

Governance Committee

Terms of Reference

1. Introduction

- 1.1. The Architectural Woodwork Manufacturers Association of Canada's ("**AWMAC**") Board of Directors ("**Board**") is legally responsible for governing the affairs of AWMAC per the Canada Not-for-profit Corporations Act and Regulations and AWMAC's bylaws. To assist with AWMAC's governance requirements, the Board has elected to form and undertake activities through a Governance Committee ("**Committee**").
- 1.2. This Terms of Reference ("**TOR**") establishes the Committee and its composition, role, and the specific authority the Committee has within its delegated area of responsibility. This TOR is subject to annual review by AWMAC. In this TOR, the standalone "AWMAC" may refer to the national Board or those authorized to act on the Board's behalf.

2. Purpose

- 2.1. The purpose of the Committee is to enhance the effectiveness of AWMAC's corporate governance practices and ensure compliance with relevant government legislation to enable the Board to exercise and discharge its fiduciary duties.
- 2.2. The Committee is classified as a Standing Committee of the Board that makes governance-related recommendations to the Board when directed by the Board and per this TOR.

3. Authority

- 3.1. The Committee is without any ability to legally bind either AWMAC or any AWMAC Chapter ("**Chapter**"), including AWMAC's and any Chapter's volunteers, employees, and contractors, in any way, including but not limited to entering into any contractual obligation, procuring or selling goods or services, hiring employees or retaining consultants, entering into partnerships or commercial arrangements of any kind, incurring costs or making expenditures other than those approved in advance under this TOR, or borrowing or lending money on behalf of AWMAC, Chapters, or on its behalf.
- 3.2. The Committee and its Participants have no authority to independently set, implement, amend or publish programs, policies or procedures unless otherwise permitted by AWMAC.
- 3.3. Committee participants ("**Participants**") are subject to AWMAC's policies and procedures.

4. Term and Composition

- 4.1. The term of each Participant shall be one (1) year and may be renewed annually by the Board.

4.2. The Committee is composed of the following:

- 4.2.1. AWMAC's Vice-President who:
 - a. is appointed by the Board,
 - b. will serve as the Committee chair ("**Chair**"); and
 - c. is committed to adhering to all policies, procedures and any additional requirements of the Board.

- 4.2.2. Two (2) additional AWMAC Board members who:
 - a. is appointed by the Board, and
 - b. is committed to adhering to all policies, procedures and any additional requirements of the Board.

- 4.2.3. The AWMAC Executive Director ("**Executive Director**") who, per their position description:
 - a. leads and supports volunteers who work to deliver the Strategic Plan and reports to the Board on progress;
 - b. drafts and amends policies for Board approval and prepares procedures to implement the policies;
 - c. oversees the planning, implementation and evaluation of AWMAC's programs and services;
 - d. prepares and releases correspondence on behalf of the Board;
 - e. identifies and evaluates AWMAC's risks and recommends and implements measures to control risks; and
 - f. performs all other duties as contained within their position description.

5. Responsibilities

- 5.1. The Committee assists AWMAC in carrying out its governance responsibilities. This includes, but is not limited to:
 - a. monitoring the Board's compliance with its obligations as set out in AWMAC's articles, Act, and bylaws;
 - b. ensuring that AWMAC's membership complies with AWMAC bylaws;
 - c. being knowledgeable of emerging governance trends and best practices and recommending a governance review from time to time,
 - d. making recommendations to the Board on retention, re-election, removal, or resignation of Board and Standing Committee members,

- e. being aware of and recommending Board development topics related to good governance, and
- f. identifying the need for and initiating the development or revision of documents relating to the governance of AWMAC.

5.2. Committee participants will, at all times:

- a. treat all AWMAC and Chapter volunteers, employees, contractors, etc., with respect;
- b. participate in the Committee's work by sharing their expertise and informed perspectives;
- c. make every effort to attend all meetings;
- d. review all relevant material before meetings;
- e. make thoughtful recommendations in the best interest of AWMAC as a whole, free from personal interest or consideration;
- f. support the efforts of the Chair and carry out any individual assignments, and
- g. work to ensure that the actions of the Committee are aligned with AWMAC's mission and goals.

6. Evaluation

Annually, the Committee will review its performance and report to the Board on this review as well as on AWMAC's governance matters and how alignment to the Board's fiduciary duties and strategic goals have been met.

7. Expenditures and Budgeting

The Committee may only incur such fees and expenditures approved by AWMAC. The Committee does not manage a budget; however, it may recommend expenses for inclusion in AWMAC's annual budget.

8. Support Personnel

Per AWMAC's annual budget, the Executive Director may engage the services of and oversee individuals retained as employees or contractors to support the Committee's work.

9. Meetings

9.1. Frequency

The Committee will meet a minimum of two (2) times per year, with additional meetings as required at the call of the Chair or any two members of the Committee.

9.2. Quorum

A quorum consists of more than 50% of the Committee's voting participants.

9.3. Voting

The Committee will vote on the approval of meeting agendas, minutes, and recommendations it makes for AWMAC's consideration. More than 50% of the voting Participants must vote in favour of a vote for it to pass.

9.4. Documentation

The Chair will set the meeting agenda in collaboration with the Executive Director. Committee members will receive agenda packages in advance of meetings. Minutes and other supporting documents will be circulated to Committee members following each meeting and no later than with the agenda package for the subsequent meeting.

10. Right to Dissolve Committee and Dissolution Process

10.1. The Committee will remain active until dissolved by the Board.

10.2. The Chair and Executive Director are responsible for adherence to and management of the Committee dissolution process as follows:

- a. The Executive Director shall send notice of the dissolution to all Committee participants within two (2) business days of receiving the Dissolution Notice.
- b. The next Committee meeting minutes will record the date of receiving the Dissolution Notice and the resulting date of the dissolution period.
- c. The Committee will continue to operate during a dissolution period of ninety (90) calendar days to complete any pending responsibilities of the Committee.
- d. With approval from the Board, the Committee may continue its activities under provisions of a dissolution extension period, provided that the then Committee participants agree to continue to serve on the Committee for the extension period. A dissolution extension period shall be no greater than ninety (90) calendar days.

10.3. At the end of the dissolution period or the extension to it, if any, the Executive Director, or their designate, shall have one (1) month to close out and consolidate all Committee records, drafts and correspondence files, all of which shall be permanently archived and placed on suitable archive media.

11. Confidentiality

No Committee participant, volunteer, employee, contractor, or guest ("**individual**") is to disclose, directly or indirectly, any information that is confidential or is deemed to be confidential and received through their work or role on the Committee without written consent from AWMAC, unless required by law. If clarification is needed, the individual must contact the Executive Director.