**Committee Terms of Reference**

**Name:**

Bylaws and Governance Standing Committee

**Members:**

Membership in the committee is comprised of a minimum of four individuals and a maximum of six from amongst the CDAA corporate membership. The membership is to include:

* **Sherry Hirsche**, Chair (CDAA Vice-President) [shineyteeth55@yahoo.com](mailto:shineyteeth55@yahoo.com); (403) 553-4762 (Role of Vice-President to retain a permanent position on the committee)
* **Mark Buzan**, (Executive Director) [mbuzan@cdaa.ca](mailto:mbuzan@cdaa.ca); (613) 521-5495 (Role of Executive Director to retain a permanent position on the committee)
* **Marina Crawford**, (CDAA Board Member) [rdamec@yahoo.ca](mailto:rdamec@yahoo.ca); (902) 444-7198
* **Calla Effa**, (CDAA Board Member) [effab@sasktel.net](mailto:effab@sasktel.net); (306) 783-2245
* *There is currently room for two more individuals*

Apart from the permanent positions, the membership of this committee is to be staggered with 2 individuals fulfilling a two year mandate and the remaining individuals fulfilling a three year mandate. Individuals expressing an interest in fulfilling a mandate must submit to the Executive Director of CDAA a letter of introduction indicating their preferred mandate duration 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 regularly review CDAA bylaws ensuring:
   1. Compliance with the needs and requirements of the Board of Directors and Corporate Members
   2. Compliance with a Carver Policy Governance Model
   3. Compliance with the new federal Not-for-Profit Incorporations Act
2. To conduct regular governance audits/ reviews ensuring CDAA:
   1. Governance structures are in line with the ownership link Corporate members have over CDAA in a federated membership model
   2. Effective CDAA leadership succession planning
3. To review, ensure, and assess board performance providing guidance and recommendations to the board as it pertains to:
   1. The effective use of the Board of Directors of CDAA Committees
   2. Executive Director limits/ Effective use of Board of Directors delegation
   3. Assuring the ownership linkage. In other words, planning is in line with the ownership link Corporate members have over CDAA in a federated membership model
   4. Proposing governance reforms measures for approval by the Board and Corporate Members
4. To annually facilitate board self-evaluation performance reviews

**Deliverables (2012)**

This committee will have achieved its initial objective(s) by proposing relevant reforms to CDAA’s bylaws so as to be compliant with the Not-for-Profit Federal Incorporations Act coming into effect in 2013. Once achieved, the committee will conduct a systematic review of CDAA’s governance structure so as to align the Board of Directors’ actions with a Carver Policy Governance structure and the ownership link corporate members have over CDAA in a federated membership model. The committee will have reached its objective by submitting a series of reform recommendations for approval by the Board and Corporate Members. The committee will also propose a consultation process before the corporate members.

The committee will be expected to produce reports annually and as required.

**Scope / Jurisdiction**

The committee is a standing committee of CDAA’s reporting to the Board of Directors.

**Guidance from the Board / Lead Group**

The consensus and decisions derived from meetings will be reported to the CDAA Executive Committee and Board of Directors for further action to take place. CDAA’s Executive Director may assist in this directive.

**Resources and Budget**

CDAA’s approved 2012 budget for governance and bylaws has been established at $2500 for training. Additional sources of funds may be drawn from the CDAA consulting budget ($5167.28), savings from reduced E & O insurance ($350) and the legal budget ($4700).

**Governance**

A clear majority vote (50%+1) will allow decisions to move forward. The committee is a standing committee of CDAA’s reporting to the Board of Directors.

**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 and Executive Committee
* Meetings should occur initially every 2 weeks moving towards monthly or quarterly meetings.
* This is a new committee was originally an adhoc committee
* Committee members should ideally have an interest and knowledge in non-profit governance