

## Canadian Ski Instructors' Alliance Governance Committee Terms of Reference

### Committee Type:

The governance committee (GC) is a standing committee of the national board (NB).

### Scope & Responsibilities:

The GC helps guide and support the evolution and improvement of the CSIA organizational governance structure, board governance, processes, policies, risk management, and ethics-related practices. The committee also assists the board with its performance.

The GC is to support board member recruitment, and to recommend processes to support and evaluate the effectiveness of the board, committees and individual board members.

### Committee Composition:

The GC shall be composed of seven volunteer members representing varied governance and board expertise, and reflecting geographical (and other) diversity where possible.

Each regional board and the NB will have the opportunity to appoint one expert member to the committee. The NB appointee shall not be a member of the NB. The committee can request that two additional experts (CSIA members or non-members) be appointed to the committee (as non-voting members) should there be a skill gap in a particular area. Refer to **Appendix A** for further information on expertise that should be prioritized when appointing committee members.

For voting purposes, there must be an odd number of members sitting on the committee at all times. The quorum for this committee is 5 members.

The committee will have at least 50% of its committee seats filled by individuals who have never fulfilled a governance role within the organization, prior to participating on this committee.

The chair of the committee will be agreed upon by a simple majority of the committee. Refer to **Appendix B** regarding qualifications that should be considered when appointing the chair.

The composition of the committee will be reviewed by the NB annually, and if necessary reappointments will be requested with supporting rationale.

Ideally there should not be a member turnover rate for this committee greater than 3 members per year.

The minimum term for this committee is 1 year, and there is a maximum term of 6 years.

## Committee Selection:

Each regional board will have the opportunity to recommend a candidate for appointment to sit on the GC (does not have to be a regional board member). When a seat becomes vacant on the committee, the GC will inform the region whose seat has become vacant and the regional board will select their member to fill the position. At the time the seat becomes vacant, the GC will inform the regional board as to which skill set the committee requires. Should the region find a suitable candidate with the required subject matter expertise, they will recommend the candidate to the NB (the GC will also be informed of the candidate). Except for extraordinary circumstances, the NB shall accept the region's recommended appointment. Refer to **Appendix C** for cases in which the NB or GC do not agree with regional candidate recommendations.

## Advisory Roles:

Subject matter experts may be invited on an occasional basis to attend committee meetings, to supplement committee expertise as deemed necessary. These may include the managing director (MD) or other staff, provided they are not put in a position of conflict of interest. These supplementary advisors are non-voting.

## Meeting Arrangements:

Meetings will be conducted primarily by video conference calls, quarterly, but more often if required. Committee members will be assigned mutually-agreed upon tasks to be completed between meetings, and shared with other committee members at meetings.

Minutes of meetings will be provided by the committee secretary to the Director of Shared Services within 2 weeks of each meeting.

## Reporting & Decision Outcomes:

The GC reports to the NB.

The GC forms recommendations by:

- Consensus where possible, or
- Simple majority vote should consensus elude the committee

GC recommendations are considered by the NB and accepted; where they are not adopted, are returned with a request for further consideration by the GC.

## Resources and Budget:

A budget based on cost analysis will be provided to support the ToR. Funds beyond the standing budget may be requested for approval by the NB in advance of a NB meeting.

The committee will be provided access to a platform to conduct virtual meetings.

## Deliverables:

The committee shall:

- Assist and support (but not necessarily conduct) the board with its annual board performance reviews and evaluations (which should include

evaluating the effectiveness of; the board and its executive positions and board committees)

- Annually reviews the composition of the board as a whole and recommends, if necessary, changes to the board competency matrix to ensure the desired board makeup includes an appropriate balance of knowledge, experience, skills, expertise and diversity. This information will be shared by the GC with the Nominating Committee and the National Board
- Organize the delivery of annual conflict of interest training to the NB and its committees
- Reviews the board and organizational governance framework (including policies and bylaws) and advises the board regarding:
  - areas of concern
  - best practices
  - recommended changes
- Ensures programs are in place for new board member orientation and ongoing professional board development

Orientation topics should include (but not be limited to):

- The organization's mission, goals, objectives, programs and services
  - The organization's budget and financial statements
  - The roles, duties and responsibilities of the board and its executive, committees, individual board members and the managing director
  - How to run effective meetings
  - Identifying conflict of interest
  - Governance best practices
- Ensure that all NB committees review and update their Terms of Reference, annually (the GC will help with the review and update process when needed)
  - Assist with any additional governance focused projects, when requested by the NB

- Provide communication and educational opportunities to the membership regarding organizational governance, as approved by the NB

## Review:

- Annually and as required
- Formal changes approved by the NB

## **Appendix A - Governance Committee- Member Skills**

Individuals with the following subject matter expertise should be prioritized to be on the committee:

- Governance, or ICD.D (corporate director) designation
- Executive/Business management
- Policy Development
- Conflict Management
- Accounting
- Legal
- Human Resource
- Information Technology
- CRM - risk management designation
- Corporate insurance

## **Appendix B - The Chair role**

The committee should strive to appoint an individual to the chair role who has prior executive experience in; leading working groups and in critical issue resolution in a business environment that could include:

- human resource management
- risk management
- financial stewardship

## **Appendix C- National Board and Governance Committee's right to veto recommended candidates**

If the NB or GC believe that GC candidates do not possess the required skill set for the committee, the NB or GC are responsible for communicating to the recommending region why they believe the candidate is not a good fit and requesting a different candidate.

The region will have the opportunity to find a suitable candidate (within 4 weeks).

Should the region not be able to find a suitable candidate, the region can request that the National Board put the call out to other regions to fill the role. Should the region not put forth a candidate within 4 weeks, the NB will automatically solicit the other regions to put forth candidates for the role.