



BOARD GOVERNANCE AND NOMINATIONS COMMITTEE TERMS OF REFERENCE

PURPOSE

For the purposes of the Articles of Association, the Board Governance Committee also serves as the Nominations Committee and is a standing Committee of the Board. Its purpose is to support the Chair in sustaining Board effectiveness and to assist the Board in fulfilling its mandate by providing a focus on governance excellence.

The Governance Committee makes recommendations to the Board on matters including:

- Board processes
- Director appointments
- Officers to be presented at the Annual General Meeting
- Honourary Patron appointments
- Director orientation and development
- Association membership
- CEO position oversight

MEMBERSHIP

Chair: The Chair of the CASA Board serves as Chair of the Governance Committee

The Past Chair serves as Vice-Chair of the Governance & Nomination Committee and provides continuity in Committee deliberations, chairs the nomination functions and takes the lead role in appointment of Directors

The Vice-Chair of the Board

The Secretary of the Board

The Treasurer of the Board

Additional members as appointed by the Board of Directors

The Chief Executive Officer (ex-officio)

DUTIES AND RESPONSIBILITIES

The Board Governance Committee acting in an advisory capacity to the Board performs the following duties:

Board Processes

1. Assess the needs of the Board and make recommendations on Board size, frequency of Board meetings, Board Committee structure and Committee Terms of Reference.
2. Review the policies and procedures by which the Board will operate and make recommendations to the Board and Committees for improvement as appropriate.
3. Review the Articles of Association to ensure their continued adequacy and relevance.
4. Recommend to the Board and implement an appropriate review of the performance of the Board at least every two years.
5. Review individual Board Director performance and provide each Director with feedback on contributions to the Board processes.
6. Establish policy on continuing professional development for Board members.
7. Recommend to the Board literature on governance that is considered relevant.
8. Formulate annual objectives for the Board for each fiscal year and review progress against them annually.
9. Undertake such other corporate governance initiatives with Board approval as may be necessary or desirable to contribute to CASA's success.

Director appointments (Nomination Committee Role):

1. Design, for approval of the Board, a nomination procedure for Directors.
2. Inform members of the Association of the nominating procedure at such time and in such manner as approved by the Board.
3. Prepare a list or ballot of names for presentation to the membership for election to the Board at the Annual General Meeting.
4. Assist the Board and Chair with nominations and appointments throughout the year.
5. Present its report in writing to the membership at the time and in the manner described for notification of the Annual General Meeting.

Appointment of Honourary Patrons:

1. Develop recommendations regarding the appointment of Honourary Patrons taking into consideration the organization's strategic directions.
2. Clarify expectations and project time commitment required of the individual in the position.
3. Seek and interview prospective Honourary Patrons, evaluating them as suitable candidates for recommendation to the Board.

4. Plan for the orientation of the appointed individual.

Director Orientation and Development:

1. Review, monitor and make recommendations to the Board on the design and content of the orientation and ongoing development of new and existing Directors.

Appointment of Association Members:

1. Monitor the status of Association membership and make recommendations to the Board on Association membership appointments.
2. Recommend the conferral of Honorary Life memberships according to the Articles of Association.

CEO Position Oversight:

1. Ensure effective relationships and dialogue with the CEO.
2. Recommend to the Board the Performance Evaluation Process for the CEO with a performance review conducted at least every two years.
3. Review the CEO's compensation at least every two years and recommend changes to the Board when warranted.
4. Review with the CEO the CEO Succession Plan and make recommendations to the Board on CEO succession.
5. Serve as the Board Recruitment and Selection Committee in the Event of a vacancy in the CEO position.

FREQUENCY OF MEETINGS

The Committee will meet at least 4 times per year. Additional meetings may be held as deemed necessary by the Chair or as requested by any member.

ACCOUNTABILITY

The Governance Committee reports to the Board of Directors. Minutes of each meeting will be provided for Board acceptance at the next Board meeting.

QUORUM

50%+1