



DRAFT TERMS OF REFERENCE

AFGA GOVERNANCE COMMITTEE (GOV)

Date of Adoption: GOV
December 2020

Review Period: Annual

Date of Latest Amendment:

Date Last Reviewed:

A. PURPOSE

The Governance Committee (**Committee**) is a standing committee established by the Executive (**BoD**) of the Alberta Fish and Game Association (**AFGA**). The purpose of the Committee is to enhance the effectiveness of corporate governance of AFGA and ensure compliance with relevant governance legislation and governance practices.

B. SCOPE

1. Committee Approval and Recommendations

The Committee may consider and provide feedback relating to matters forwarded by the Executive Director (**ED**) or the BoD, or on its own initiative, and:

- (a) may approve matters which are administrative and non-substantive in nature such as those customarily made to:
 - (i) confirm the accuracy and completeness of the Committee's own minutes,
 - (ii) conduct all or a portion of the Committee meeting *in camera*, and
 - (iii) approve the Committee's meeting agenda and changes to the agenda.
- (b) may, at its discretion, assign a specific subject for further discussion to a subcommittee of the Committee
- (c) may refer matters to another committee of the BoD for further consideration; and
- (d) may make recommendations for approval to the BoD on matters of a substantive nature.

2. Mandate

The Committee shall:

- (a) monitor and advise the BoD on developments and emerging best practices in governance;
- (b) ensure the BoD and its committees function independently;

- (c) review at least annually, the Terms of Reference for the BoD, the President of the BoD, the members of the BoD, and all Committees of the BoD and, if appropriate, recommend amendments to the BoD for approval;
- (d) review periodically and, if appropriate, recommend amendments to the BoD for approval to:
 - (i) the Code of Conduct;
 - (ii) the Safe Disclosure/Whistleblower Policy;
 - (iii) the Conflict of Interest Policy; and
 - (iv) any all other associated policies;
- (e) review periodically and, if appropriate, recommend to the BoD for approval corporate governance initiatives as may be necessary or desirable to contribute to the operational success of the BoD and AFGA, and to foster a collaborative and productive relationship between the BoD, the President & ED; and
- (f) review periodically, the bylaws required by the relevant legislation to be in place, including without limitation general, borrowing, investment, and foundation, bylaws and, if appropriate, recommend amendments to the BoD for approval.

3. Governance Responsibilities

The Committee shall:

- (a) evaluate, on an annual basis, its performance and review its Terms of Reference and shall, as it considers appropriate, recommend amendments to the BoD for approval;
- (b) Monitor and evaluate board processes, discussion, and decision making to ensure the board functions independently, and without any actual or perceived bias or conflict of interest;
- (c) ensure adequate resources and support are in place to enable the Committee to fulfill its duties effectively and efficiently;
- (d) Develop, recommend to the BoD, and oversee programs for the orientation of new members of the BoD and continuing education for all members of the BoD; and
- (e) fulfill such other duties as may be assigned to the Committee by the BoD.

C. MEMBERSHIP

1. Members

The Committee comprises:

- (a) a minimum of two members of the BoD (**Members**) appointed to the Committee by the President of the BoD, following recommendation from the BoD, each of whom shall have voting rights;
- (b) any other individuals who are not Members, appointed to the Committee by the President of the BoD, following recommendation from the BoD, whose voting status shall be determined at the time of their appointment;
- (c) the President of the BoD shall be an *ex officio* member of the Committee and shall have full voting rights; and
- (d) the ED shall be a non-voting *ex officio* member of the Committee. The ED may appoint another individual to attend a Committee meeting as an *ex officio* non-voting Committee member in their absence.

2. Term of Office

The terms of individuals appointed under C.1.(b) shall be determined at the time of appointment.

3. Committee Chair and Vice Chair

- (a) The President of the BoD shall appoint a Committee Chair
- (b) A Vice Chair from among the voting members of the Committee may be appointed by the committee
- (c) In the absence of the Committee Chair, the Vice Chair shall chair the meeting.
- (d) In the event of the absence of the Chair or at the request of the Chair, a meeting shall be chaired by such person as may be designated by the Chair in advance of such meeting or in the absence of such delegation, by such person as may be agreed at the meeting.

