**Memo to LCCJ Board**

**Record of Governance Committee Meeting**

Date: March 14, 2022 – 1:30 pm

Present: S. Graham, Chair, R. Dickson, M. Bird, E. Stresman and, J. Higginson

The meeting addressed four main issues:

* Bylaw Review
* Review of the Governance Committee’s Terms of Reference
* Review of the Terms of Reference for all Committees
* Strategic Plan 1st year progress report

**A review of Bylaws**

1. Agreed changes were made to the new draft conflict-of-interest bylaw. This will be presented to the Board at the March meeting with a recommendation that it be adopted. If it is approved it will be further suggested that if approved a copy of the policy and accompanying form be sent to each board and committee member and, volunteers for signature and to be returned by the end of April 2022.
2. M. Bird and R. Dickson will undertake a thorough review of all bylaws as required by the Ontario Not for Profit Act (ONCA). It is intended that this process will be completed by the end of 2022.

**A review of Governance Committee’s TOR Relevant to the Board**

The current TOR state that the Governance Committee conducts an annual Board self-evaluation along with “board development” (interpreted as capacity development of the Board). Considerable discussion took place and more questions than answers were raised:

* Does this mean self-evaluation of the board as a whole or individual board members?
* Does the Board itself want this done?
* What questions would be asked? What would be done with the results as it is not intended to make a to do list for the ED?
* Should a retreat or workshop be organized to tackle these issues? Would there be buy in (and attendance) from all board members, staff, and committee members to make this worthwhile. (Stephen has generously offered use of his barn/meeting place for this purpose.)
* Should a self-evaluation be connected to board member development? What is the inclination of the Board toward capacity development? Could the two activities be accomplished in an afternoon retreat?

It was decided that the Committee would continue to discuss these issues before making recommendations. A one-page Suggestions for Board Capacity Development questionnaire developed by Stephen will be discussed as a possible guide from the Board.

**Review of Terms of Reference for all Committees**

It was agreed that the following recommendations would be made to the Board:

* All committees should use the same format for their Terms of Reference. A form will be emailed to all committee chairs to assist.
* Although it is intended that all committee members should carefully review their own TOR and decide what is relevant and doable, a “fleshed out” TOR developed by Committee member J. Higginson will also be sent out to assist.
* Each committee will submit their revised TOR in the suggested format to be discussed at the June Board meeting.

**Strategic Plan 1st Year Progress Report**

* Under preparation by Joellen. To be delivered at the April board meeting.

**Attached:**

1. Draft Conflict of Interest Policy
2. LCCJ Template (TOR)