

British Columbia Institute of Agrologists

Governance Committee - Terms of Reference

1. Committee Establishment

The British Columbia Institute of Agrologists' (BCIA) Governance Committee ("Committee") is established as allowed by Section 32(3) of the *Professional Governance Act* (SBC 2018)("PGA") and the BCIA Bylaws ("Bylaws") as amended from time to time.

2. Mandate

- Guide the BCIA Council ("Council") on matters of governance and compliance with the *Act*, the PGA, Bylaws, policies, and operating procedures;
- Draft and recommend Bylaw and policy amendments for Council's consideration;
- Oversee annual evaluations of Council and Councillor performance; and
- Act in accordance with policy governance principles, with all operational decisions to be made by management of the BCIA.

3. Functions and Responsibilities

- Review the BCIA Bylaws, policies, procedures, and Terms of Reference, and recommend changes when deemed necessary, or as requested by Council;
- Ensure the reviews of Bylaws and policies are undertaken in accordance with those documents;
- Review and recommend the process for an annual evaluation of Council prior to the annual evaluation(s); and
- Provide regular communication and reporting of Committee business to the Chief Executive Officer of the BCIA ("CEO") and Council.

4. Terms of Reference Amendments

- The Chair of the Committee may submit recommendations for amendments to Council for consideration; and
- Council may make amendments to the Terms of Reference in consultation with the Committee.

5. Membership

- The Committee shall consist of at least three (3), but no more than eight (8) BCIA Registrants in good standing plus up to three(3) lay members;
- Council, in consultation with the BCIA Nomination Committee and the existing Chair of the Committee, shall appoint the Chair and members of this Committee;
- Upon enactment of Section 32(7)(c) of the PGA, all Candidates for the Chair of this committee must be vetted by the BCIA Nomination Committee, with specific attention to the merit-based selection principles found in Section 25(1) of the PGA; and
- BCIA Councillors are prohibited from being a member of this committee.

6. Reporting and Communications

- The Committee shall record minutes of its meetings and submit such draft minutes to Council within 14 days of each meeting for information purposes only with final minutes to be provided to Council upon acceptance at the next meeting of the Committee;
- An annual written report outlining the activities of the Committee shall be provided to the CEO by the Chair at least 31 days prior to the scheduled date for the BCIA AGM;
- Upon request, updates shall be provided to the BCIA Communications Working Group for updating Members on activities and issues;
- The Chair shall communicate Committee business to Council; and

- The BCIA office is responsible for the storing of records and information related to and from this Committee.

7. Terms of Office

- The terms of office for all members of the Committee shall be two (2) years from the date of their respective appointment by Council;
- Whenever possible, appointments of Committee members shall be staggered to ensure overlap of newly appointed and returning members; and
- Committee members may serve a maximum of three (3) consecutive terms for a total of six (6) years unless Council grants an extension of a member's tenure.

8. Quorum

- A simple majority, which must include at least one (1) lay member, shall constitute a quorum of the Committee.

9. Decision Process

- The Committee shall strive to reach decisions by consensus. For any matters that require a specific decision such as recommendations to Council for legislative or Bylaw amendments, the Chair shall call and record a vote of the Committee members; and
- The Chair shall not vote except in the event of a tie vote of the Committee members.

10. Meetings

- The Committee will hold meetings at the call of the Chair a minimum of twice per calendar year, either in person or by electronic means. The Chair shall consider the travel and weather challenges faced by Committee members when choosing dates for Committee meetings.

11. Annual Work Plan and Budget

- An annual work plan including tasks, recommended amendments or changes, resources required, timelines and requested budget will be determined by the Committee and submitted by the Chair prior to December of each year to Council for consideration;
- The BCIA CEO must approve any amendments to an approved budget greater than one thousand dollars prior to expenditure; and
- Required legal services outside of services available from BCIA's in-house legal counsel must be specified in the annual work plan for specific work activities or approved by the CEO or President of the BCIA prior to initiating outside legal advice requests.

12. Staff Contact and Roles

- The CEO may participate in meetings of the Committee; and
- At the request of the Chair to the CEO, the BCIA staff may be approved to support the Committee as required.

13. Succession Planning

- Within the Annual Work Plan outlined above the Chair shall advise the BCIA Nomination Committee and the CEO, of each Committee member(s) term expiration date.