

# GOVERNANCE COMMITTEE TERMS OF REFERENCE

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## 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 purpose of the Governance Committee is to advise and make recommendations to the Board of Directors, and the AGM as it pertains to bylaw approval, on all aspects of the governance of the association (excluding nominations and appointments).

## Roles and Responsibilities

The Governance Committee will review and make recommendation on:

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

## Composition

The Committee will be comprised of:

- 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

The Chair of the Committee will:

- be selected by the Committee from among its members
- share the individual results of assessments conducted for chairs with each Chair
- report the results of the three-year formal review of the CMA Board Chair to the Board of Directors
- report 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. The term of a director on a committee shall align to his/her current term on the Board; a committee chair's term shall align to his/her current term on the committee.

**Quorum:** A majority of members.

**Meetings:** The Committee will meet twice per year and hold teleconferences as necessary.

**Secretariat:** Governance Services.

*[Last updated: October 2019]*