THE CANADIAN CEREBRAL PALSY SPORTS ASSOCIATION

L’ASSOCIATION CANADIENNE DE SPORTS POUR PARALYTIQUES CÉRÉBRAUX

**Governance Committee**

**Terms of Reference**

**Mandate**

The Governance Committee is a Standing Committee of the Board. It is responsible for advising the Board on issues related to CCPSA’s governance structure and practices.

**Key Duties**

In fulfilling its mandate, the Committee will perform the following key tasks:

* Reviewing CCPSA’s governance framework and policies every two years or as required, including the By-laws and Terms of Reference (with input from each committee), and advising the Board regarding:
  + Areas of concern;

Best practices; and

Recommended changes

* + Ensuring appropriate structures and procedures are in place to allow the Board to function effectively;
  + Ensuring programs are in place for new Director orientation and professional development;
  + Assisting and supporting review processes for evaluating the effectiveness of the Board, committees, and Directors;
  + Reviewing and recommending changes to the Code of Conduct for Directors and reviewing Director declarations thereunder;
  + Ensuring that CCPSA has in place appropriate governance policies;
  + Addressing Board conduct issues as delegated by the Committee by the Board or the President of the Board;
  + Performing such other duties as may be determined by the Board from time to time.

**Composition**

* The Committee will be composed of 3 to 5 persons. The Board will designate the Chairperson of the Committee, who will normally be the President or Vice-President. The Committee will include at least one man and at least one woman.

**Appointment**

* The Board appoints members to the Committee within 30 days of the Annual General Meeting, for a term of two years, with no maximum number of terms. Should a vacancy occur on the Committee, for whatever reason, the Board may appoint a qualified person to fill that vacancy for the remainder of the vacant position’s term. The Board may remove any member of the Committee.

**Roles**

1. **Committee Chair**

* Sets the agenda for each meeting and ensures that agendas and supporting materials are distributed to Committee Members in advance of meetings;
* Acts as or designates a moderator for all Committee meetings – responsible for reviewing and managing the meeting agenda and summarizing decisions and action items;
* Prepares or oversees the timely preparation of Minutes of meetings of the Committee and the timely approval of those Minutes by the Committee;
* Ensure the communication of the Committee’s recommendations and actions to the BOD;
* Represent the Committee to the BOD and the Members;
* In collaboration with the Executive Director, prepare written reports of recommendations, progress or any other relevant information for submission to the BOD and Members;
* Stay informed on relevant organizational policies;
* Ensure that committee members are informed of all critical matters;
* Works with the Board and CCPSA designated staff member on ensuring appropriate succession of committee members.

1. **Committee Members**

* Understand the mandate and objectives of the Committee
* Understand and represent the interests of stakeholders
* Take a genuine interest in the Committee’s outcomes and overall success
* Actively participate in meetings through attendance, discussion, and review of minutes, papers and other documents
* Support open discussion and debate and encourage fellow Committee members to voice their insights.

**Policies and Code of Conduct**

* Committee members are subject to and shall abide by all CCPSA policies and codes of conduct.
* Conflict of Interest: Each Committee Member shall provide a signed declaration annually declaring any conflicts of interest and provide a verbal declaration of any conflicts of interest at each meeting of the committee; and
* Each Committee Member and any other person attending a meeting of the Committee shall declare any conflict of interest regarding specific matters arising while conducting or present for Committee business.
* A Committee Member who declares a conflict of interest will physically remove themselves from the discussion relating to the matter giving rise to the conflict and not vote on the matter.
* Confidentiality: Each Committee Member shall sign a confidentiality agreement at the beginning of their term the confirming their understanding of their obligations to CCPSA.

**Authority**

* The Committee will exercise its authority in accordance with Board policies and guidelines and such additional provisions as are set out in this Terms of Reference.
* The Committee is a limited agent of the Board in relation to Governance matters and is an active advisor (when called upon) to the Board on Governance matters.
* The Committee does not have the authority to instruct the Executive Director or any other staff members other than to request information required to complete its mandate.

**Meetings and Resources**

* The Committee will meet by telephone or in person, as required. Meetings will be as called by the Chairperson. The Committee will receive the necessary resources from CCPSA to fulfill its mandate and may from time-to-time have staff persons assigned to assist the Committee with its work.

**Minutes**

* Minutes shall be recorded of all meetings and will contain date of the meeting, the

names of the members of the committee in attendance and sufficient detail to show that

the committee has been duly diligent in its work.

**Decision Making**

* Recommendations of the Committee will be reached through consensus.
* If required, decision-making is by majority vote. Quorum shall be the majority of committee members.
* Each member will have one (1) vote. There are no proxy votes.

**Reporting**

* The Committee will report to the Board, in writing, as required at meetings of the Board. The Committee will report to Members at the Annual General Meeting, in the form of a written report.

**Review and Approval**

* These terms of reference were approved by the Board of Directors on November 18, 2024 and may be reviewed from time-to-time by the Board.