



## **GOVERNANCE COMMITTEE TERMS OF REFERENCE**

Approved by the Board on September 30, 2019

### **1. PURPOSE**

The Governance Committee is a standing committee of the Board of Directors (Board) of St. Thomas More Collegiate Ltd. (STMC). The Committee has the responsibility to assist the Board in ensuring that there is an effective governance framework and that the Board is effective in carrying out its responsibilities.

### **2. COMPOSITION**

The Committee shall be comprised of at least two (2) directors of the Board (of whom the STMC Board Chair as Chair of the Governance Committee shall appoint one), the STMC Board Chair and the STMC Board First Vice-Chair. The Board appoints committee members for a one-year term and such appointments are to be confirmed annually by the Board.

### **3. MEETINGS**

- 3.1 The Committee shall meet on a quarterly basis, with additional meetings at the call of the Chair of the Committee;
- 3.2 Notice of each meeting of the Committee shall be given to each member of the Committee not less than 5 days prior to the meeting date (unless otherwise waived by all members of the Committee);
- 3.3 Members may participate in any meeting by means of telephonic, electronic or other communications facilities and a member participating by such means shall be deemed to be present at that meeting; and,
- 3.4 Quorum is 50% of the members.

### **4. RESPONSIBILITIES**

The Committee shall be responsible for the following:

- 4.1 Developing and recommending to the Board for approval the governance-related policies of the Board;
- 4.2 Assisting and supporting the periodic review processes for evaluating the performance of the President;
- 4.3 Assisting the Board Chair in identifying suitable candidates for appointment as Directors of STMC, planning for succession for the Board Officers and Board Committee Chairs, and, as the need arises, filling vacancies on the Board. **See Appendix C.**
- 4.4 Recommend to the Board timely changes in the roles, size, composition and structure of the Board and its Committees;



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- 4.5 Annually recommending to the Board for approval the Board Officers and Chairs of each Board Committee;
- 4.6 Overseeing the procedures for assessing the effectiveness of the Board as a whole and a self-assessment process for individual Directors;
- 4.7 Developing an annual approach to Director orientation to familiarize new Directors with STMC;
- 4.8 Undertaking, at the request of the Board Chair or the Board, such other governance-related initiatives as may be necessary or desirable to contribute to the success of STMC.

## **5. SELF-ASSESSMENT**

The Committee shall conduct an annual self-assessment of the performance of the Committee against these terms of reference and report their findings to the Board.

## **6. TERMS OF REFERENCE REVIEW**

The Committee shall conduct an annual review of its terms of reference and report their findings to the Board.

## **7. REPORT TO THE BOARD OF DIRECTORS**

The Committee Chair shall provide oral or written reports of its proceedings to the Board. Minutes, supporting schedules and information of the Committee shall be made available to any Board member upon request.



## **FINANCE COMMITTEE TERMS OF REFERENCE**

Approved by the Board on September 30, 2019

### **1. PURPOSE**

The Finance Committee is a standing committee of the Board of Directors (Board) of St. Thomas More Collegiate Ltd. (STMC). The Committee has the responsibility to assist the Board in fulfilling its oversight responsibility as it relates to the operation of STMC's overall financial and risk management ensuring comprehensive financial internal control policies that maintain and improve the financial health and integrity of the organization and ensure the assets of the organization are well-protected.

### **2. COMPOSITION**

The Committee shall be comprised of at least two (2) directors of the Board (of whom one shall be the Treasurer who shall serve as the Chair of the Finance Committee). The STMC President shall be a member of the Committee. The Board appoints committee members for a one-year term and such appointments are to be confirmed annually by the Board. The appointed Board Treasurer assumes the role of the Chair of Finance Committee and should hold the designation as a Chartered Professional Accountant.

### **3. MEETINGS**

- 3.1 The Committee shall meet in advance of every Board meeting, with additional meetings at the call of the Chair of the Committee;
- 3.2 Notice of each meeting of the Committee shall be given to each member of the Committee not less than 5 days prior to the meeting date (unless otherwise waived by all members of the Committee);
- 3.3 Members may participate in any meeting by means of telephonic, electronic or other communications facilities and a member participating by such means shall be deemed to be present at that meeting; and,
- 3.4 Quorum is 50% of the members.

