



Canadian Academy of Health Sciences  
Académie canadienne des sciences de la santé

## **Governance**

### *Terms of Reference (2021)*

#### **Mandate**

To support the Board by providing the essential role of ensuring the proper governance of the Canadian Academy of Health Sciences (CAHS).

#### **Membership**

- Chair – be selected by the Board
- President (ex-officio)
- Chief Executive Officer (ex-officio)
- Two or more Fellows

The term of membership is set based on an overall policy on terms of office for members of CAHS standing committees set by the CAHS Board of Directors.

#### **Voting**

Committee members can cast votes in person, on conference calls and/or electronically in accordance with the policy for electronic voting for standing committees set by the CAHS Board of Directors.

#### **Quorum**

Quorum for voting and meetings is established at the 50% of the members of the committee plus one member.

#### **Responsibilities**

- Lead the Board in discussing and agreeing on the competencies required for the positions on the Board and the Board Executive when a vacancy occurs.
- Solicit a list of individuals who meet the desired competencies by releasing a call to the membership for nominations and by reaching out to Fellows in the discipline specific to the vacant positions.
- Recommend individuals to fill vacancies on the Board and Board Executive.
- Lead the Board in discussing and agreeing on recommendations for Fellow representative members.
- Carry out the annual performance assessment of the Board.
- Review bylaws and policies regularly to ensure that they are current and reflect the needs of the Academy;
- Develop a Board manual providing direction to existing and new Board members as well as defining the relationship between the Board and Management;



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- Review the terms of reference and membership of the various committees of the Board and provide a report to the Board on committee membership,
- Take into account equity, diversity and inclusion (EDI) in all its activities.

#### **Objectives**

- To ensure proper governance for CAHS and its Board

#### **Outcomes**

- To ensure the optimal functioning of the Board through the adoption and enactment of the regulations and principles that are set by the Academy

#### **Resources**

- The CEO functions as an enabler of the work of the Committee through the enactment of the Committee's decisions and actions and the facilitation of the overall directions of the Academy;
- Administrative support to the Committee and any necessary materials (ex. reports on previous activities) will be provided by Management;

#### **Meeting schedule**

The Committee normally will meet four times per year or at the call of the Chair as required.

#### **Date of approval**

This version of the terms of reference for the Governance Committee was approved by the CAHS Board of Directors in DATE.