
**DIAGNOSTIC SERVICES OF MANITOBA
BOARD OF DIRECTORS POLICY**

Policy Name: Governance Committee
Terms of Reference

Number: GP-8.3

Policy Type: Governance Process

Date Approved: April 14, 2005

Date Amended: February 11, 2009

1. Product

- 1.1. To develop draft policies for Board governance to guide the Board of Diagnostic Services of Manitoba, Inc. in the fulfillment of its obligations. As directed by the Board, these policies will be built around a policy governance framework.
- 1.2. To recommend means of educating the Board members about these policies and about the general responsibilities of being a Board member.
- 1.3. To recommend appropriate mechanisms for monitoring progress toward the Ends and compliance with the Executive Limitations that are consistent with the unique reporting relationship of DSM to the Provincial Department of Health.

2. Authority

The Committee will report to the Board of Directors of DSM.

3. Composition

The membership will consist of 5 members, to be appointed by the Board. The CEO shall attend as an ex officio, non-voting member.

4. Term of Office

The Term of Office is governed by Policy GP-8, clause 7.

5. Quorum

A quorum shall consist of a simple majority of the Committee. No meeting of the Committee shall be held without a quorum in attendance.

6. Frequency of Meetings

Meetings shall be at the call of the Chair.

7. Distribution of the Minutes

Minutes will be distributed to the Committee by email for corrections as soon as possible after a meeting, then distributed to the full Board with the agenda material for the next Board meeting.