

## **Terms of Reference NLPSPA Governance Committee**

### **COMMITTEE MANDATE:**

The Governance Committee shall be a Standing Committee of the Association with responsibilities to examine and monitor the governing and operational structures of the Association, to propose appropriate organizational changes that meet the needs of the Board of Directors and the membership, to provide oversight of the Association's brand identity, to monitor Board effectiveness, and to ensure that the Board fulfils its legal, ethical and functional responsibilities. The Committee is also responsible to ensure that the Constitution is current and amended as needed to reflect any new governance and organizational structures which the Association deems appropriate and to oversee and manage the presentation of Resolutions from the Board and/or the membership in accordance with the Constitution of the Association.

### **RESPONSIBILITIES:**

**The specific responsibilities of the Governance Committee will include three distinct categories: 1) Governance; 2) Constitution; 3) Resolutions.**

### **GOVERNANCE:**

1. Advising the Board on effective governance of the association through the development and review of governance policies and procedures.
2. Regularly reviewing the performance of the Board as a whole, its' Committee structure, and evaluating the contribution of individual Directors.
3. Ensuring that policies are created and periodically reviewed including roles and responsibilities of the Board, duties and responsibilities of Directors, standards of conduct including the Code of Conduct, Conflict of Interest policy, and Oath of Confidentiality, the Directors' Manual and all operational procedures.
4. Ensuring the Association meets legal and regulatory compliance.
5. Ensuring that the procedures for nomination, election, and removal of Directors and Director's expense policies remain current and accurate.
6. Ensuring that the number of Board members does not fall below the number required by the Constitution, that Board members understand and agree with the Mission of the Association and the Code of Conduct and other standards of conduct, and that Board members understand the time commitment and participation requirements of Board membership.

### **CONSTITUTION:**

1. Advising the Board of Directors on matters related to adherence to and interpretation of the Constitution;

2. Advising the Board of Directors on procedural matters related to General Meetings and Meetings of the Board of Directors;
3. Reviewing the Constitution in order to identify issues that require emphasis, interpretation or amendment;
4. Soliciting proposed amendments to the Constitution from the membership of the Association;
5. Considering any constitutional impact for any proposed governance and organizational amendments and formulating and presenting such needed changes for approval at the Annual General Meeting;
6. Ensuring that any approved amendments are recorded and communicated appropriately and that the Constitution document is updated accordingly;

#### **RESOLUTIONS:**

1. Receiving resolutions from the Board and Voting Members sixty (60) days before the Annual General Meeting to ensure circulation to the membership thirty (30) days before the AGM;
2. Placing any resolutions in proper form and placing them in the order in which they will come before the AGM;
3. Assessing the resolutions to determine alignment with the Mission and Objectives of the Association, the Strategic Plan and any financial obligations;
4. Preparing a summary report on the resolutions including recommendations for or against passage, or for amendments;
5. Presenting the resolutions to the general membership in AGM;
6. As a committee of the Association, the Governance Committee may submit its own resolutions, in the format noted above, for consideration at the AGM.

#### **CHAIR & COMMITTEE MEMBERSHIP:**

The Chair of the Governance Committee shall be the President of the Board of Directors. The Committee will also be composed of the Vice-President or President Elect (depending on the election cycle) and the Executive Director. The Committee may engage legal counsel as may be necessary from time to time.

#### **ACCOUNTABILITY:**

The Governance Committee shall be accountable to the Board of Directors, but shall work collaboratively with other Committees and shall report to the Board of Directors on a regular, and as appropriate, basis. A Status Report on the work of the Committee shall be provided to the membership at the Annual General Meeting.

**TERM OF OFFICE:**

The Term of Office for the Governance Committee shall be for a one-year period. The Committee shall be appointed on an annual basis but shall remain in place until dissolved, replaced or re-appointed by the Board of Directors.

**APPROVAL:**

These Terms of Reference shall be approved by the Board of Directors, and may subsequently be amended, as appropriate, at a regular meeting of the Board. They shall be reviewed for possible amendment by the Committee and by the Board on an annual basis.

**Approved by the Board of Directors on December 6, 2007**

**Updated February 23, 2021**

**Revised January 19, 2022**