

# Association of Canadian Archivists

## Governance Committee

### Terms of Reference and Operations Manual

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## **Terms of Reference**

### **1. Purpose of the Governance Committee**

The purpose of the Governance Committee is defined in Section 8.01 of the ACA Bylaw.

### **2. Responsibilities**

The Governance Committee's activities and recommendations will ensure that:

- the Association operates in an efficient, transparent manner that ensures accountability to its members;
- the nominations and elections process for the ACA Board is managed effectively according to its Bylaw;
- the ACA awards program is administered according to its policies and procedures; and
- succession among all leadership positions occurs with minimal interruption to the activities of the Board, its committees, Special Interest Sections, and other groups.

### **3. Composition**

The Governance Committee consists of 5-8 members appointed by the ACA Board and is chaired by the ACA Vice President.

### **4. Term**

Members of the Governance Committee shall serve a 2-year term, and not more than two consecutive terms in a given role.

### **5. Participation and Attendance**

Members of the Governance Committee must be an Association member in good standing, participate in the group's work with timely completion of project tasks, and regularly attend group meetings / calls. An individual who is absent for two consecutive meetings or misses a task submission deadline without providing the Chair with written or verbal notification and reason for such, will be deemed to have resigned from the group.

### **6. Meetings**

The Governance Committee meets at the discretion of the Chair. Members may meet in person and via teleconference calls and email correspondence.

### **7. Compensation**

No compensation is made to members of the Governance Committee for their participation. However, reasonable authorized expenses will be reimbursed.

### **8. Recordkeeping**

The Governance Committee's notices, agendas, and minutes will be submitted to the ACA Executive Director and/or Secretary for retention. To promote continuity, the Governance Committee will use the ACA's Office 365 work space to store its collateral and any correspondence essential to understanding the decision-making and business processes of the Committee. Only members of the Governance Committee and the Executive Director will have access to this work space, unless otherwise deemed necessary to support business continuity.

### **9. Reporting and Accountability**

The Governance Committee will report to the ACA Board via the ACA Vice-President. The

Committee will create annual work plans, prepare progress reports for fall and spring Planning and Priorities meetings, and submit annual reports to the AGM.

## Timeline of Responsibilities

The following month-by-month timeline includes action steps for existing programs and projects with Committee oversight.

January	February	March
<p>Strike nominating committee for ACA elections</p> <p>Submit call for board nominations</p>	<p>Confirm membership for all committees and ensure all new members have signed Code of Conduct</p>	<p>Ensure eligible nominees for ACA election; actively solicit nominees if none received to this point</p>
April	May	June
<p>Provide annual report for the ACA Bulletin (Annual Report)</p> <p>Chair (VP) attends Spring Planning and Priorities meeting (all members welcome if travel/time permits)</p> <p>Continue to solicit nominees for elections (if necessary)</p> <p>Coordinate with ED to prepare online elections</p>	<p>Follow-up to Spring P&amp;P, any AGM preparations</p> <p>Verify AGM notice sent (30-days)</p> <p>Confirm Audit statements to Corp Canada</p> <p>Ensure full slate of nominees for elections</p> <p>Open online elections (no later than 10 days prior to AGM)</p>	<p>Host the ACA Members Input Session at the Annual Conference</p> <p>Close online elections on 2<sup>nd</sup> day of Annual Conference, confirm results</p> <p>Announce new Board at the AGM</p>
July	August	September
	<p>Confirm ACA annual return Corp Canada</p> <p>Begin development of next year's work plan</p>	<p>Review ACA policies (depth and duration of review will vary from year to year)</p> <p>Issue open call for volunteers for all ACA committees</p>
October	November	December
<p>Chair attends Fall Planning and Priorities (all members welcome if travel/time permits)</p>	<p>Review ACA forms and templates (depth and duration of review will vary from year to year)</p>	<p>Finalize and submit annual work plan</p>

Additional special projects (such as bylaw review) take place throughout the year as required.

## **Statutory Requirements**

As a registered corporation under the Canada Not-for-Profit Corporations Act (CAN), the Association is required to:

- File an **Annual Return** each year (online \$20), within 60 days of Aug 13.
- File any **change of Registered Office** address; immediately.
- Report **changes of Directors**, within 15 days of change.
- File **Financial Statement & Public Accountant's Report**; no less than 21 days prior to each AGM.
- File any **Bylaw amendments**; within 12 months.
- File any **changes to ACA's Articles**; as soon as accepted by Members.

