

Governance Committee

Reporting:

The Governance Committee shall report to the Board of Directors; proposed bylaw changes need to be approved by the members at the AGM.

Purpose:

The Governance Committee shall advise and make recommendations to the Board of Directors on all aspects of the governance of the association (excluding nominations and appointments), and to the AGM for bylaw approval.

Roles and Responsibilities:

The Governance Committee will review and make recommendation on:

1. the association's approach to governance issues and structure
2. changes to the Bylaws and Operating Rules and Procedures
3. as appropriate, corporate proposals and related processes
4. Board and committee assessment practices (and, subject to Board approval, implement agreed upon practices)
5. terms of reference for the Board of Directors and committees.

Composition:

- 3 members appointed by and from the Board of directors
- 2 members-at-large with governance experience (elected by General Council)
- the Chair of the Board

Chair:

- selected by and from within the Committee
- shares the individual results of assessments conducted for chairs with each Chair
- reports the results of the three-year formal review of the CMA Board Chair to the Board of Directors
- reports to the AGM on proposed bylaw changes

Term:

All members are appointed for a term of up to 3-years, renewable once, or by virtue of their position. At the discretion of the Appointments Committee and the Board of Directors, terms may range from 1-3 years to allow for staggering of turnover. Directors' terms shall not exceed their term on the Board. A committee chair's term shall not exceed his/her current term on the committee.

Quorum: Majority of members.

Meetings: Twice per year and teleconferences as necessary.

Secretariat: Governance Services

[Last updated: December 2019]