

**OLD GRACE HOUSING CO-OPERATIVE**  
**TERMS OF REFERENCE: GOVERNANCE COMMITTEE**

*Accepted by the Board 2022.02.08 with an update to the Membership clause re: diversity.*

<b>Item</b>	<b>Considerations</b>
<b>Role</b>	This is a standing committee (per <a href="#">By-law 4.03</a> ) charged with promoting good governance in all activities of the co-op, with special attention to its values and principles, its by-laws, policies, rules, and agreements with its members and third party partners.
<b>Responsibilities</b>	The committee: <ul style="list-style-type: none"><li>a. reports to and advises the board on matters related to the governance of the co-op.</li><li>b. develops and presents governance documents to the board and to membership for ratification.</li><li>c. reviews existing governance documents and revises them as required.</li></ul>
<b>Chair</b>	The committee is chaired by a member appointed by the board of directors.
<b>Membership</b>	The committee will consist of a minimum of five members, and a maximum of eight members of the co-op. It should reflect the diversity of the co-op membership and it encourages the participation of equity-seeking groups.
<b>Liaison with board</b>	The chair of the committee will provide liaison with the board.
<b>Reporting</b>	The committee will report to each board following each meeting and to the membership at general meetings at least once per year.
<b>Quorum</b>	The quorum is 51% of voting members, minimum 3.
<b>Decision-making / Voting</b>	Decisions are made using the co-op consensus decision making model, but recorded as ordinary resolutions (simple majority).
<b>Frequency of Meetings</b>	The committee will meet at least twice a year to meet its responsibilities.

<b>Term of appointment</b>	<p>The chair and members are appointed by the board (following each annual general meeting) for one-year renewable terms. It is advantageous to provide for continuity in committee membership so there is no term limit.</p> <p>In case of resignation(s) from the committee bringing the number of members to less than five, the board appoints members for the remainder of the term until the next annual general meeting.</p>
<b>Confidentiality</b>	<p>Upon appointment, committee members must sign and place on record the <a href="#">confidentiality agreement for committee members</a>.</p>
<b>Date of Last Review</b>	<p>2022.02.15</p> <p>Previous version 2016.02.13, comments 2020.08.17</p>