## **Reference Documents**

ACA received a Certificate of Continuance from Corporations Canada, Aug. 13, 2013; as of that date, ACA operates under CNCA; an overview of operating requirements is available at <http://corporationscanada.ic.gc.ca/eic/site/cd-dgc.nsf/eng/home>

- ACA General Bylaw #2, 2013
- ACA Bylaw 1& 2, Approved July 25, 2012
- Volunteer Code of Conduct

Copies of all relevant documents can be found in the Governance Committee folder on the ACA CloudDrive.

## **Financial Information**

The Committee has no special financial circumstances as compared to other ACA Committees. Work is primarily supported by the ACA Office and the facilities of the ACA pertaining to tele- and/or video-conferencing and other logistical arrangements. Special projects involving additional expenditures are possible but must be approved by the ACA Board of Directors prior to initiating the project.

## **Membership**

### **Current (2019)**

Rebecka Sheffield (Chair), 2018-2019

Corrinne Rogers, 2017-2019

John Roberts, 2019-2020

Andrew Chernevych, 2019-2020  
Dierdre Bryden, 2019-2020

### **Past Chairs**

Loryl McDonald, 2007-2008 (Ad Hoc Governance)  
Rodney Carter, 2008-2011  
Michael Gourlie, 2011-2013  
Jordan Bass, 2014-2017

### **Past Members**

Rodney Carter, 2007-2008  
Martin Comeau, 2007-2011  
Linda Fraser, 2009-2011  
Michael Gourlie, 2007-2011  
Heather Beattie, 2010-2012  
Jeffrey Mokler, 2017-2018  
Jenn Roberts, 2017-2018  
Brett Lougheed, 2016-2018  
Loryl MacDonald, 2017-2018

## **History of the Committee**

An Ad Hoc Committee on Governance was established September 21, 2007 by the ACA Board of Directors as a result of a Review and Renewal process. This process included a review of the Association's bylaw, which was revised in 2008. The ad hoc committee responsible for the bylaw revision became the Ad Hoc Committee and later, the standing Governance Committee.

The Committee's mandate was to ensure efficient, accountable governance within the Association, seek volunteers for committees, undertake the nominations and elections process, and to adjudicate the ACA's awards and honours program. While oversight of the Association's governance was a newly-defined activity, the latter functions were previously undertaken by the ACA's Nominations and Awards Committee, which was disbanded with the new bylaw.

From 2017 to 2019, the ACA Awards program was coordinated by a sub-committee of the Governance Committee. As of July 2019, the Awards Sub-Committee has been disbanded and re-established as an independent standing committee of the Board.

## **Past Projects**

### **2008**

- Bylaw #1 – This project successfully updated the ACA bylaw in anticipation of the *Canada Non-Profit Corporation Act (CNCA)*.
- Volunteer Code of Conduct (2008) – The Governance Committee produced a code of conduct for volunteers to provide a framework for people volunteering with the ACA.
- Biographies of honorary members / fellows for the ACA website (2008-ongoing) –

Committee members prepared biographies to honour fellows and other award recipients as content for the ACA website.

## **2010**

- Bylaw revisions – A working group of the Governance Committee, the CNCA Continuance Group, made additional revisions to the Bylaw as a result of the proclamation of CNCA regulations.

## **2012**

- Bylaw #2 – This project, led by the CNCA Group, revised the Bylaw to change the membership categories, ensuring that the final process of continuance would be easier.

## **2013**

- General Bylaw #2 (2013) – Led by the CNCA Team, ACA's Bylaws were revised to comply with CNCA, combining clauses from Industry Canada with articles and sections from General Bylaw #1; the resulting document, (clean & showing tracked changes) was posted for member review, then unanimously approved at the 2013 AGM in Winnipeg.

## **2016**

- Nominations & Election Policy – A renewal of the policies related to the nomination and election of Directors.
- Absentee Voting Policy – The development of a policy for absentee voting, including the creation of a proxy voting form.

## **2017**

- Reviewed and edited Board job descriptions
- Established inclusionary process of issuing calls of expression for committee vacancies
- Established Ethics, Advocacy and Awards committees and Code of Conduct sub-committee
- Reviewed and edited AGM proxy form

## **2018**

- Established new policy for online voting that replaces need for absentee voting proxy ballots
- Supported Membership Management System Taskforce to design and implement new Wild Apricot management system and website

## **2019**

- Refreshed volunteer manual in coordination with the Executive Director
- Recommended bylaw amendments to fully support online voting, beginning with 2020 elections