

SCA Governance Committee
Terms of Reference

1.0 Name
a. The committee shall be known as the Governance committee
2.0 Type
a. The Governance committee is a standing committee
3.0 Purpose
a. The committee exists to provide advice and direction with respect to the governance of the SCA.
4.0 Responsibilities
a. The committee shall be responsible for reviewing and providing directions and recommendations with respect to SCA governance. Specifically, this shall include such items as: <ul style="list-style-type: none">i. Nominations for SCA Board membersii. Nominations for SCA representatives on external committeesiii. SCA Bylawsiv. SCA governance policiesv. Committee terms of referencevi. SCA governance manual.
5.0 Decision-making Authority
a. The committee is authorized by the SCA Board to provide the Board and the SCA administration with recommendations and advice with respect to governance matters. b. Further, on an annual basis, the SCA Board shall approve a list of deliverables delegated to the committee to achieve. Subject to Board approval, the committee shall have the authority to make decisions and provide direction with respect to those delegated deliverables. c. Explicitly, the committee shall be responsible for soliciting candidates for Board and committee positions, and recommending nominees to the Board and SCA membership as appropriate.
6.0 Membership
a. Committee members shall be appointed by the SCA Board of Directors. b. The membership may be changed by the Board at any time. c. Committee membership shall consist of at least one non-Board member. d. The Chair of the SCA Board shall be a voting ex-officio member of the committee. e. The CEO of the SCA shall be a non-voting ex-officio member of the committee. f. The committee shall have a minimum of four members, not including ex-officio members, but including the committee Chair.
7.0 Chair
a. The Chair of the committee shall be elected by the SCA Board of Directors at the first meeting of the Board following the Annual General Meeting. b. The Chair of the committee shall be a member of the Board of Directors. c. The Chair of the committee is a voting member of the committee.

8.0 Meetings

- a. The first meeting of the committee in any year shall occur between the SCA AGM and the first full meeting of the SCA Board in the new calendar year. This meeting shall be known as the committee organizing meeting.
- b. The committee will meet as required throughout the year, at the call of the committee Chair.
- c. The intent is for the committee to meet once in between each SCA Board meeting. However, there may be times when the committee meets more, or less, frequently.
- d. Committee meetings will typically be hosted at the SCA office in Regina. Committee members may participate in meetings via teleconference and videoconference.
- e. Committee business may be conducted by email as well, so long as all committee members have the opportunity to participate.
- f. There will be no specific quorum requirements for this committee. However, if the SCA Board has delegated specific decision-making authority to the committee, at least three voting members of the committee must participate in the decision in order for it to take effect.
- g. Agenda for committee meetings will be prepared by SCA administration and approved by the committee Chair.
- h. SCA administration shall endeavour to provide meeting agendas one week in advance of committee meetings.
- i. SCA administration shall, in consultation with the committee Chair, prepare documentation and reports for any meeting agenda items requiring such information.
- j. SCA administration shall endeavour to provide agenda item documentation at least two full business days in advance of committee meetings.

9.0 Reporting

- a. The committee shall report to the SCA Board on its activities, decisions, and recommendations at every meeting of the SCA Board.
- b. SCA administration shall work with the committee Chair to prepare written summaries of committee meetings, and written reports for the committee.
- c. Committee meeting reports will identify the members in attendance, the items covered on the agenda, progress towards deliverables, and any specific outcomes including recommendations, decisions, and directions to staff.
- d. The committee will provide a report on outcomes to the SCA AGM each year.

10.0 Budget & Resources

- a. The annual budget for the committee, if any, shall be set by the Board of Directors during the SCA budget process.
- b. The CEO shall be the primary staff support resource assigned to the committee.

11.0 Deliverables

- a. At its organizing meeting, the committee shall develop a plan of action for the calendar year, specifying deliverables.
- b. The committee plan of action shall be provided to the Board for review and approval at the first meeting of the Board in a calendar year.
- c. Committees shall report on the progress towards deliverables at each subsequent meeting of the SCA Board, and shall report on the final outcomes of deliverables at the SCA AGM.

12.0 Review of Terms of Reference

- a. The terms of reference for the committee shall be reviewed by the committee on an annual basis.
- b. Changes to the terms of reference must be approved by the SCA Board.
- c. Changes may be made by the Board at any time. However, generally, the review of terms of reference shall be completed prior to the end of October each year.

Last Updated: October, 2016