### **4. RESPONSIBILITIES**

The Committee shall be responsible for the following:

- 4.1 Overseeing the policies and procedures financial health and integrity of the school, governing internal controls, and other financial policies and procedures;
- 4.2 Receiving regular reports and presentations from the President and the Business Office of STMC;
- 4.3 Overseeing the assessment of financial and other risks of STMC; and,
- 4.4 Any other responsibilities delegated to it by the Board from time to time including any Committee specific annual initiatives as set out from time to time in **Appendix D**.



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## 5. SELF-ASSESSMENT

The Committee shall conduct an annual self-assessment of the performance of the Committee against these terms of reference and report their findings to the Board.

## 6. TERMS OF REFERENCE REVIEW

The Committee shall conduct an annual review of its terms of reference and report their findings to the Board.

## 7. REPORT TO THE BOARD OF DIRECTORS

The Committee Chair shall provide oral or written reports of its proceedings to the Board. Minutes, supporting schedules and information of the Committee shall be made available to any Board member upon request.

### See Annual Goals

## Annual Initiatives to be Reviewed Annually

- Develop comprehensive financial internal control policies that maintain and improve the financial health and integrity of the organization and ensure the assets of the organization are well-protected
- Implement a financial model that forecasts 3 - 5 years into the future that integrates strategic plan objectives, initiatives and funding strategies (including enrolment variability)
- Develop a comprehensive long-range capital plan integrated with the organization's strategic plan including cost estimates and time-frames for implementation
- Review the cost-benefit analysis of current programs or services provided and recommendations by management/staff for new programs and services
- Enhance the annual budget process by expanding expense items for more detail, implementing a zero-based approach and involving more individuals in the process to ensure a more meaningful and robust result
- Set long-term financial goals and respective time-frames for implementation
- Regarding the strategic plan, the Committee will work closely with management/staff to determine the financial implications of the plan and include into a multi-year operational/capital budget that will support the implementation of longer-term strategies
- Working closely with management/staff, identify a risk management program and oversee the assessment of various risk management elements with the school and its operations
- Work closely with management/staff to develop and enhance comprehensive reporting regarding the school's financial results and overall treasury position, its adherence to the budget approved by the board, elaborate on explanations of material variances of each budget line item and the allocation of staffing resources required to fulfill such requirements. In the event of any changes to any variables regarding the financial environment that may have a significant impact to the organization, the reporting should include, if possible, proposed strategies or recommendations to overcome perceived short-term setbacks.



## **DEVELOPMENT COMMITTEE TERMS OF REFERENCE**

Approved by the Board on September 30, 2019

### **1. Purpose**

The Advancement Committee is a standing committee of the Board of Directors (Board) of St. Thomas More Collegiate Ltd. (STMC). The Committee has the responsibility to assist the Board in fulfilling its oversight responsibility as it relates to the operation of STMC's overall advancement strategy, including the stewardship of donors, fundraising activities, community relations, and alumni relations.

### **2. Composition**

The Committee shall be comprised of at least two (2) directors of the Board (of whom the STMC Board Chair as Chair of the Advancement Committee shall appoint one), the STMC Board Chair and the STMC President. The Board appoints committee members for a one-year term and such appointments are to be confirmed annually at the Board's Annual Meeting.

### **3. Meetings**

- 3.1 The Committee shall meet on a quarterly basis, with additional meetings at the call of the Chair of the Committee;
- 3.2 Notice of each meeting of the Committee shall be given to each member of the Committee not less than 5 days prior to the meeting date (unless otherwise waived by all members of the Committee);
- 3.3 Members may participate in any meeting by means of telephonic, electronic or other communications facilities and a member participating by such means shall be deemed to be present at that meeting; and,
- 3.4 Quorum is 50% of the members.

