**Report prepared for the AGM of the CAG-ACG**

**Report prepared:**

July 12, 2024

**Prepared by:**

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**Prepared on behalf of:**

CAG-ACG Governance Committee

This committee has met twice over the past 9 months to prepare a terms of reference (attached) as well as establish an operational plan, going forward.

In establishing the ToR (Terms of Reference), it became clear that there were some anomalies inherent in the CAG-ACG constitution. These were related to the inconsistency of language used to refer to the overall governance body (that is, Executive as opposed to Board) and the smaller group of executive officers that represent that overall governance body (that is, what we euphemistically refer to as the ‘mini-exec’) that is typically in a not-for profit organization referred to as the Executive Committee (consisting of the President, VP or in our case VP or past president, as well as the Secretary/Treasurer).

At the second meeting of the Governance committee, the following decisions were made:

1. To review the Constitution for consistent language and to bring that forward to the AGM for approval (see attached).
2. To approve the Terms of Reference for the Governance Committee.
3. To create a communication channel for the Governance Committee.
4. To establish a monthly meeting schedule for the Governance Committee (beginning Sept 2024).
5. To bring to the first meeting in September 2024 a full list of existing policy documents and by-laws requiring review.
6. To discuss at the first meeting in September 2024 a proposed list of new policies that require drafting by the Governance Committee.
7. To establish an operational plan for the Governance Committee for 2024 that addresses the priorities established at the first meeting of the Committee in September 2024.
8. To bring that operational plan to the Executive for their comment and input.

NOTE – in order to approve the changes to the Constitution (attached) the following process must be followed:

**Article IX - Constitutional Change**

1. Any member in good standing may propose a change in the Constitution providing the signatures of five other members in good standing have been secured.

2. The secretary-treasurer will circulate the proposed change to the membership electronically.

3. Ratification of the change requires the approval of two-thirds of the members who return the ballot within the specified time.

Insert appropriate logos

**Policy Number** XXX

**Organization** Canadian Association of Geographers – Association Canadienne des Geographes

**Policy Title** Terms of Reference - Governance Committee

**Draft Date** December 18, 2023

**Recommended by** CAG Governance Committee

**Approved by** CAG Board – XXX

**Next Review** 2028

**Governance Committee Background**

In compliance with its constitution and bylaws, the Board of Directors of the Canadian Association of Geographers/ Association Canadienne des Geographes (hereinafter referred to as CAG-ACG) governs its business and policies in accordance with is mission and vision.

The current constitution and bylaws prescribe general operating rules, duties and responsibilities of the Board, Officers, and Staff. The President guides the business operations of CAG-ACG under the strategic plan, policies, annual budget and priorities approved by the Board of Directors.

**Governance Committee Framework and Membership**

The CAG-ACG Executive (constituted by the President, Vice President/Past President and Secretary/Treasurer) approved the formation of a Governance Committee at its Executive Meeting on XXXXX.

The CAG/ACG Governance Committee shall be comprised of a Chair (the CAG-ACG Vice President/Past President) and three additional members of the CAG-ACG Board. The President of the CAG/ACG will sit on this Committee ex-officio. The Committee will be supported by the CAG/ACG Executive Assistant. The Committee will draft a number of policies and procedures related to the operations of the organization in fulfilling the stated mission and vision. All will be forwarded to the Board for approval and subsequent filing in order to ensure a comprehensive inventory of Board documents and a regular review process. The CAG-ACG Board is also required to approve the Terms of Reference (TOR) for the Governance Committee.

**Governance Committee Purpose**

The purpose of the Governance Committee is to assist and support the Board by researching and preparing policy documents, evaluating existing policies on a regular basis, and ensuring the organization retains and/or develops all necessary policies required for good governance.

Governance Committee Guidelines

1. Governance Committee work will be guided by the CAG-ACG mission and vision as outlined in the Constitution.
2. All Committee members will receive the Terms of Reference, Committee agendas, briefing notes, a proposed work plan schedule, draft policy documents and meeting minutes from the Committee Chair for review, revision and recommendation to the Board.
3. The Chair of the Governance Committee will make routine oral and written reports on Committee activities and recommendations to the Executive and the Board.
4. With the support of the CAG-ACG Executive Assistant, the Committee Chair will circulate agendas with reports for decision making one week (7 consecutive days) before regular meetings.
5. The Committee will keep accurate records and minutes of meetings that include notes on discussions and relevant motions. These documents will be posted with other CAG-ACG documents for historical purposes.
6. Committee minutes will be kept by the Executive Assistant and will be distributed one week after a meeting to assist in tracking action steps.

7. The Committee Chair will consult with the President and receive advice and information on issues and priorities prior to making any formal recommendations to the Board.

**Governance Committee Term of Appointment**

Members are elected/appointed by the Board and are asked to serve a two-year commitment.

**Governance Committee Meeting Schedule and Location**

The Committee will meet monthly and all meetings will be virtual.

**Governance Committee Work plan Schedule**

The Governance Committee’s work plan and schedule will be forwarded to the Board by the Committee Chair for approval, prior to the Board meeting following the Annual Meeting.