



## **Governance Committee Terms of Reference**

### **Purpose**

The Governance Committee (Committee) is a standing committee of the Board of Directors. The committee's primary purpose is to oversee and advise the Board of Directors with respect to Softball BC's approach to good governance, governance framework (including bylaws and policies), Board of Directors stewardship, including Board of Directors succession planning, and the processes to support and evaluate the effectiveness of the Board of Directors, Committees, and individual Board of Directors members. This responsibility is carried out in accordance with approved policies.

### **Core Values for Guiding the Committee**

The Governance Committee is guided by Softball BC's values, as stated in the strategic plan. The committee recognizes that the culture we set at the committee level should reflect Softball BC's culture and expectations.

### **Key Duties**

The Committee will perform the following key duties.

#### *Governance*

- On an ongoing basis, provide expertise and knowledge to enhance the quality of Board of Directors discussions on governance matters and facilitate effective Board of Directors decision-making in this area.
- Regularly reviews the governance framework (including bylaws, written policies, committee terms of reference and role descriptions) for Softball BC and advises the Board of Directors regarding areas of concern, leading practices, and recommended changes.
- Monitors good governance practices or trends to identify opportunities to evolve the Board of Directors' governance effectiveness.
- Advises on the strategic planning processes and Board of Directors policy review processes,
- Annually reviews the composition of the Board of Directors of Directors as a whole and recommends, if necessary, changes to the Board of Directors of Directors Skills and Experience Matrix to ensure the desired Board of Directors of Directors composition includes an appropriate balance of knowledge, experience, skills, expertise and diversity to effectively govern the organization and support the implementation of the strategic plan.
- Annually or as vacancies arise, works with the President and Nominations Committee Chair to identify any gaps that new members of the Board should fill and recommends to the Board of Directors the desired skills and experiences for potential new members of the Board of Directors.
- Ensures a nomination process is in place for the Softball BC Board of Directors.
- Ensures programs are in place for the new Board of Directors members' orientation and ongoing professional development.
- Assists and supports the annual review process for evaluating the effectiveness of the Board of Directors, the Board of Directors Chair, Committees and Individual Board of Directors Members.

- Ensures that a Code of Conduct is in place for the Board of Directors and that a process is in place to address any issues. Reviews the Code of Conduct regularly.

#### *Other*

- Provide expertise to enhance the quality of the Board of Directors' discussion on governance and facilitate effective Board of Directors decision-making in these areas.
- Additional duties as may be delegated to the Committee by the Board of Directors from time to time.

#### **Authority**

The Committee will exercise its authority in accordance with the Bylaws and such additional provisions as set out in these Terms of Reference.

The Committee is an active advisor to the Board of Directors on all governance matters. The Committee, with the approval of the Board of Directors, may establish Working Groups or Task Forces to address specific issues related to the Committee's mandate.

#### **Composition**

The committee will be composed of four (4) to seven (7) individuals appointed by the Board of Directors. The Board of Directors will appoint a Chair of the committee from the members appointed to the Committee. Consideration should be given to appointing individuals with knowledge and understanding of governance.

The President of Softball BC may serve as an ex officio member of the Committee.

The Committee will be supported through the Executive Director or their designate.

The appointed members of the Committee will serve one-year terms, renewable.

Should a vacancy occur on the Committee for any reason, the Board of Directors may appoint a qualified member to fill it. The Board of Directors may remove any member of the Committee.

#### **Meetings**

The Committee will meet by videoconference or in person, as required. The Chair will call meetings. At a minimum, the committee shall meet 3–4 times per year.

#### **Resources or Support**

The Committee will receive the necessary resources from Softball BC to fulfill its mandate. The Committee may, from time to time, receive administrative support from Management.

#### **Responsible to**

The Committee reports to the Board of Directors through the President. Status reports at a meeting of the Board of Directors, or full reports at a meeting of the Members, shall be presented by the Chair.

**Policy and Document Oversight**

- Executive Limitations Policy
- Board of Directors Eligibility and Determination Policy
- Code of Conduct Policy (Board of Directors) [NTD – this is likely not a separate document]
- Conflict of Interest Policy
- Confidentiality Policy
- Whistleblower Policy
- Terms of Reference for Standing Board of Directors Committees
- Board of Directors Position Descriptions
- Board of Directors Development (Evaluation) and Nomination Process
- And any other governance-related policies assigned by the Board of Directors

**Evaluation.**

The Board of Directors and the Committee's Chair will evaluate the Committee's performance. Support may be provided through the Executive Director as needed. The committee's performance will be assessed against the achievement of yearly objectives/deliverables and the fulfillment of the key duties outlined in these terms of reference.

**Review and Approval of Terms of Reference.**

The Board of Directors will review these Terms of Reference regularly, with input from the Committee as required.

**Other.**

The Bylaws' provisions regarding the Standing Committees will also apply.

Date of Approval. \_\_\_\_\_

Date of Review. \_\_\_\_\_