

## GOVERNANCE COMMITTEE TERMS OF REFERENCE

### 1.0 Responsibilities

The Committee is responsible for:

- A. Developing, and recommending changes to, the Board's governance documents. These include but are not limited to
  - articles of incorporation;
  - by-laws; and
  - Board and operational policies.
- B. Providing advice and guidance on governance matters to Board members and other Board committees.
- C. Board development and training, including orientation of new Board members.
- D. Monitoring the performance of the Board of Directors.

### 2.0 Membership and term

#### 2.1 Chair

The Vice-President – Administration / Secretary shall be the Chair of the Governance Committee, unless an alternative candidate is appointed by ordinary resolution of the Board. Any alternative candidate for Chair

- must be a sitting Director; or
- if not a sitting Director, must meet the eligibility criteria outlined in the OVA by-laws.

The duration of the Chair's term will be equivalent to the term length of the Vice-President – Administration / Secretary.

#### 2.2 Executive Director

The OVA Executive Director is an *ex officio*, non-voting member of the Committee.

### 2.3 Appointees

The Chair shall appoint a minimum of one and a maximum of four additional at-large members to the Committee, each of whom must meet the eligibility criteria outlined in the OVA by-laws, with allowance for the eligibility exceptions noted therein. At least one appointee shall be a Director, unless the Board decides, by ordinary resolution, to exempt the Committee from this requirement.

Appointees' terms will expire on the day after the second AGM following their appointment, except in cases where an appointed Director has ceased to hold office, in which case the appointment expires immediately.

### 3.0 **Functions**

Specific functions to be carried out by the Committee include

- A. Consulting with Board members and legal counsel in the development of revised articles of incorporation.
- B. Staying informed on all current legislation, regulatory, and policy requirements, and ensuring continued compliance with the province's Sport Recognition Policy.
- C. Consulting with Board members, legal counsel, and the broader volleyball community – to the extent appropriate – in developing, maintaining, and enforcing by-laws and Board policies.
- D. Advising in the development of Terms of Reference documents for Board committees, and ensuring that Board committee appointments are properly recorded.
- E. Planning Board development & training, and conducting a yearly Board evaluation and assessment.
- F. In conjunction with OVA management, planning the Annual General Meeting or any other members' meetings.
- G. Other duties as may be assigned by the Board from time to time, provided that they align with the responsibilities outlined in section 1.0.

### 4.0 **Meetings**

The Committee shall convene at least twice each year by telephone / teleconference or in person. Additional meetings may be convened as required, at the Committee's discretion.

The agenda and meeting materials will be distributed at least three working days in advance of the meeting.

Quorum for a Committee meeting will be three members.

## 5.0 Decision-making process

Committee decisions will be by consensus where possible, but if voting occurs, each voting member in attendance is entitled to one vote. The Chair of the Committee is entitled to a second vote upon a tie. Any question of procedure shall be referred to the most recent edition of *Perry's Call to Order*.

## 6.0 Staff support

The Committee shall have access to OVA resources to fulfill its duties, as approved by the Executive Director.

## 7.0 Subcommittees

The Chair may establish subcommittees to facilitate the Committee's work. Terms of reference are to be developed for subcommittees established under this subsection.

Subcommittee terms of reference shall, at minimum:

- (a) prescribe the duties of subcommittee members;
- (b) establish eligibility rules for appointees;
- (c) outline the appointment process;
- (d) prescribe limitations for the duration of appointments;
- (e) include procedures for removal of members; and
- (f) if desired, establish limitations on the duration of the subcommittee.

With respect to (d) above, appointments made by a subcommittee chair will expire no later than the date of the next AGM following the appointment. A subcommittee member may, however, be reappointed at the discretion of the subcommittee chair.

## 8.0 Communication with the Board

A Governance Committee update will be a standing item at Board meetings. The Chair or a designate will present Committee updates at each Board meeting.

## 9.0 Terms of Reference review

At the first meeting of the Committee following each Annual General Meeting, or at any time requested by the Board or proposed by the Committee, the Committee will review these Terms of Reference and share the results of the review, including any recommended changes, to the Board for approval.