4. Duties and Responsibilities of the Committee Chair

The Chair is responsible for:

- (a) Convening Committee meetings and designating the times and places/platforms of those meetings.
- (b) Ensuring Committee meetings are duly convened and that quorum is present when required.

- (c) Working with the BoD and the ED on the development of agendas and related materials for the Committee meetings.
- (d) Ensuring Committee meetings are conducted in an efficient, effective and focused manner.
- (e) Ensuring the Committee has sufficient information to permit it to properly make decisions when decisions are required.
- (f) Providing leadership to the Committee and assisting it in reviewing and monitoring its responsibilities.
- (g) Reporting to the BoD on the deliberations and recommendations of the Committee.
- (h) Monitoring compliance by the Committee of its duties and responsibilities as contained in the Committee Terms of Reference.
- (i) Working with the President of the BoD and the ED on the annual review of the composition of the Committee for recommendation to BoD.

5. Vacancies

The President of the BoD may appoint a successor to serve for the balance of a vacated Committee member's term.

6. Advisors

The Committee may request the participation of advisors from time to time, including but not limited to AFGA employees or external consultants, to provide advice or information to the Committee or to its members independently, with respect to any matter before or related to the Committee, at AFGA expense. If the advice cannot be provided pro bono, the Committee will need to make a request to the BoD and ED for approval and budgeting.

D. MEETINGS

1. Confidentiality

The nature and subject of discussions and deliberations on matters before the Committee are confidential until such time as an item is approved by the BoD and released publicly.

2. Frequency

The Committee shall meet at least once monthly at the call of the Committee chair, or at the discretion of the President of the BoD during its initial mandate. Future meeting schedules will be subject to review as noted C.4.(i)

3. Quorum

A majority of Committee members entitled to vote shall constitute a quorum. Members of the Committee may participate in a meeting of the Committee by any means such as telephonic, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other, and a member participating in such a meeting by any such means is deemed to be present at that meeting.

4. Notice

- (a) a minimum Notice of the time and place of every meeting of the Committee shall be given electronically, or as agreed to by the Committee members, at least seven days in advance of a meeting.
- (b) In the event the Committee chair or President of the BoD determines an urgent requirement to meet, notice of the time and place of the meeting may be given electronically or by telephone at least 24 hours in advance.
- (c) Notice may be waived by a Committee member in any manner, including by unanimous consent of all Committee members.
- (d) Attendance of a Committee member at a meeting is a waiver of the notice of the meeting, except where the Committee member attends for the express purpose of objecting to the transaction of any business on the grounds that the Committee member was not given adequate notice of the meeting.

5. Meeting Chair

In the event of the absence of the Chair or at the request of the Chair, a meeting shall be chaired by such person as may be designated by the Chair in advance of such meeting or in the absence of such delegation, by such person as may be agreed at the meeting.

6. Report and Recommendations

Subject to confidentiality requirements, the Committee shall submit an overview report on the business conducted at each meeting, and shall make recommendations, if appropriate, to the BoD at its next meeting.

7. Minutes

A person acceptable to the Committee shall act as recording secretary to attend at every Committee meeting to take minutes. Minutes shall be approved by the Committee at its next meeting.

8. *In camera* discussions

The Committee as a whole may meet *in camera* if the information is considered confidential or would breach privacy obligations of AFGA.

9. Other Meetings

Where appropriate, individual members of the Committee may meet separately with the ED, or with the ED and AFGA employees for the purpose of obtaining information that is needed for the Committee to fulfill its mandate.

10. Rules of Order

Unless provided otherwise in the AFGA Bylaws or these Terms of Reference, Committee business and conduct of the Committee members shall follow the most recent edition of Robert's Rules of Order which may be modified by the Committee chair. Committees are expected to observe standards for official meetings including decorum and respect.

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