



DRAFT TERMS OF REFERENCE

Alberta Fish and Game Association Annual General Meeting Consultation Committee (AGMC)

*Date of Adoption: AGMC
December 2020*

Review Period: Annual

Date of Latest Amendment:

Date Last Reviewed:

A. PURPOSE

The Annual General Meeting Consultation Committee (Committee) is a standing committee of the Alberta Fish and Game Association (AFGA) established by the Executive (BoD) of the AFGA. This committee is charged with assisting the BoD to facilitate meetings by ensuring the capability exists within AFGA such that meetings can occur so statutory obligations under various Acts of either the Federal or Provincial Government can be fulfilled. Due to the COVID-19 pandemic with the related health orders and recommendations, AFGA has had to move to a virtual meetings format to ensure that ongoing business can take place. The impacts and disruption due to pandemic will be with us for at least the next twelve (12) months based on current projections. Hosting virtual meetings and ensuring they are effective is a departure from the past. The committee will explore various virtual platforms and voting systems along with assessing current in-house capabilities of AFGA. The committee will develop a virtual meeting plan with associated budgetary projections that will allow the organization to meet its statutory obligations such as holding an Annual General Meeting (AGM). The Committee will need to identify any Act or Regulation of Government, AFGA Bylaw or Operation Manual issue that may need to be addressed so that business can be done in a virtual setting that is compliant with requirements. How these platforms could be used for programs that the AFGA provides that are identified through restructuring will be explored. The AGMC will work in consort with the other committees struck by the Executive of the AFGA to restructure the organization with the outcome of a sustainable funding base so that the necessary service, programs, benefits, and representation that members require can be provided. The Committee will provide support to the BOD and Committees due to its expertise in facilitating virtual meetings.

B. SCOPE

1. Committee Approval and Recommendations

- (a) 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:
- (b) 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.
- (c) may, at its discretion, assign a specific subject for further discussion to a subcommittee of the Committee
- (d) may refer matters to another committee of the BoD for further consideration; and
- (e) may make recommendations for approval to the BoD on matters of a substantive nature,
- (f) may source necessary technology or service providers to facilitate meetings by modifying the operating budget of AFGA in consultation with the Financial Audit Risk Management Committee.

2. Mandate

The committee shall:

- (a) Develop a plan and ensure the AFGA has the ability to host the required meeting through virtual platforms,
- (b) Provide guidance to the BoD on the timing, content, and agenda of such meetings,
- (c) Facilitate the required meetings,
- (d) Develop budgets for the required meetings,
- (e) Provide recommendations to the BoD and related committees as to Bylaw or Operation Manual changes that may be needed so AFGA is compliant with legislation and regulatory requirements,
- (f) Explore how these virtual platforms could be used to provide programs which are not part of current core business so this format is available in the future.

C. MEMBERSHIP

1. Members

The Committee comprises:

- (a) a minimum of one member 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) a minimum of one member of AFGA staff appointed to the Committee by the President of the BoD, following recommendation from the BoD, each of whom shall have voting rights;
- (c) Other individuals who are not Members or Staff, following recommendation by the BoD and appointed to the Committee by the President of BoD, where the criteria for selection will be based on expertise and knowledge of the

individual, whose voting status shall be determined at the time of their appointment,

- (d) the President of the BoD shall be an *ex officio* member of the Committee and shall have full voting rights; and
- (e) the ED shall be a non-voting *ex officio* member of the Committee unless is appointed to the staff positions in 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.(c) 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 the 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. 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.

6. 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.

7. *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.

8. 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.

9. 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.