### **4. Responsibilities**

The Committee shall be responsible for the following:

- 4.1 Overseeing the policies and procedures governing donor recognition, naming opportunities, and other advancement policies and procedures;
- 4.2 Receiving regular reports and presentations from the Advancement Office of STMC;
- 4.3 Providing linkages to community locally, nationally and internationally for the purpose of fostering positive connections to STMC; and,
- 4.4 Any other responsibilities delegated to it by the Board from time to time including any Committee specific annual initiatives as set out from time to time in Appendix 1.



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## 5. **Self- Assessment**

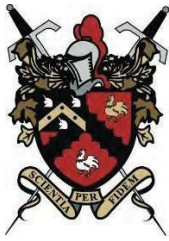
The Committee shall conduct an annual self-assessment of the performance of the Committee against these terms of reference and report their findings to the Board.

## 6. **Terms of Reference Review**

The Committee shall conduct an annual review of its terms of reference and report their findings to the Board.

## 7. **Report to the Board of Directors**

The Committee Chair shall provide oral or written reports of its proceedings to the Board. Minutes, supporting schedules and information of the Committee shall be made available to any Board member upon request.



## **FACILITIES COMMITTEE TERMS OF REFERENCE**

Approved by the Board on September 30, 2019

### **1. Purpose**

The Facilities Committee is a standing committee of the Board of Directors (Board) of St. Thomas More Collegiate Ltd. (STMC). The Committee has the responsibility to assist the Board in fulfilling its stewardship responsibilities and managing the STMC buildings, grounds and other capital construction projects in a functional, efficient and sustainable manner.

### **2. Composition**

The Committee shall be comprised of at least two (2) directors of the Board (of whom the STMC Board Chair as Chair of the Facilities Committee shall appoint one), the STMC President and the Facility Manager. Other Committee members may be appointed at the discretion of the Chair of the Facilities Committee. The Board appoints committee members for a one-year term and such appointments are to be confirmed annually by the Board.

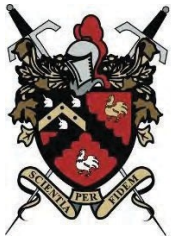
### **3. Meetings**

- 3.1 The Committee shall meet on a quarterly basis, with additional meetings at the call of the Chair of the Committee;
- 3.2 Notice of each meeting of the Committee shall be given to each member of the Committee not less than 5 days prior to the meeting date (unless otherwise waived by all members of the Committee);
- 3.3 Members may participate in any meeting by means of telephonic, electronic or other communications facilities and a member participating by such means shall be deemed to be present at that meeting; and,
- 3.4 Quorum is 50% of the members.

### **4. Responsibilities**

The Committee shall be responsible for the following:

- 4.1 Developing and recommending to the Board for approval the facility-related policies of the Board;
- 4.2 Making recommendations to the Board on how to best manage its capital assets in a sustainable and efficient manner;
- 4.3 Review and recommend annual budget and expenditures for facility maintenance and capital construction projects;



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- 4.4 Ensure the Board is aware of facility-related matters that may significantly impact the operation or costs of operation/maintenance of the school's facilities.
- 4.5 Recommend to the Board timely changes in the roles, size, composition and structure of the Committee or sub-committee(s) when Capital or other programs require the establishment of other sub-committees (ex. Buildings Committee)
- 4.6 Represent and report on progress to the board on all activities of the Committee or subcommittee(s)
- 4.7 Undertake, at the request of the Board Chair or the Board, such other facility- related initiatives as may be necessary or desirable to contribute to the success of STMC including any Committee specific annual initiatives.

## **5. Self- Assessment**

The Committee shall conduct an annual self-assessment of the performance of the Committee against these terms of reference and report their findings to the Board.

## **6. Terms of Reference Review**

The Committee shall conduct an annual review of its terms of reference and report their findings to the Board.

## **7. Report to the Board of Directors**

The Committee Chair shall provide written reports of its proceedings to the Board. Minutes, supporting schedules and information of the Committee shall be made available to any Board member upon request.