



GOVERNANCE COMMITTEE – Terms of Reference

Purposes and Responsibilities

The purpose of the Committee is to support the Board in meeting its legal, ethical, and functional responsibilities. The Committee's term starts once appointed following an AGM and ends at the conclusion of the following AGM.

This Committee is authorized by the Board to:

1. Review and make recommendations to the Board on the Society's Constitution and Bylaws, Policies, and related governance documents such as Director position descriptions, and governance-related material in the Directors' Manual.
2. Assist with the preparation and execution of the Annual General Meeting.
3. Perform duties of a Nominating Committee:
 - Maintain a clear process for Board recruitment and sustainability, and it is effectively implemented.
 - Recruit potential Directors with the goal of having a variety of complementary strengths on the Board.
 - Educate prospective Directors on:
 - the mission of the organisation and its code of conduct, expectations for time commitment and participation for being a Director, and
 - ensure that 'Consent to Act as a Director' forms are completed.
 - Ensure that the Director election process and appointments to the Board Committees comply with the bylaws and BC Societies Act.
 - Keep records of Director recruitment history.
4. Assist with assessment of Board performance when requested by the Board.
5. Assist the President with new Director induction and mentoring processes.
6. Recommend Director education opportunities, particularly following an assessment of Board performance, and strategic planning processes.

Membership

The Committee will be appointed by the Board and shall preferably consist of 2 to 4 members, ideally with the skills and interests; knowledge in contemporary Board governance, knowledge of the Association's historical background. The Committee shall include at least one person who is not a Director of the Association.

Meetings

A minimum of two meetings per year shall be called by notice of the Committee Chair scheduled and the Agenda and Minutes will be communicated to the Board of Directors. Two members shall form a quorum.

Expectations of Committee Members

Committee members are expected to demonstrate a commitment to working collaboratively with the Board of Directors; achieving the Committee's purpose; attending Committee meetings and follow through in a timely manner on any commitments; and to engage assistance as required.

Duties of the Chair

The Committee shall select its Chair. Chair is responsible for: calling the meetings; setting the agenda; sending notice to committee members; chairing the meetings; and recording minutes (or delegating minutes); ensuring the purpose/deliverables of the committee are achieved. The committee members are responsible for carrying out the agreed committee work. The Board may remove or replace any member at any time. Costs of the Committee are borne by the Association. Meetings shall be arranged in a manner that reasonably minimizes costs. The Committee will endeavor to work to consensus in decisions around the work undertaken but Chair will call for a vote on decisions, as he/she deems appropriate.