



**Association of Professional Geoscientists of Ontario  
Governance Committee  
Terms of Reference**

**Mandate**

- The Governance Committee is responsible for:
  - Monitoring the overall function of Council and the Association to ensure compliance with the Professional Geoscientists Act 2000, Regulations made under the Act and By-laws of the Association
  - Ensuring that the APGO adheres to all other pertinent standards and practices expected of a self-regulating professional association

**Functions and Responsibilities**

- Develop and present a governance model for APGO for adoption by Council and ratification by the membership
- Identify gaps in governance practices and identify ways of addressing these gaps
- Implement agreed upon fixes in a timely manner

**Outcomes and Deliverables**

- Periodic reporting to APGO Council on findings and progress of the Committee
- Provision of an Annual Report to Council by February 28 following the December 31 year end
- Meet the governance deliverables in the APGO's strategic plan

**Operational Considerations**

- Meetings of the Governance Committee will be held quarterly or more frequently as required
- Minutes of meetings should be prepared and delivered to the Executive Director and Registrar of the APGO and to Committee members within 30 days of said meeting being held
- Resource requirements, both from a manpower and funding perspective, should be produced, at minimum, annually in conjunction with the annual budgeting process

**Status and Authority**

- The Governance Committee is a Standing Committee of the APGO as noted in By-Law No. 7, Standing Committees of Council
- The Committee reports to Council through its chair

- The Governance Committee shall operate within the terms of the Act, and its By-Laws
- Recommendations and decisions of the Committee will be by consensus
- The Committee has the authority to create Working Groups, which may comprise other volunteers or staff of APGO as the parties may choose and decide together
- The Committee's term is open ended

### **Composition/Organization**

- The Governance Committee, in accordance with the APGO By-Law No. 7 is to be comprised of (but not limited to):
  - o Two (2) elected councilors
  - o One councilor who is a non-member appointee and
  - o The president (sitting as ex-officio)
- The Chair is to be selected by Council
- Selection of the two elected and one non-member appointee councilors is determined by the Chair and Vice Chair of the Committee in conjunction with the annual review of availability of Councilors for Committee participation. Other members of the Committee may be selected by the Chair of the Committee as needed from the roster of volunteers
- Appointments to the Committee shall be for a term of two years, unless otherwise specified by Council, subject to the need to maintain continuity of at least 50% of Committee members in any given year
- The term of the members of the Committee will generally begin in June of the year appointed, coincident with the Annual General Meeting of the APGO. In the event that replacements or additions to the Committee are made after the AGM, the term expiry should be set to coincide with the next closest 2 year June date, i.e. if appointed in February 2009, set term to June 2011, if appointed in Nov 2008, set term to June 2010
- A majority of the Committee members constitute a quorum
- Observers and invited experts may attend meetings of the Committee
- In the event of a vacancy on the Governance Committee, the Executive Committee of APGO, in consultation with the Chair of the Committee, may appoint an immediate replacement to the Committee

### **Review**

- The Terms of Reference of the Governance Committee will be reviewed at least once every three years

### **References**

- Professional Geoscientists Act, 2000
- APGO By-Law No. 1
- APGO By-Law No. 7