

Governance Committee – Terms of Reference

1. Mandate

The Governance Committee is a standing committee of the CDCF. The mandate of the Governance Committee is to draft bylaw amendments and policies as directed by the Board, and to provide guidance to the Board on matters of governance and compliance with bylaws and policies.

2. Functions and Responsibilities

The functions and responsibilities of the Governance Committee are as follows:

- (1) Draft bylaw amendments and policies (including terms of reference) as directed by the Board. All such bylaw amendments and policies must be approved by the Board.
- (2) Provide guidance to the Board to ensure compliance with CDCF bylaws and policies.
- (3) Regularly review CDCF bylaws, policies, terms of reference, and procedural documents and, when deemed necessary, recommend changes.
- (4) Ensure that reviews required by bylaws and policies are undertaken in accordance with those documents.

3. Membership

The Governance Committee shall consist of at least three members, at least two of which must be Board members. The President shall appoint the Committee members and designate the Chair who will be responsible for chairing all meetings of the Governance Committee and for ensuring the information and reports required under this Terms of Reference are prepared and presented to the Board.

4. Terms of Office

The terms of office for all members of the Governance Committee shall be two years commencing on the day of appointment of the individual members.

5. Quorum

A simple majority shall constitute a quorum of the Governance Committee.

Adopted by the CDCF Board:

Last Review Date: