

Governance & Bylaws Committee Terms of Reference

Current Chair:

Current Members:

Current Staff Liaisons:

Purpose of the Committee:

Based on the Board goals for a governing year, develop and implement an annual work plan for the improvement of the Board of Directors' good governance policies and practices.

Responsibilities:

- Review, provide guidance and/or recommend to the Board of Directors for improvement of any and all governance policies and practices
- Successfully complete approved annual work plan
- Oversee the process for Board assessments both for the full Board and individual members
- Oversee the process for committee assessments
- Oversee the process of the CEO performance management system and annual performance review
- Oversee the process for Board, Committee Chairs and Board Chair orientation and new member on-boarding
- Reviews and recommends for approval to the Board of Directors standard template changes for all Board committee terms of reference
- Oversee the review of Director compensation system
- Research emerging good governance trends and best practices
- Recommend a governance review from time to time
- Research and recommend Board development topics related to good governance
- Oversee and recommend changes to association by laws
- Oversee and recommend changes to CREA's *Technology Policies Manual* and REALTOR.ca DDF® Rules
- Maintain and oversee all aspects of the Director recruitment and election process

Accountability:

The Committee is accountable to the Board of Directors

Committee Membership:

Up to 12 Committee members comprised of:

- A minimum of 4 Directors
- A minimum of 2 REALTOR® members
- 3 additional members who may be REALTOR® members or Staff Representatives
- CREA CEO

Membership Criteria:

A member of the Committee should:

1. Have an understanding of the not for profit sector and member based associations
2. Be committed to the governance process
3. Have knowledge, skills and competency of good governance practices
4. Have availability for expected time commitment

Voting:

Business arising at any meeting of this committee shall be decided by a majority of votes. The Committee Chair shall not have a vote except in the case of a tie. No Committee member shall be entitled to vote by proxy.

Quorum:

A quorum shall consist of more than 50% of the voting membership of the committee.

Resources:

Resources and support services will be provided through the office of the CEO, as approved by the Board of Directors.

Confidentiality

All committee members must adhere to CREA's confidentiality practices.

Conflict of Interest:

Committee members must comply with CREA's conflict of interest practices including but not limited to with respect to disclosure of any real or perceived conflicts of interest and recusal from meetings and/or meeting decisions where required by the practice.

Committee Assessment:

The committee will conduct an annual self-assessment to evaluate its performance and identify areas for improvement.

Annual Review:

These terms of reference shall be reviewed annually by the committee and amended as necessary with the approval of the Board of Directors (in the case of Board committees) or CEO (in the case of operational committees).