LiRN
Legal Information and Resource Network

Internal Relations Committee Terms of Reference

1. Purpose

The Internal Relations Committee supports the Board in strengthening governance, board effectiveness, internal policies, and leadership continuity.

2. Mandate

The Committee provides oversight and strategic guidance to the Board on:

- Governance framework, bylaws, and policy structure
- Board operations and effectiveness
- Review and modernization of policies, procedures, and guidelines
- Board and committee performance and development
- Oversight of the Managing Director performance evaluation process
- Succession planning and leadership continuity

3. Responsibilities

3.1 Governance and Policy

The Committee will:

- Review and recommend improvements to governance frameworks, bylaws, and Board policies
- Ensure clear differentiation between policies, procedures, and guidelines
- Promote clarity, usability, and consistency across governance documents

- Support periodic review and updating of governance materials

3.2 Board Effectiveness and Operations

The Committee will:

- Recommend improvements to Board and committee structure and functioning
- Support effective meeting practices, including structure, scheduling, and engagement
- Facilitate evaluation of Board and committee performance
- Promote effective use of Board member skills and expertise

3.3 Succession Planning and Board Development

The Committee will:

- Develop and maintain a succession planning framework for Board leadership
- Support director recruitment, onboarding, and ongoing development
- Encourage alignment between Board composition and organizational needs, including use of a skills matrix

3.4 Managing Director Performance and Support

The Committee will support the Board in its oversight of the Managing Director's performance, development, and leadership continuity.

Key Responsibilities:

- Establish and periodically review a performance evaluation framework aligned with LiRN's strategic priorities
- Coordinate an annual performance evaluation process, including gathering input from Board members as appropriate, and create a concrete schedule for this process to ensure that no lapse in time occurs
- Support the Board Chair in conducting the annual performance review discussion with the Managing Director

- Provide the Board with a summary of evaluation outcomes and any recommended actions
- Support alignment between the Managing Director's objectives and LiRN's strategic plan
- Consider, as appropriate, matters related to leadership development, succession planning, and continuity

Role of the Committee:

- The Committee's role is to structure and support the evaluation process; accountability for the Managing Director remains with the Board as a whole

4. Composition

- Minimum of 2–3 Board members
- Chair appointed by the Board

5. Meetings

- Meets as required, at least quarterly

6. Reporting

- Reports to the Board with recommendations for approval

7. Authority

- Advisory committee to the Board with no independent decision-making authority

8. Staff Support

- The Committee will be supported by the Managing Director on substantive and strategic matters, and by the Operations Co-ordinator on coordination and logistics. Other staff may attend, as appropriate, to provide information or support the Committee's work.