



**Professional Geoscientists of Ontario (PGO)**  
**Governance Committee**  
**Terms of Reference (ToR)**

**Status:**

The Governance Committee is a Standing Committee sanctioned to satisfy the mandate outlined below. The operational term of the Governance Committee is open-ended.

**Mandate:**

The mandate of the Governance Committee is to:

- Monitor the overall function of Council and PGO;
- Ensure compliance with the Professional Geoscientists Act 2000 and the Regulations and By-laws made under the Act;
- Ensure that the PGO adheres to all pertinent standards and practices expected of a self-regulating profession; and
- Unless there is a separate Nominations & Recruitment Committee to perform these tasks:
- Solicit and receive nominations for elections to Council per By-law #1A and By-law #8; and,
- Recruit and recommend non-registrant appointments to Council.

**Composition/Organization**

The Governance Committee should include, but is not limited to, the following perspectives:

- Two (2) elected councillors and
- One (1) councillor who is a non-registrant appointee.

Additional Clause:

- a) To provide oversight or guidance to the committee, the following individuals may attend or may be invited to attend any committee meeting in a non-voting, ex-officio capacity:
- i) The President or Chair of Council;
  - ii) The PGO CEO; or
  - iii) Other members of staff
- b) Unless approved by the Committee Chair, no more than one member of staff (not including the CEO) may be present at a meeting of a committee.
- c) Quorum does not include staff or other guests.

**Committee Selection**

Committee members are selected according to the following procedures:

- The Committee Chair is to be selected by Council;
- The Vice-Chair is to be selected by Committee members;

- The recommended terms of the Chair and Vice-Chair are two years;
- It is recommended that the Vice-Chair shall normally succeed the Chair; Selection of the two elected councillor members is determined by Council on recommendations from the Committee Chair from among eligible available nominees;
- Other members of the Committee may be selected by Council on recommendations from the Chair of the Committee, as needed, from the roster of volunteers;
- The term of the members of the Committee will generally begin in June of the year appointed, coincident with the Annual General Meeting of the PGO;
- Observers and invited experts may attend meetings of the Committee; and
- A volunteer at large who is not a registrant nor a Councillor of PGO may be invited by Council to sit on this Committee if they have valuable professional expertise and experience to offer; ideally such a committee member will have been a PGO Councillor or Registrant previously.

## **Functions and Responsibilities**

The function and responsibilities of the Governance Committee include:

- Maintenance of the existing PGO Governance Manual and ensuring that it reflects the governance practices of PGO's governance model;
- Identification of gaps in governance practices, in the course of the above-referenced monitoring and compliance, ensuring and suggesting of ways of addressing these gaps;
- Implementing fixes in governance, appropriately agreed upon, in a timely manner; and
- Provide recommendations of nominees and non-registrant appointees for candidacy to Council, unless a Nominations Committee is constituted for this purpose.

## **Outcomes and Deliverables**

The Governance Committee is responsible for providing the following:

- Periodic reporting to PGO Council on findings and progress of the Committee; and
- Meet any governance deliverables in the PGO's strategic plan.

## **Training Requirements**

Committee members shall attend training provided by PGO, as well as by Committee Chairs at such times as those Chairs shall determine, for committee members to help them carry out their roles and responsibilities effectively.

## **Operational Considerations**

Operations of the Governance Committee are expected to follow ordered procedures, which include:

- Meetings will be held quarterly, or more frequently as required;
- Recommendations and decisions of the Committee will be by consensus to the extent reasonably possible;

- When consensus is not achievable, a majority of votes shall determine the outcome, as per Bourinot's Rules of Order, which governs the meetings of members, Council and committees of Professional Geoscientists of Ontario as per its By-Law #1A. Section 6.05;
- The Chair or any Committee member that the Chair may designate shall record, prepare, and deliver minutes or notes of meetings to the PGO CEO, PGO Registrar, and Committee members within 30 days of a Governance Committee meeting being held; and,
- The Governance Committee reports to Council through its Chair.
- The documents and information considered by the Governance Committee should be provided to the CEO, or such other appropriate PGO staff person as is designated for the task, for retention and, when appropriate, destruction.
- It is noted that Governance Committee minutes, documents and information should be made, collected, retained and destroyed in a secure manner with appropriate safeguards including limiting access to them to appropriate persons only.

## **Authority**

In order to complete its mandate, the Governance Committee has the authority to:

- Act by unanimous circulated resolution where meetings are not practical;
- Call upon expert advice it determines is appropriate to enable the Committee to satisfy its responsibilities and meet its objectives; and
- Seek external support from staff or contractors as needed to fulfill tasks within its mandate, subject to the approval of Council (or, if the situation does not permit delay, the approval of Executive Committee);
  - Foresee, plan for, and submit its external support needs as part of the annual PGO budgeting process conducted by the Finance Committee and by Council.

## **Review**

The Governance Committee shall review the Terms of Reference of the Governance Committee next in 2025 and at least once every three years thereafter, or as mandated by the Council.

## **References**

Professional Geoscientists Act  
PGO By-Law No. 1A

## Version Control

Version	Author	Date	Changes
1.1	Governance Committee	March 23, 2023	Incorporated the update to decision-making process approved by Council
1.2	Governance Committee	May 23, 2024	Incorporated the amendments approved by Council