

GOVERNANCE ADVISORY COMMITTEE

TERMS OF REFERENCE

Approved: September 30, 2016

Revised: September 29, 2018

June 19, 2020

Approved by: ACFP Board

The Governance Advisory Committee (GAC) is a governance committee of the ACFP Board of Directors.

PURPOSE

The purpose of the GAC is to provide support and guidance to the Board in the fulfilment of its legal, ethical, and functional responsibilities through management of the ACFP bylaws; management of governance policies; oversight of the succession of the Board of Directors and Committees; and education and evaluation of the Board and its members.

OVERALL RESPONSIBILITIES

The GAC will ensure that the Board of Directors is able to govern itself and the organization effectively through:

1. Creation and review of governing documents including ACFP Bylaws and subsequent policies including Strategic Direction, Delegation of Authority, Risk Limits and Governance Policies.
2. Implementation of fair and transparent succession and recruitment process for Board and Committees of the ACFP.
3. Education and evaluation of the effectiveness of the Board as a whole and its members.
4. Read, understand, and adhere to the ACFP Volunteer (or Board) Code of Conduct and the Roles and Expectations of Committee Members found in the Volunteer (or Board) Information Manual.

ACFP BYLAWS

The GAC will annually review the ACFP Bylaws, make recommendations as needed and will manage any suggestions for new, amended or repealed bylaws for approval of the Board. Subsequently, the changes must be then moved through due process including approval by the CFPC Board and then by special resolution by the ACFP Members at the Annual Meeting of Members each year or by way of a convening a special meeting of members as described in Article 11 of the ACFP Bylaws registered in 2016.

The GAC will then ensure that any approved amendment, removal, or creation of a Bylaw is registered by the Registrar of Corporate Registries of Alberta as required by the Act.

ACFP POLICIES

The Governance Advisory Committee will ensure that policies are created and periodically reviewed in four areas (see Figure 1) which define:

1. **Governance Policies** are the Board's rules for its governance performance, governing style and behavior. These policies outline that the Board exists to represent the interests of the ACFP members, determine the strategic priorities and will monitor the operations of the ACFP. In general, the Board will govern lawfully with an emphasis on outward vision rather than an internal preoccupation, encouragement of diversity in viewpoints, strategic leadership more than

administrative detail, clear distinction of Board and Executive Director roles, collective rather than individual decisions, future rather than past or present, and proactivity rather than reactivity.

2. **Delegation of Authority Policies** are the Board established rules regarding how to instruct the Executive Director through written policies that prescribe the Strategic Priorities to be achieved and describe organizational areas for risk mitigation, allowing the Executive Director to use any reasonable interpretation of these policies.
3. **Strategic Priorities** are the Board’s instructions to the staff/organization, through the Executive Director that define the expectations for organizational performance and service delivery.
4. **Risk Limits** articulate the level of risk tolerance that the Executive Director may exercise in choosing the organizational means to achieve the vision and strategic priorities defined by the Board of Directors.

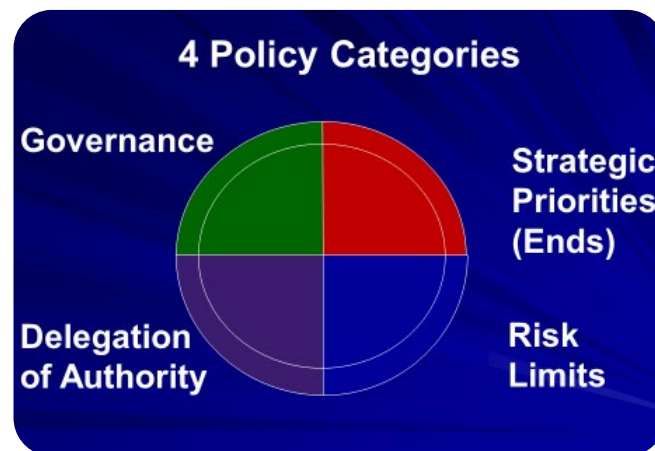


Figure 1

BOARD EFFECTIVENESS AND SUCCESSION

The GAC will implement and ensure a fair, transparent and effective succession of the ACFP Board of Directors and committees. They will be responsible for:

1. Recruitment and Nominations

Understanding and delivering on the requirements outlined in the ACFP Bylaws, policies, and processes with regard to the recruitment, nominations process and installation of ACFP Board of Directors and Committees, such as:

- Requesting nominations from the membership and actively recruiting potential nominations based on skills and attributes needed to effectively fill the ACFP’s skills-based Board of Directors
- Reviewing the nominations and creating a proposed slate of individuals who meet the qualifications set by the Board
- Reviewing the nominations and making recommendations for individuals to act on ACFP Board and operational committees, as required
- Presenting the recommended slate of Board Directors to the Board for review and approval
- Presenting the approved slate of Board Directors to ACFP Members at the Annual Meeting of Members for ratification

2. Board Education

The GAC will recommend and support board training, orientation and mentoring for directors to develop their own skills as board members. The committee will ensure that Directors develop skill and knowledge including member awareness through engagement, board governance best practices, organizational understanding and systems thinking; and that they are able to effectively discuss, debate, and plan the following:

- The organization's ends, strategic priorities, goals, programs, and services
- The organization's budget and financial statements
- The roles, duties and responsibilities of the board, committees, individual directors, and the Executive Director

3. Board Evaluation

The GAC will ensure there is a process in place for an annual self-assessment of the Board and its members including:

- Monitoring the attendance and contribution of members
- Annual assessment of Board strengths and weaknesses
- Ensure that the board, its committees, and its members are able to effectively plan their activities with knowledge of the achievements, abilities, strengths, and limitations of current directors, staff, and volunteers
- Utilize the results of the assessment to determine gaps and subsequently, the needs for recruitment and education of the Board

MEMBERSHIP

Committee size will be minimum four (4) and maximum eight (8), and members will serve a 3-year term with an opportunity for renewal for a second 3-year term. Committee Members must be ACFP Members in good standing.

Membership will include:

- Chair – ACFP Board or Past Board Member
- Two (2) Directors from the Board
- Three (3) to Five (5) Members at Large

Board Governance Committees are appointed and approved by the Board. In addition to the membership, it should be noted that the Executive Director of the ACFP is a member of all ACFP Committees without voting privileges.

REPORTING RELATIONSHIP

The GAC is a governance committee and is accountable to the Board of Directors. The Committee, through its Chair, shall report to the Board following each meeting with respect to its activities and recommendations.

ADMINISTRATIVE SUPPORT

Administrative and operational support for meetings and ongoing communications will be provided by the ACFP. A senior staff liaison will be assigned to the committee who will be responsible for formulating agendas; collecting and presenting information regarding the areas of discussion; passing on discussion, recommendations, and input from the committee to appropriate parties; and will facilitate the work of the Committee between meetings. More specific duties include:



- Manage the overall processes required call for nominations,
- Reach out to existing members on their respective terms and their desire to renew,
- Arrange the promotions of the call for nominations and vacancies,
- Collate nomination packages for GAC, Board and Member review as required,
- Provide and support report backs to the Board or committee as required,
- Provide administrative support to the committee,
- Support notification to successful and unsuccessful members, and
- Prepare communications prior to and following Annual Meeting of Members (AMM)

MEETINGS

Meetings will be called by the Chair and facilitated by the Staff Liaison. It is expected that the GAC will meet face-to-face once per year and via teleconference/virtual meetings three times per year; and have ongoing communication via email between meetings.