

Terms of Reference for the Governance and Nominating Committee

Purpose:

The Governance Committee is a standing committee of the Board. The purpose of the Committee is to assist the Board to fulfill its legal, ethical and functional responsibilities through the maintenance of the Constitution and Bylaws, the development of effective governance policies, the recruitment of Board members, the development of Board orientation and development programs, and the monitoring of the Board's effectiveness and performance.

Responsibilities:

The Committee fulfills its purpose by assuming the following responsibilities:

1. Constitution and Bylaws

The Committee monitors changes in laws and regulations that govern the operation of the FGCA and ensures that the organization's Constitution and Bylaws reflect current legal requirements. The laws and regulations include, for example, the BC Societies Act, the Income Tax Act, the BC Employment Standards Act, the BC Human Rights Code, and other federal and provincial legislation that may apply to the Society.

2. Board Operating Policies, Procedures and Practices

The Committee develops and recommends to the Board draft policies, procedures and practices designed to provide for the effective and efficient operation of the Board. This may include, for example, the structure of Board meetings (including agenda structure) and the structure and operations of Board committees. The Committee also makes recommendations on the job descriptions for Board directors and the Board's executive positions. Upon Board approval, the committee will incorporate these documents into the FGCA Board Governance Manual.

3. Board Development and Capacity Building

The Committee develops and implements programs for the orientation of new Board members and the continuing education of existing Board members. These programs are intended to build the Board's capacity and to ensure that all Board members have the knowledge and information needed to fulfill their duties as directors and to effectively participate in the Board's deliberations.

4. Board Evaluation of Effectiveness and Performance

The Committee initiates annual evaluations of the Board's performance in terms of meeting the Board's agreed goals and objectives.

In addition, the Committee regularly assesses the ongoing effectiveness of the Board. Areas of effectiveness may include: the timeliness and usefulness of supporting Board materials, degree of participation by directors in Board discussions, effective decision

making, adherence to the Board's code of conduct, and the degree of satisfaction of directors in the Board's leadership and processes.

5. Board Recruitment, Succession Planning, and Nominating

The Committee identifies the experience, skills and knowledge requirements of the Board in order to ensure the Board can provide effective leadership to the FGCA. Based on these needs, the Committee actively recruits new Board members to fill upcoming Board vacancies. The Committee follows processes to ensure potential directors meet the requirements of the BC Societies Act and the FGCA's bylaws.

The Committee develops a succession plan for the Board's executive positions to ensure there is a smooth transition of the Board's leadership.

The Committee will strike a working group prior to the AGM which to fulfill the nominating committee function and requirements laid out in the Association's bylaws. This working group will recommend Board nominees to the FGCA membership and organize the election of Board members at the Annual General Meeting of the FGCA.

As a Committee of the Board, the Governance Committee makes recommendations to the Board for its approval.

Committee Structure:

1. Membership:

Committee members are appointed by the Board. Recommendations may be put forward by the Committee. The Committee will have a minimum of 3 and a maximum of 9 members, and will include the following:

1. The Board President, as a voting member
2. At least two other Board members
3. Other members of the society (Association?) up to a maximum of 3

The Executive Director(s) of the FGCA will be an ex-officio member and will not count toward the maximum number of members.

Committee membership may be terminated by the Board in accordance with Section 4 of FGCA Policy 6.3.1 "Committee Terms of Reference".

2. Committee Officers:

As per Section 5 FGCA Policy 6.3.1 "Committee Terms of Reference", the Committee will have a Chair, Vice-Chair, and Secretary. The Committee Chair and Vice-Chair are elected by the Board, and are to be Board Members unless otherwise approved by the

Board. The Secretary is elected by the Committee. Committee Officers are appointed for one-year terms.

Each Committee Officer is to carry out the duties outlined in Section 5 FGCA Policy 6.3.1 “Committee Terms of Reference” and in any related FGCA Job Descriptions.

Meetings:

The Committee will meet at least quarterly and may meet more frequently depending on the governance issues and workload.

Quorum is reached by a simple majority of the Committee. The Committee Chair and Vice-Chair may vote on Committee proceedings

Communications and Reporting:

The Committee will provide its minutes to the Board and will provide other reports as needed. The Nominating working group will provide a nomination report to the membership at the AGM.

Support Needs:

The Committee will require some support of FGCA staff to support its work. This support may include:

- Scheduling meeting space for the Committee
- Assisting in governance research projects
- Preparing governance documents
- Executive Director attendance at committee meetings