



Community Foundation
for Kingston & Area

Governance Committee
Terms of Reference

Approved by CFKA Board	August 8, 2023
Date Reviewed	July 21, 2023
Replaces Previous Version Approved	February 25, 2020
Organizational Relationship	<ul style="list-style-type: none">• Governance is a Standing Committee of the CFKA Board of Directors:• The CFKA Nominating Committee (per By-law # 1 Para 7.01) is a sub-committee of the Governance Committee.
Reports To	CFKA Board of Directors
Purpose/Mandate	<p>The Governance Committee:</p> <ul style="list-style-type: none">• Evaluates and continuously improves CFKA’s overall approach to good governance, which encompasses oversight, structure, policies/infrastructure and performance;• Undertakes activities to support and evaluate the effectiveness of the Board, Committees and individual Board members; and• Undertakes Board member recruitment and on-boarding.
Responsibilities	<p>The Governance Committee provides oversight for the Foundation’s governance structure, strategic planning, management and operations. The Committee:</p> <ol style="list-style-type: none">1. Monitors:<ul style="list-style-type: none">• Progress with implementation of the <i>CFKA Strategic Plan</i>;• Board, Standing Committee and operational effectiveness;• Business risks;• Effectiveness of organizational systems, structures, policies and processes; and• Compliance with CFKA Policies and committee Terms of Reference.2. Actions:<ul style="list-style-type: none">• Initiate activities to address gaps identified during monitoring;• Maintain documents describing CFKA’s governance structure, policies and risks; and• Prepare the list of candidates for election to the Board (as Directors) at the Foundation’s Annual Meeting of Members.• Reviews candidates and recommends to Board the recipient of the (normally annual) CFKA Community Builder Award.

	<p>3. Reports:</p> <ul style="list-style-type: none"> • Provide updated documents to the Board for consideration including: <ul style="list-style-type: none"> • <i>By-law # 1</i> (as required); • <i>Governance @ CFKA</i> (annual); • <i>Board & Committee Meetings @ CFKA</i> (annual); • <i>CFKA Risk Register</i> (annual); • <i>CFKA Policies</i> (as required). • Provide the Nominations Report for consideration by CFKA’s Members at the Annual Meeting of Members.
Membership	<p>The Committee will be comprised of:</p> <ul style="list-style-type: none"> • Chair of the Board; • One Vice-Chair of the Board; • Past Chair of the Board; • Two additional Board members appointed by the Board; • Executive Director; and • Two community representatives (who have governance experience and expertise) appointed by the Board. <p>The committee will be chaired by the Board Chair or designate on behalf of the Chair.</p> <p>The membership of the Nominating Committee is provided in By-law # 1 at Paragraph 7.01 (Nominating Committee).</p>
Quorum	Majority
Meetings	The Committee shall normally meet bi-monthly or as required to fulfil its responsibilities.



