



Governance Committee

Purpose of the Committee

Based on the Board goals for a governing year, develop and implement an annual work plan for the evaluation and improvement of the Board of Directors' governance policies and practices.

Committee Type

Standing Board Committee

Scope

Review, provide guidance and/or recommend to the Board of Directors for improvement on governance policies and practices

- Successfully complete approved annual work plan
- Oversee the process for Board assessments
- Oversee the process for committee assessments
- Oversee the process of the CEO performance management system and annual performance review
- Oversee the process for Board, Committee Chairs and Board Chair orientation
- Review and recommend approval to the Board of Directors for all board committee terms of reference
- Oversee the review of director expense/compensation policies and systems
- Research emerging good governance trends and best practices and provide recommendations to the Board
- Recommend a governance review from time to time
- Research and recommend Board development topics related to good governance
- Oversee and recommend changes to association bylaws
- Review and provide recommendations on nomination, election, and succession planning policies and practices

Membership Structure

Up to 9 members comprised of at least 3 Directors and up to 6 non-director members. AMBA CEO is a non-voting member. The immediate Past-Chair of the Board of Directors is typically appointed Chair of the Committee. The Vice Chair of the Board of Directors is encouraged to hold one of the Director seats.

Subcommittees

Subcommittees may be formed to complete specific tasks/projects as needed

Key Responsibilities

Subject to the duties and responsibilities of the Board, the Committee has the following responsibilities.

- 1) Governance Framework
 - ensure appropriate structures and procedures are in place to allow the Board to function effectively;
 - at least biannually, review the governance framework for AMBA and advise the Board regarding:
 - areas of concern;
 - best practices; and
 - recommended changes.
- 2) Board Effectiveness
 - recommend and lead the processes for evaluating the effectiveness of the Board, its Committees, the Board Chair and individual Directors
- 3) Board Composition
 - as needed, recommend to the Board the appropriate size and composition of the Board; including matters related to board nominations process
 - monitor term limits and ensure they are adhered to
- 4) Orientation
 - ensure programs are in place for new Director/Committee member orientation and ongoing education.
- 5) Code of Conduct
 - annually review and ensure the adequacy of AMBA's Code of Conduct for Directors
 - annually obtain Code of Conduct declarations from Directors
- 6) Bylaw, Board Policy and Practices Review
 - The Committee has the responsibility to review at least every two years, and more frequently, if necessary (e.g., based on legislative or regulatory changes, or a change in governance best practices), the Bylaws, governance policies and practices.
- 7) Other
 - assume other related responsibilities as assigned by the Board

Duties

- 1) Attend scheduled meetings; attend the AGM;
- 2) Be familiar with AMBA's existing governance framework;
- 3) Arrive on time and be prepared to participate
- 4) Read any material received prior to the meeting, including financial statements;
- 5) Accept your share of delegated work.

Accountability & Reporting

- The Committee is accountable and reports to the Board of Directors.
- Committee members report to the Chair of the Committee



Meetings

Meetings will occur a minimum of 4 and a maximum of 12 times annually.

Membership Criteria

Must be a member in good standing OR have external expertise that cannot be easily found in a member. Experience or a high level of interest in association/NPO governance is an asset.

Confidentiality

We encourage you to talk to your peers about topics being discussed. Often, we will ask you to gather feedback for certain topics and decisions. However, matters discussed in the Committee are deemed confidential until a decision has been made or an action item has been approved.

Term Limits

A maximum term limit is four consecutive years.

Average Time Commitment

- 18-20 hours per year (meetings only);
- 1-2 hours preparation pre-meeting;
- Meetings are currently held monthly or bi-monthly.

Voting

Business arising at any meeting of this Committee shall be decided by a majority of votes. The Committee Chair shall not have a vote except in the case of a tie. No Committee member shall be entitled to vote by proxy. The CEO does not have voting powers.

Quorum

A quorum of the Committee in order to vote to make a recommendation to the Board of Directors shall consist of more than 50% of the voting membership of the Committee.

Measures of Success

- Member confidence in the responsible stewardship of the Association as evidenced by member survey;
- Member confidence in the election process;
- Member confidence in the overall foundation of governance at AMBA.

Benefits

- Job satisfaction through volunteerism;
- Fully informed of ongoing changes to the industry;
- Increased knowledge of non-profit and association governance practices;
- The opportunity to effect change in the Association through policy recommendations;
- Gain a better understanding of how AMBA operates;
- Enhanced knowledge of the Bylaws, the Code of Conduct, and other legislation such as the Real Estate Act;



- Stepping stone to Board of Directors and other industry-related positions available throughout Alberta and Canada;
- Networking and relationship building;

Resources

Resources and support services will be provided through the office of the CEO.