

## Alberni Valley Chamber of Commerce Governance Committee - Terms of Reference

### Purpose

- To monitor and promote compliance of the Alberni Valley Chamber of Commerce with the Board of Director's Handbook (the "Handbook"), the Standard Operating Procedures, the bylaws as registered with Industry Canada (the "Bylaws"), the Boards of Trade Act (federal) and the Societies Act (British Columbia), as may be applicable.
- To review and revise the Policy Handbook and the bylaws as may be desirable.

### Composition

- The Committee will be established by appointment of the Board of Directors at the first Board of Directors meeting following the AGM.
- The Committee will be composed of a minimum of three (3) representatives from the Board of Directors, at least one of whom will be from the Executive Committee who will also serve as the Chair of the committee (the "Chair").
- Additional members of the Chamber may be appointed to the committee by the Chair with approval by the Executive committee of such appointment. The Board will also be advised of any change in makeup of the committee.
- The committee may involve non-committee members on particular projects or undertakings.
- The Chair will endeavour to ensure that the size of the committee balances the need for resources against the challenges that can occur with too large a committee. The committee will have a maximum of eight (8) members unless otherwise approved by the Board of Directors.
- The Executive Director (and/or designate) will be an ex-officio member/s of the committee.
- A majority of the committee members will constitute a quorum.

## **Duties and Responsibilities**

- Oversee the implementation of the strategic priorities assigned to the committee by the Board of Directors.
- Drafting, reviewing and, where warranted, updating the Director's Handbook and the bylaws including determining and recommending policies related to the governance of the Alberni Valley Chamber of Commerce.
- Educate the Board of Directors on their duties and monitor the execution of such duties in an effort to ensure compliance with the Policy Manual and the bylaws.
- Administer and analyze Board of Director self-evaluations on an annual basis.

## **Authority**

- The Committee derives its authority from the delegation of responsibility by the Board of Directors through the approval of the creation of the Governance committee and the approval of these Terms of Reference.
- Any decision of the committee that may have an operational impact (i.e. financial impact) requires approval of the Board of Directors.
- The committee may establish working groups to undertake specific tasks.

## **Accountability**

- The committee will report to the Board of Directors at each Board meeting (a short Meeting Summary report will be prepared by staff to assist with this reporting).
- The committee will establish goals for the term at its inaugural meeting and continually review and report to the Board on progress on achieving those goals.
- The Chair should be prepared to speak to the work of the committee and how that work has contributed to the Chamber's mission.

### **Meeting Logistics**

- Meetings will be held on a quarterly basis or more frequently as considered necessary by the committee.
- Unless otherwise determined by the committee, meetings will be held the second Thursday of each of the following months: March, June, September, & December.
- Meetings will be held in the Chamber Boardroom unless otherwise scheduled elsewhere by the Chair in consultation with the Executive Director.

### **Staff Resources**

- Staff resources, when reasonably available, will be provided through the CEO or designate as needed.