



TERMS OF REFERENCE

Name of Committee

Governance Committee.

Type of Committee

The Governance Committee is a CCLA standing committee with an indefinite term.

Mandate

The Governance Committee advises the Board on matters related to the overall governance of the CCLA.

Functions/Responsibilities

The responsibilities of the Committee are to review, advise the Board from time to time and make recommendations regarding::

- the relevant government legislative requirements to ensure full compliance.
- CCLA's overall governance structure
- succession planning process Review the timing and statutory requirements for the AGM.
- CCLA's By-Laws and Policy Framework
- the recruitment, nomination and election process for the Board of Trustees & Executive Committee.

Accountability & Reporting

The Governance Committee is accountable to the Board. The reporting obligations of the Committee may, at the Board's discretion, be delegated from time to time to the Executive Director, the President, the Executive Committee, another Committee of the Board, or one or more of the foregoing.

Membership

The Committee Chair is appointed by the CCLA President with the assistance of the existing Committee Chair.

The Committee shall contain three to five voting members, appointed by the CCLA President.

All Committee Members must be members in good standing of the CCLA.

The CCLA Executive Director is an *ex officio* member of the Committee.

The President shall have the right to appoint a member of the Board or of the Executive committee to sit on the Committee, either as a member or *ex officio* member.

The Chair of the Committee shall be primarily responsible for the function of the Committee and its accountability.

Term and Renewal

The Committee Chair shall have an initial term of three years, commencing on February 1st, which shall thereafter be renewable on an annual basis as provided under the CCLA's Committee and Communication Policy.

All other committee members shall have a term of one year, commencing on February 1st each calendar year, renewable as provided under the CCLA's Committee and Communication Policy.

Vacancies

The Committee must, in any recommendation to fill a vacancy, honour as closely as possible the membership criteria as set out in the CCLA Committee and Communications Policy, including, in particular, the commitment of the CCLA to diversity in committee memberships, as set out in subparagraph (iv) of the Vacancies section of the Policy.

Decision Making Protocol

The Governance Committee shall make every reasonable effort to make decisions by consensus and, in all other respects, in accordance with the CCLA Committee and Communication Policy.

Conduct & Communications

Each Committee member, upon becoming a member of the Committee, agrees to be bound by any Board-approved policy, including but not limited to the Committee and

Communication Policy and the CCLA Committee Members' Code of Conduct posted on the CCLA website.

Meetings

The Committee shall meet as frequently as is necessary to accomplish the functions/responsibilities assigned to it. The CCLA shall pay for reasonable expenses incurred for meetings of the Committee up to a maximum of ten meetings per year.

The Committee may invite guests to a meeting or a series of meetings, provided the attendance of any such guest at the meeting(s) is communicated to and approved by the Executive Director.

The President may attend, or may appoint a delegate from the Board, to attend any one or more meetings of the Committee.

Budget and Spending

All spending of any committee will be controlled by and will require approval of CCLA staff, who shall be guided by the annual CCLA budget approved by the Board for each fiscal year.

Approved by the CCLA Board on March 23, 2017.