



THE DEPOT COMMUNITY FOOD CENTRE (The Depot)

TERMS OF REFERENCE OF THE GOVERNANCE COMMITTEE (the Committee)

I. Role of the Committee

The Committee is appointed by the Board of Directors of The Depot (the **Board**) to assist the Board with respect to governance matters.

The Committee is responsible for the discharge of such other duties as may be delegated by the Board.

II. Membership

The Committee shall be comprised of four (4) or more individuals appointed by the Board on an annual basis or until they are removed or their successors are duly appointed. A majority of the members of the Committee (the **Committee Members**) shall be independent Directors sitting on the Board, in accordance with best practices. The Chair of the Board (the **Board Chair**) shall be an *ex officio* Committee Member. A minimum of one (1) Committee Member shall be an incumbent Director whose term as a Director does not expire at The Depot's next Annual General Meeting of the members so as to preserve the continuity of institutional knowledge.

An independent Committee Member is one who has no direct or indirect material relationship with The Depot, and may include the Board Chair. A material relationship means a relationship which could, as determined by the Board, reasonably interfere with the exercise of a Committee Member's independent judgment.

The Chair of the Committee (the **Committee Chair**) shall be an independent Director appointed by the Board.

All Committee Members, whether or not they are Directors sitting on the Board, are required to read, understand and adhere to The Depot's Code of Ethics, Conflict of Interest Policy and the Confidentiality Agreement entered into by each Committee Member with The Depot, and annually sign an acknowledgment to this effect.

III. Meetings

The Committee shall meet at least four (4) times per year or at such other frequency as the Committee Chair or the Committee deems necessary to fulfill its responsibilities. The Executive Director of The Depot (the **ED**) shall be invited to attend each meeting of the Committee except for the *in camera* part of the meeting.

A quorum shall consist of a majority of Committee Members. Decisions of the Committee will be by an affirmative vote of the majority of those Committee Members voting at a meeting. Meetings can be conducted in person, online or in a hybrid manner at the Committee Chair's discretion. The minutes of each meeting will be drafted by a member of the staff or a Committee Member and submitted to all Committee Members for approval.

The Committee may also act by resolution in writing or by email signed by all Committee Members.

IV. Reporting to the Board

The Committee shall regularly report on the results of each meeting of the Committee to the Board. Once approved by all Committee Members, Committee meeting minutes, supporting schedules and data received and reviewed by the Committee are to be included in the Board's consent agenda, excluding the in camera portion.

The Committee Chair shall, from time to time, give a presentation or verbal report to the Board.

V. Authority

For the purposes of carrying out its responsibility, including investigating any matter brought to its attention, the Committee shall have access to all relevant books, records, facilities and, acting through the Board Chair, personnel of The Depot.

The Committee may, as required and subject to advising the Board Chair, engage an outside advisor for advice and assistance at the reasonable expense of The Depot provided it is reasonable in the circumstances to do so, having regard for the not-for-profit nature of The Depot.

The Board may authorize the Committee to investigate any activity of The Depot.

VI. Responsibilities

In the discharge of its role, the Committee assumes specific responsibility for the following functions:

- developing and recommending to the Board governance guidelines and a governance framework for The Depot and making recommendations to the Board with respect to governance practices;
- developing for approval by the Board and monitoring appropriate governance structures and procedures, including the identification of decisions requiring approval of the Board;
- receiving comments from all Directors as to the Board's performance, overseeing the execution of a process assessing the effectiveness of the Board as a whole, the Board committees, Board and committee chairs, and the contribution of individual directors;
- developing for approval by the Board, monitoring and periodically reviewing a Code of Ethics, a Conflict of Interest Policy, confidentiality undertakings, and all related policies applicable to The Depot's Directors, Officers, employees volunteers and other stakeholders, and reviewing and approving any change or waiver of the foregoing;
- recommending such permanent or *ad hoc* committees as it deems necessary for the purposes of assisting in the governance of The Depot, to fulfill any fiduciary responsibilities, or to attain its strategic objectives as laid out by the strategic plan or other;
- reviewing periodically the Terms of Reference (**ToR**) of the Board Committees;
- advising the Board on The Depot's engagement with its members and other stakeholders;
- ensuring that the Board has appropriate structures and procedures in place so that it can function with the proper degree of independence and transparency from management and make decisions in an accountable, efficient and effective manner;
- monitoring the relationship between the Board and the ED;
- developing, monitoring and reviewing orientation and continuing education programs for Directors;

- examining the size of the Board and recommending adjustments from time to time to ensure that the Board is of a size that facilitates effective decision making; and
- making recommendations to the Board with respect to the composition of Board Committees.

VII. Complaints

Concerns or complaints relating to the Committee or its work shall be promptly referred to the Board Chair by email at boardchair@depotmtl.org and/or the Vice-Chair at vicechair@depotmtl.org. Communications received in this manner will be processed in accordance with procedures approved by the Board's independent Directors.

No reprisal, retaliation or disciplinary action shall be taken against employees for reporting, in good faith, such concerns. The Board Chair and/or Vice-Chair shall, if requested by the complainant, keep the identity of the complainant in confidence to the extent appropriate or permitted by law.

VIII. Annual Review

The Committee shall review the adequacy of these ToR on an annual basis and recommend any changes to the Board.

IX. Additional

Nothing contained in these ToR is intended to expand applicable standards of conduct under statutory requirements for the Directors or the Committee Members. These ToR amend and restate in its entirety any previous ToR or analogous document in respect of the Committee.

ADOPTED by the Board on February 21, 2023.

REVISED by the Board on March 28, 2024.

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