

## PURPOSE

The Governance Committee (GC) is a Standing Committee of the Canadian Society of Association Executives (CSAE) Board of Directors (Board) and is therefore accountable to the Board. The GC operates within the context of the strategic intent of CSAE, the values and expectations of stakeholders and the factors critical to the success of the organization.

The principal responsibility of the GC is to identify, promote and discharge functions designed to ensure CSAE is governing with excellence and complying with legislation and regulations that apply to it.

## ACCOUNTABILITY

The GC is a standing CSAE committee and is accountable to the Board of Directors regarding the following:

- To develop and recommend to the Board appropriate by-laws, governance policies, governance policy compliance monitoring processes, evaluation processes, and development opportunities for the Board as whole, to support effective governance of the organization.
- The Governance Committee makes recommendations to the Board.

## AUTHORITY

The GC shall exercise oversight in the following areas:

1. General
  - a. Determine a process to come to a decision with respect to making a recommendation to the Board.
  - b. From time to time, task force/ad-hoc sub-committees may be struck for the purpose of addressing Governance Committee-specific issues or accomplishing specific goals.
  - c. Annually review its Terms of Reference and make recommendations for changes to the Board of Directors.
2. By-Laws
  - a. Conduct a formal and full review of the CSAE By-laws. Recommend revisions to the Board for consideration.
  - b. This formal review must be completed every five years.
  - c. On an annual basis, conduct a cursory review of the By-laws to identify any operational changes made by CSAE, when appropriate, are captured in the by-laws.
  - d. Provide interpretation of By-Laws and recommend required revisions for clarity and relevance.



3. Governance
  - a. Develop and recommend specific Governance Policies for approval by the Board to address:
  - b. Executive Limitations: these governance policies establish the boundaries of acceptable actions, even when prohibited actions might be effective. Such policies apply to the Board and its Officers, including the President & CEO.
  - c. Process Policies: those which outline the process of governing (e.g., Governance Model, Code of Conduct).
  - d. Relationship Policies: such policies outline the direction for building relationships between various stakeholder groups: the Board, President & CEO, Members, Stakeholders, Management, Staff and Volunteers.
  - e. Develop and implement an ongoing process to monitor compliance to governance policies.
  - f. Recommend the creation, removal or change to reporting structure of additional Committees and/or task forces to support the effective governance of the organization, including proposed terms of reference.
  
4. Risk Management
  - a. Develop and recommend an Enterprise Risk Management Framework for CSAE.
  - b. Engage the board in setting CSAE's risk appetite and risk tolerance levels.
  - c. Once approved, monitor risks and provide an Annual Risk Report to the Board.

#### TEAM SUPPORT

CSAE staff, under the direction of the President & CEO, provides support to the Committee through full professional and administrative services.

#### COMMITTEE MEMBERSHIP

- The Governance Committee is formed annually at the first meeting of the Board following the CSAE Annual General Meeting.
- The Governance Committee will be comprised of four to six executive members, of which a minimum of four must be directors.
- The President & CEO also serves in an ex-officio capacity.
- Governance Committee members are appointed for a one-year term and can be reappointed for a maximum of two additional terms. The one-year term will be consistent with the Board year.

#### COMMITTEE MEETINGS

- Governance Committee meetings are held in-person and/or electronically up to three times per year.
- Additional meetings/work may be required during the year.
- The frequency of meetings of this standing committee will be assessed by the Committee on an annual basis
- It is expected that Governance Committee members will spend approximately six to ten hours per month on committee work, in addition to meetings.