AMBA
ALBERTA MORTGAGE BROKERS ASSOCIATION

Governance Committee Terms of Reference

2026-2027 Committee Membership

Name	Company	Email
Shawn Jewers (Chair)	MCAP	shawn.jewers@mcap.com
Leah Argao	Tango Financial Mortgage (AB)	largao.la@gmail.com
Cam Brown	Invis	cambrown@invis.ca
Sherri Bureyko	Mortgage Architects	sherri@spiremortgage.ca
Jordan D'Haese	Jayman Financial	jdhaese@jayman.com
Lisa Mackey	TD	lisa.mackey@td.com
Jonathan Nameth	Sharp Insurance	jonathan@sharpinsurance.ca
Ryan Spence	Filogix	ryan.spence@finastra.com
Sarah Strauss	The Place to Mortgage	sarah@theplacetomortgage.com

Purpose of the Committee

Based on the Board's 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. Support the Board and its Directors to govern to the highest standard on behalf of the members of the association. Ensure governance documents are up-to-date and act as a reliable guide for the Board as they develop an efficient and effective governance system. Ensure Directors have the skills and knowledge to govern within the not-for-profit setting and with confidence.

Committee Type

Standing Board Committee

Scope

- Review, provide guidance and/or recommend to the Board of Directors for improvement on governance policies and practices.
- Ensure AMBA is in compliance with governance policies and practices as set out in the Governance Manual.
- Successfully complete approved annual work plan.
- Oversee the process for Board, Board Chair, Director assessments.

- Oversee the process for committee assessments.
- Oversee the process of the CEO performance management system and annual performance review.
- Oversee the CEO Compensation review (every three years).
- 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 and Workplans.
- 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 to the Board AMBA's governance advisors.
- Recommend a governance review from time to time in accordance with policy.
- Research and recommend Board development topics.
- 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 2 Directors and a minimum of 2 non-Director members. AMBA CEO is a non-voting member. The Vice-Chair of the Board of Directors is typically a member of this committee.

Subcommittees

DEI Advisory Committee
Professional Standards Committee
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.
    - Ensure compliance to the governance framework as set out by the governance manual.

- Based on a regular rotation, review the governance framework (governance manual) 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 the 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) Director 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.
   - Review and act upon and Director code of conduct/conflict of interest or other issues.
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 development 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.
2) Attend the AGM.
3) Be familiar with AMBA's existing governance framework.
4) Arrive on time and be prepared to participate.
5) Read any material received prior to the meeting including financial statements.

6) Accept your share of delegated work.

Accountability & Reporting

The committee is accountable and reports to the Board of Directors.

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

Maximum term limit is 4 consecutive years.

Average Time Commitment

- 18-24 hours per year (meetings only)
- 1-2 hours preparation pre-meeting
- Meetings are currently held bi-monthly

Voting

Business arising at any meeting of this committee shall be decided by a majority of votes. 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 on any matter 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.
- 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.

Staff Liaison

Operations Specialist