

TERMS OF REFERENCE – GOVERNANCE COMMITTEE

Mandate

The Governance Committee is a committee of the board. The role of this committee is to make recommendations to the board about policies, procedures, structures and other matters which will:

- A. support and improve the ability of the Board to exercise good governance, and
- B. assist the Executive Director in managing the operations of Volleyball BC.

Key Duties

The Committee will perform the following key duties:

- Make recommendations to the Board concerning best practices of corporate governance and accountability;
- ensure a process is in place to orient new Board members;
- Review and/or develop Board policies and procedures to achieve good corporate governance;
- Recommend Board committee structures including purposes and relationships to other committees and staff;
- Develop tools to assess and enhance the performance of the Board and committees, which may include training opportunities;
- Review the By-laws annually prior to the annual general meeting to see if any recommendations for change, including possible change to the Board itself, should be brought forward to the membership;
- Consider and make recommendations on any matters that may involve a conflict of interest;
- Advise the Board on governance issues that may come up from time to time.

Authority

The Committee has no authority to bind the board or Volleyball BC, and is strictly an advisory committee.

Composition

The Committee will be composed of the President, Executive Director, and at least one more board member. The Committee may invite one or more non-board members to

participate in meetings or the review of certain matters, but cannot incur expenses on behalf of VBC without the approval of the Executive Director.

Appointment

The Board shall confirm the appointment of specific members of the committee.

Meetings

The Committee will meet in person at least once per quarter in 2012, and then shall meet at least once per year, or as needed. Meetings will be scheduled by the President or Executive Director, and may be conducted via conference call, skype or other means.

Resources

The Committee should not require any significant resources, other than minor disbursements, and may not incur expenses without the approval of the Executive Director.

Reporting

The Committee will report to the Board at regular Board meetings, and may present written reports and recommendations.

Approval & Review

The Terms of Reference were approved by the Board of Directors of Volleyball BC on December 6th, 2011, and should be reviewed at least bi-annually.