

Committee Terms of Reference

Name: **Bylaws and Governance Committee**

Established 2012: (amended 2013) Revised: January 2020

Members:

The Committee must consist of a minimum of two Board Members, including the Chairperson of the Committee. The Committee will be supported by the CDAA Executive Director as a non-voting member.

The Chair of the Committee will be the Vice President of CDAA.

The Committee should strive for an equal balance of representation from across the country, the Board, and from amongst the Organizational Membership.

Any individuals from outside of the Board of Directors or from the current committee membership expressing an interest in participating in the Committee, must submit to the Executive Director of CDAA a letter of intent indicating their interest, along with a current resume or biography. The Executive Director will take all applications to the CDAA Board of Directors for consideration.

Goals:

1. To bi-annually* review CDAA by-laws ensuring:
 1. Compliance with the needs and requirements of the Board of Directors and Organizational Members
 2. Compliance with the CDAA Policy Governance Model
 3. Compliance with the Canada *Not-for-Profit Corporations Act*
2. To bi-annually* conduct regular governance audits/reviews and recommendations ensuring CDAA's:
 1. Governance structures are in line with the ownership link Organizational members have over CDAA in a federated membership model
 2. Aspects of the Resources and Operations Management Manual are appropriate and reflective of the governance policies and CDAA's by-laws
 3. Committee terms of reference are compliant with the by-laws and reflective of the needs of the CDAA Board of Directors.

* By-laws review (#1) to alternate years with the review of the governance/manuals (#2).



Governance:

The Committee is a standing committee of CDAA, reporting to the Board of Directors. In as much as possible, the Committee will strive towards acquiring a consensus for recommendations to the Board of Directors. The consensus derived from meetings will be reported to the CDAA Board of Directors. In the event that no consensus can be achieved on a deliberated matter, the issue will be referred back to the Board of Directors.

Should any amendments be required to the Terms of References and prior to their presentation at the Annual General Meeting, the Board will conduct an annual review of the amendments, to ensure alignment with current practices and procedures.

Resources and Budget:

The CDAA Board of Directors will assign resources as needed.

Additional Notes:

- Meetings will be conducted via phone with occasional email communication occurring.
- Where there is shared information, such as plans and contact information, this information will be stored at CDAA's national office.
- CDAA's Vice-President will take responsibility for reporting back to the CDAA's Board.
- Generally, the Committee will strive to meet at a minimum of once a year, however, the number of meetings per year will vary depending on the Committee's workload.
- Committee members should ideally have an interest and knowledge in non-profit governance.