



## Good Governance Committee Profile

*Approved – March 15, 2022*

1. Title

Good Governance Committee

2. Type

Standing Committee of the Board

3. Composition

The Committee is composed of a Committee Chair, who is chosen from among the Board, and a minimum of two to a maximum of five other appointed members as may be required from the Board or members at large. A maximum of two students from University of Manitoba's college of pharmacy may participate on the committee if they are recommended by the student liaison to the board and confirmed by the chairperson. In addition, the Chair of the Board shall serve as an ex-officio member, and the Chief Executive Officer and Chief Operating Officer shall serve as an ex-officio non-voting members.

4. Appointments

The Board of Directors elects the Committee Chair at the Annual Board of Directors Orientation and Meeting. All other Committee members are selected by the Committee Chair based on consultation with the Board and participating Committee members.

In the event the Committee Chair is unable to fulfill their duties, the Board of Directors will appoint an Interim Chair until the next Annual General Meeting.

Additional members may be appointed as deemed necessary and can include non-Pharmacists Manitoba members who are subject matter experts.

Working Groups comprised of Committee members, members at large or external experts may be established as required.

5. Staff Liaison

The Chief Operating Officer is appointed as a staff liaison for the Committee.

6. Term of Office

The Committee Chair serves a term from the time of their appointment to the end of the next Board of Director Orientation and Meeting following the Annual General Meeting. All members of the committee must be reconfirmed by the Committee Chair annually.

## 7. Meetings

- The Committee meets at the call of the chair on a regular basis or at least 2 weeks prior to each Board Meeting.
- Meetings may be conducted in person, by teleconference or by video conferencing.
- To facilitate communications, a copy of the agenda will be circulated one week in advance of each meeting to the members of the committee.
- Quorum shall be the majority of the members of the Good Governance Committee other than ex-officio members.
- In the absence of the Committee Chair, the members of the Committee shall appoint an Acting Chair.
- Communication will be conducted primarily through email or by telephone when an urgent response is required.
- The Committee will adhere to all Pharmacists Manitoba By-Laws.

## 8. Reporting

- This Committee reports to the Board. Committee meeting minutes will be posted to the Virtual Boardroom within two weeks of each meeting.
- Committee reports will be provided for each Board of Directors meeting as per Pharmacists Manitoba board report template.
- Urgent matters will be brought to the attention of the President and CEO immediately and as necessary.
- Reports containing specific recommendations must include possible budget implications as part of the report.
- Financial requests must be submitted to the Internal Relations Committee for review prior to submission to the Board for approval.

## 9. Terms of Reference

This Committee ensures that the governance of Pharmacists Manitoba is relevant, transparent, functional, and accountable to its membership. The Committee assists the Board in providing long term vision, and in protecting the reputation and values of the association. The Committee will review on an annual basis the Committee Profile for the Good Governance Committee.

### A. By-Laws

- Annually review the By-Laws, with recommendations to the Board, and approval by the membership at the Annual General Meeting.

- Ensure the By-Laws are consistent with Pharmacists Manitoba's role as a negotiator with third parties including Manitoba Health, Health Canada and private insurers.

#### B. Governance

- Develops and reviews governance policies and procedures of the organization, which include, but are not limited to:
  - Composition of the Board of Directors, including Liaison Members
  - Elections to the Board of Directors
    - Election Timeframe
    - Election Procedures
    - Voting Procedures
  - Orientation of new Directors of the Board
  - Honoraria for Board and Committee service
  - Regular review of all Committee Profiles regarding consistency of content and appropriate member representation
  - Conflict of Interest and Confidentiality
  - Legal, ethical and regulatory requirements
  - Review of Board Member attendance

#### 10. Expenses

- Any funding required by the Committee will be provided by Pharmacists Manitoba upon approval of the Board of Directors.
- The Committee requires a place to meet, access to teleconferencing services, and support from the office staff with administrative tasks.
- Committee members who claim expenses from Pharmacist Manitoba must be in compliance with the Travel and Expense Policy/Guideline.

Frequency of Review: to be reviewed annually

Date of Committee Review: February 8, 2022

Date of Committee Approval: February 8, 2022

Date of Pharmacists Manitoba Board of Directors Approval: March 15, 2022