



OCF Governance and Nominations Committee Terms of Reference

Purpose

To provide the structure and framework for the OCF Board of Directors to execute on the functions and duties of the board of directors and with the strategic plan while overseeing the organization's activities.

The committee's focus will be on the following areas dependent upon Board needs at any specific time:

1. Board roles and responsibilities
2. Updating the OCF Constitution to comply with the Ontario Non-Profit Corporations Act (ONCA)
3. Creating and/or modifying the OCF organization chart
4. Developing and providing board education and onboarding
5. Board and committee performance/effectiveness
6. Nominations and elections process

Membership

Membership consists of a Chair (appointed by the Board of Directors) and between three (3) and five (5) other members (appointed by the Committee Chair in consultation with the Board). Individuals should be visionary, strategic and have:

1. The respect of the Board;
2. Wide contacts in the community;
3. Relationship-building skills;
4. Good judgement and integrity;
5. A good understanding of the needs of the Board and the OCF.

The following roles and responsibilities must be filled by Committee members:

- Chair (appointed by the OCF Board of Directors)
- Secretary (appointed by the Committee members)

Lines of Authority/Reporting Accountability

The Chair reports directly to the OCF Board of Directors.

Term of Office

Members are appointed for a two-year term and may be re-appointed for up to two (2) additional two-year terms.

Decision Making/Voting

Each member has one (1) vote. Any vote is to be decided by a majority of those present. If there is a tie, the resolution is defeated.

Quorum

A minimum of fifty (50) percent plus one (1) member are to be present and only committee members may attend. In the absence of the Chair, those present may select a Chair from amongst them.

Frequency and Notice of Meetings

Meetings are held monthly (12 times per year), or more or less frequently, at the call of the Chair. At least three (3) days' notice is required unless waived unanimously by the committee members. Meetings may be in person or via teleconference.

Agenda

The Agenda should be forwarded to all committee members by the Chair and Secretary within five (5) business days of the next meeting date. Committee members may submit recommendations on Agenda items to the Chair and Secretary at least three (3) business days prior to the next meeting date. The Chair and Secretary will forward a final agenda at least two (2) business days prior to the next meeting date.

Minutes

Decisions and action items are recorded by the Secretary of the committee and approved (by e-mail or conference call) within five (5) business days of the meeting by the committee members.

Retention of Minutes

Approved minutes are posted to the OCF Google Drive for the information of board members. There is no requirement to post them on the OCF website.

Scope of the Committee

1. Board Roles and Responsibilities

- a. Assess and anticipate the competencies and qualifications needed for Board and Board Committee composition;
 - b. Annually review the OCF Constitution and the board's terms of reference (as required); and,
 - c. Work with the Executive Director to determine board/office roles and responsibilities.
2. Updating the OCF Constitution to comply with ONCA
 - a. Establish gaps in current OCF Constitution in relation to ONCA;
 - b. Re-write draft of OCF Constitution to ensure compliance with ONCA and present to the Board of Directors for approval;
 - c. Distribute updated Constitution to OCF Members for ratification in advance of 2024 Annual General Meeting.
3. Creating the OCF Organization Chart
 - a. Assess the structural needs of the OCF based on the Strategic Plan;
 - b. Determine which committees are required to execute the Strategic Objectives; and
 - c. Review the Organization Chart on an annual basis.
4. Developing and providing board education and onboarding
 - a. Design and oversee an orientation process for new Board members; and
 - b. Design and implement an ongoing program for Board education.
5. Board and Committee Performance/Effectiveness
 - a. Update and maintain the Constitution and monitor compliance with its governance policies and requirements;
 - b. Continuously review and monitor compliance with the Constitution;
 - c. Monitor Board effectiveness and propose, as appropriate, changes in Board structure, roles and responsibilities;
 - d. Provide ongoing support and counsel to the Board as needed;
 - e. Review Board standards of accountability surrounding member participation, conflict of interest, confidentiality etc., and recommend amendments as needed; and
 - f. Assess the implications of changes in provincial legislation and Climbing Escalade Canada's by-laws and policies for OCF's governance structure.
6. Nominations and Elections Process
 - a. Assess the Board and Committee needs in terms of the skill sets required on a regular basis;
 - b. Plan for succession on both the Board and Committees;
 - c. Recruit qualified candidates to serve on the Board and its committees through a rigorous and transparent nominations process;
 - d. Vet and approve potential candidates for Board and committee positions;
 - e. Design and implement an election process for all Board positions;
 - f. Design and implement a selection process for all committee positions; and,
 - g. Review the nominations, selections and elections processes annually to ensure that they are up-to-date and meet the needs of the OCF.

Responsibilities of the Chair

1. To chair all meetings;
2. To collaborate with the Executive Director to ensure all committees are compliant and accountable with regard to each Committee's mandate and functions;
3. To submit to the Board for approval all Board Committee Terms of References; and,
4. To submit to the Board for approval all proposed changes to the Constitution and governance policies and requirements.

Approval of Terms of Reference

Date Approved by the Board: May 15, 2024