

Norfolk Housing Association HR/Governance Committee Terms of Reference

Quorum

50% of committee members in attendance constitutes quorum.

Purpose

To ensure that the board policies of Norfolk Housing Association (NHA) are current, relevant, and facilitate effective governance of NHA by the Board of Directors. To ensure continuity and renewal of the Norfolk Board of Directors and to oversee any HR-related to the Executive Director.

Responsibilities and duties

- Review, maintain, and recommend board policies that accurately reflect the practices of the Board of Directors of NHA
- Provide guidance and feedback to the Board of Directors about any discrepancies between the board policy and practices
- Track and report on NHA's progress toward the board-related milestones listed in the strategic plan
- Ensure continuity and renewal of the Norfolk Board of Directors
- Conduct an annual Board Evaluation
- Recruitment, annual evaluation, and compensation of the Executive Director

Composition

- Two or more board members
- Board chair (Ex Officio)
- Executive Director (Ex Officio)
- Two non-director advisory members at discretion of committee

Committee Chair Selection

The committee will select a Chair by majority vote of members or consensus. Committee Chair terms shall be a maximum of two 3-year terms.

Reporting

The Committee Chair, with the assistance of the Executive Director, will provide a written report of committee activities to the directors at large at every board meeting.

If the Committee Chair is not available or absent from the meeting, then the director selected to chair the meeting will provide the report back to the board.

Committee meeting minutes shall constitute a written report and will follow the template approved by the committee.

Evaluation

The committee will evaluate its effectiveness on an annual basis during the last committee meeting of the year.

The evaluation criteria will be based on the governance calendar, and will take into consideration the engagement of members, meeting attendance, and quality of reports back to the board at large.

Committee Authority

The committee has authority to propose recommendations to the board at large and provide advisory under the responsibilities and duties outlined in these terms of reference.

The committee does not have authority to execute decisions on behalf of the board unless a motion by the board has granted such authority.

Risk Management

The committee has a responsibility to consider and evaluate potential risks to the organization, including any mitigation strategies, when providing recommendations or advising the board of directors.

The committee will also utilize a risk management approach when executing the responsibilities and duties outlined in these terms of reference.

These terms of reference were adopted by the HR/Governance committee at the Dec. 2016 meeting.