



ESS Terms of Reference:

Governance Committee

Approved by the Board of Directors on July 29, 2026

Reviewed on July 23, 2026

Recommended to be reviewed by: August 2027

1. The Governance Committee is a committee of the Board.
2. Composition:
 - a. At least three (3) members of the board of directors
 - i. Must include the current Board Chair of ESS and the Governance Officer
 - b. Up to but no greater than two (2) general members of the Society.
 - c. The Committee's membership may not exceed six (6) voting members.
 - d. The Committee may invite additional non-voting guests at its discretion.
 - e. The Director of Development of the Society will be a non-voting member of the committee.
 - f. The Director of Engagement of the Society will be a non-voting member of the committee.
 - g. Quorum shall be two (2) voting members of the committee
3. Chair
 - a. The Committee will be chaired by the Governance Officer
 - b. The Chair will be responsible for calling meetings, developing the agenda for meetings with input from the Committee, establishing yearly committee goals, preparing policy updates for review and reviewing the draft minutes from the previous meeting.
4. Governance Officer
 - a. The Governance Officer will be responsible for reporting the committee's activities to the Board of Directors through Slack each month the committee meets.
5. Quorum:
 - a. Quorum shall be two (2) voting members of the committee.
6. Mandate:
 - a. Shall be responsible for adherence, review and proposal of change to the governing documents of the Society, including the Constitution, Bylaws, Policy, Regulations, and Guidelines.
 - b. Shall report to the Board at least monthly or bi-monthly through Slack on progress and adjustments made to any governing policies



- c. Shall conduct an annual audit to ensure committee efficiency, compliance and success
 - d. Shall co-draft and edit new/old governance policies as needed
- 7. Meeting Frequency
 - a. The Governance Committee shall meet at least once every two months, with more frequent meetings being held as necessary.
- 8. Agenda
 - a. The agenda will be sent out at least 2 days (or 48 hours) prior to the holding of a Governance Committee meeting