the Board with respect to complaints against Board members or any other extraordinary matters related to the code of conduct or conflicts of interest referred for its attention by Board committees, members, staff, or contractors.
 - g) Annually identify intentions of current Board members with respect to their continuing service on the Board to ensure timely succession planning for the Board and committees.
 - h) Identify the characteristics, qualifications and recruitment strategies required to fill immediate and prospective vacancies on the Board and its committees and communicate these to the Governance Committee.
 - i) Ensure orientation of new members to the Board and identify and plan for the continuing education needs of current Board members.
 - j) Ensure the periodic evaluation of Board and Director performance against standards and expectations as prescribed in the by-law and these policies.

2017 Accomplishments

- January – Board Orientation provided by Synergy Associates
- January – April – participated in recruitment process for Executive Director
- August – November – established a Nominations Committee and oversaw the process that has resulted in a recommended slate of nominees for the 2017 AGM
- October – November – Reviewed potential amendments to the AO Bylaws for improved clarity and operations (amendments are to be voted on at the AGM)
- November – Conducted Board and Committee surveys to obtain feedback for continuous improvement
- Ongoing
 - advice and guidance on AO's strategic and operational plans
 - investigation into a new partnership to provide affordable and speedy criminal record checks to members
 - discussion of general administrative matters

Next Steps

Organize and deliver the annual orientation training for board members and staff.

Report submitted November 16, 2017.

Dean A. Hustwick

Chair, Governance Committee