

By-law No. 5: Governance Committee Terms of Reference

Effective Date:	November 21, 2023, by resolution of the Board of Directors
Review Schedule:	At least every three years
Previous Versions	<ul style="list-style-type: none">• Approved by Board of Directors – September 22-2023• Amended by Board of Directors – April 19, 2020• Further amended – July 10, 2020

1. Introduction

The Governance Committee (the “Committee”) is a standing committee of the Board of Directors (the “Board”) of the Canadian Race Relations Foundation (the “CRRF”; the “Foundation”). As such, it is part of the governance framework within which the Board, assisted by its committees, directs and oversees the affairs of the Foundation.

As a standing committee, the Committee reports to the Board, which is ultimately responsible for the Foundation’s governance; the Committee has no independent decision-making capacity in its own right.

2. Purpose

The purpose of the Committee is to support the Board to develop and maintain a sound system of corporate governance, based on clearly defined roles, responsibilities, duties and delegations of authority that are consistent with best practices for a governance/policy board.

3. Composition and Terms

The Committee shall be comprised of at least four (4) and not more than seven (7) members eligible to vote (the “Voting Members”), appointed by the Board on the recommendation of the Governance Committee. The Voting Members shall include:

- A Committee Chair, who shall be appointed by the Board from among the Board members on the recommendation of the Chairperson of the Board;
- The Chairperson of the Board, who is an *ex officio* voting member of all committees;
- Members of the Board of Directors; and
- Up to two (2) external members, where additional expertise is deemed to be required and/or beneficial, so long as the number of external members does not constitute a majority of Voting Members. Any external members shall be appointed for up to four (4) years, with an option to renew for one additional term of up to four (4) years.

The Executive Director is an *ex officio*, non-voting member of the Committee.

Each member of the Committee (the “Member”) shall continue to be a Member until a successor is appointed, unless the Member resigns, is removed by resolution of the Board or otherwise ceases to be a member of the Board.

4. Roles and Responsibilities

The Committee's primary roles are:

1. Overseeing governance policies and procedures:

- a. To periodically review the CRRF's bylaws and recommend amendments to the Board where required.
- b. To oversee the development and implementation the CRRF's Governance Policy and review it according to an established schedule.
- c. To oversee the development and implementation the CRRF's Conflict of Interest and Ethics Framework and review it according to an established schedule.
- d. To oversee the development and implementation for a schedule for the review of other corporate policies for which the Board is responsible; each specific policy may be reviewed by other committees depending on the topic.
- e. To regularly review Board processes and procedures with a view to continuously improving the effectiveness and efficiency of Board operations in line with best governance practices. This includes providing for:
 - Processes, procedures and structures being in place to ensure that the Board functions independently of management and without conflicts of interest; and
 - Seeing that the Board has access to the information it needs to exercise its responsibilities and make sound decisions.

2. Supporting the government's appointment process:

- a. To develop and maintain the Board Competency Profile to identify the desired skills, knowledge and experience required on the Board as they may evolve from time to time.
- b. To support the Chairperson to make recommendations to the Minister relative to Board appointments by assessing existing gaps against the requirements identified.
- c. To support the Chairperson relative to any advice sought by the Minister on the appointment of the Executive Director.

3. On-boarding, orientation and continuous education:

- a. To ensure new appointees to the Board are appropriately welcomed and oriented to the CRRF's history, mandate, strategic priorities, programs and governance framework.
- b. To promote and consider opportunities for ongoing training and education, making recommendations as appropriate.

4. Committee structure and membership:

- a. To periodically review the terms of reference of all Board committees to ensure they reflect best practices and operational requirements.

- b. To make recommendations to the Board regarding the CRRF's committee structure and appointments of Board members to committees.
- c. To consider the need for external members to be appointed to the CRRF's Standing Committees, in consultation with those Committees and make recommendations to the Board as necessary.

5. Monitoring the effectiveness of the CRRF's governance:

- a. To assist the Board in developing and implementing the Board's evaluation program.

5. Frequency of Meetings

The Committee shall meet in accordance with the schedule established by the Board for its meetings and those of its committees or as required at the call of the Chair of the Committee.

6. Quorum and Voting

A majority of the Voting Members constitutes a quorum at any meeting of the Committee. Each Voting Member shall have one vote.

Questions shall be decided by a majority of votes cast. In case of an equality of votes on a question, the Committee Chair shall have the right to cast a second vote. If the Committee Chair does not cast a second vote, the question shall be deemed defeated.

Should there be a requirement for an electronic vote between meetings, a quorum shall be constituted when at least two-thirds of the voting Members cast a vote by email. Any action taken by such electronic means shall be recorded into the minutes of the next duly convened meeting of the Committee.

7. Reimbursement of Expenses

Members will be reimbursed in accordance with the CRRF's *Payment of Honoraria and Travel Expenses to Directors* Policy.

8. Review

The Governance Committee shall review its terms of reference every three years—or more frequently if required—as part of its triennial review of all committee terms of reference.