OLD GRACE HOUSING CO-OPERATIVE
Governance Committee Terms of Reference

Item	Considerations
Mandate	The Governance Committee is a Standing Committee of the Board (per OGHC By-law 4.03). • The Committee promotes good governance in all co-op activities, with special attention to its values and principles, its by-laws, policies, rules, and agreements with its members and third-party partners.
Related Policy & Procedure	*Guideline for Policy Development and Amendment*
Membership	• Minimum of 3 members, maximum of 7 members including the Chair and Co-chair. • The Board appoints the Chair and/or Co-chairs and committee members from a list of co-op members who have expressed willingness to serve. • The Chair and/or Co-chair may appoint additional members and advise the Board of their names (4.03c).
Term of Appointment	• Committee members are appointed by the Board for 1-year terms, renewable by mutual agreement (4.03c). • The previous year's committee will serve until the Board approves the new committee.
Responsibilities	The Board may assign duties and responsibilities to the Committee that are not inconsistent with the Act (4.03). • Responds to requests from the Board for amendment of the co-op's existing governance documents (By-laws, Occupancy Rules, Policies, procedures and forms), or the development of new ones. • Monitors the co-op's governance documents and recommends updates when required.

Evaluation	Annual Transition Planning
	• Conducts an annual evaluation of committee operations and submits the following information to the Board 1-month prior to the AGM:
	  ○ List of current members
	  ○ Summary of work in progress
	  ○ Summary of challenges, opportunities and work priorities anticipated in the year ahead
	  ○ Recommends if the committee should continue to function
	• Representative(s) of the committee will meet with the Board following the AGM to review the Committee's Terms of Reference. The annual transition planning information will inform this conversation.

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Committee Member Roles	Chair / Co-chairs • Monitors and responds to emails. • Board liaison (or designate). • Schedules committee meeting dates in consultation with all members • Sets agenda, prepares materials, and facilitates the meetings. • Records committee meeting minutes; circulates these to committee members for review • Sends approved meeting minutes to board Secretary • Submits documents to the Board for approval to present these to co-op members. • Prepares a report for each Membership Meeting. Members • Respond to requests for new policies or amendments, or policies to be repealed. • Conduct research and recommend solutions on policy and procedural issues. • Develop draft documents, according to content familiarity and expertise. • Review and comment on draft documents prepared by other committee members. • Review and comment on Governance Committee minutes and reports prior to submission.
Communications	• The Chair and/or Co-chair must have access to the Google Workspace account and use this to maintain a record of committee communications and activities (governance@oldgracehousingcoop.ca)
Confidentiality	• All committee members must sign the *OGHC Confidentiality Agreement* and the *OGHC Financial Confidentiality Agreement* upon their appointment or re-appointment. The signed documents will be forwarded to the board Secretary.
Quorum	• 51% of the number of members. • Minimum of 2 members.
Decision-making	• Committee member concerns are addressed through discussion. • Decisions are made by consensus, and are recorded as ordinary resolutions (simple majority) in the meeting minutes.

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Frequency of Meetings	• Meets at least quarterly, online or face-to-face.
Reporting	Meeting Minutes • Committee members must disclose if there is a real or perceived conflict of interest in conducting committee business and record it in the meeting minutes. • Keeps records of committee meetings and forwards these to the board Secretary before the next regular board meeting. The Board will decide if the information will be distributed more widely (4.03e). Reports to Members • Provides a written report on committee activities for each member meeting and for the AGM. Reports will be circulated to co-op members in advance of these meetings to allow for questions.
Date Approved by Board	July 8, 2026