

**CANADIAN SUPERIOR COURT JUDGES ASSOCIATION  
GOVERNANCE COMMITTEE  
TERMS OF REFERENCE**

Approved by the Board of Directors November 2022

**1. PREAMBLE**

In these Terms of Reference:

“Association” or “CSCJA” means the Canadian Superior Court Judges’ Association

“Board” means the Board of Directors of the CSCJA

“Chair” means the person or persons appointed to chair or co-chair the Committee

“Committee” means the Governance Committee

“Council” means the Council of the CSCJA

“Executive” means the Executive of the Board

**2. PURPOSE**

The Committee shall advise and assist the Association on issues of good governance, including the development and implementation of a strategic plan for the Board, which is consistent with the mission, vision and values of the Association.

**3. COMPOSITION**

The Committee is composed of a minimum of three and a maximum of six members of the Association, all of whom shall be selected and appointed by the Board. The Board shall appoint the Chair of the Committee from the members appointed to the Committee.

The President, the Past President and the Executive Director of the Association are members of the Committee as a function of their office.

All members of the Committee are voting members except the Executive Director.

**4. TERM**

Members of the Committee shall be appointed for a term of up to three (3) years. Terms are renewable but no member shall serve more than three consecutive (3) terms.

**5. QUORUM**

A majority of the members of the Committee (50%+1) constitutes a quorum.

**6. CHAIR OF THE COMMITTEE**

The Chair is responsible for the following:

- a. convening Committee meetings and designating the times and places of such meetings;
- b. developing agendas and related materials for the Committee meetings, with the assistance of CSCJA staff;
- c. ensuring Committee meetings are conducted in an efficient, effective and focused manner;
- d. ensuring the Committee has sufficient information allowing it to make proper decisions when decisions are required;
- e. providing leadership to the Committee and assisting it in the oversight of its responsibilities and compliance with its terms of reference; and
- f. Reporting to the Executive and the Board on the deliberations and recommendations of the Committee.

**7. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE**

The Committee shall:

- a. monitor good governance practices or trends to identify opportunities to evolve effectiveness of the Board's governance;
- b. conduct an annual review of the composition of the Executive and recommend to the Executive a member of the Board for appointment to the Executive;
- c. Monitor the terms of office for Board and Council members and advise the Executive and the Board when terms are up for renewal or when vacancies exist;
- d. review, develop and recommend to the Board amendments to the CSCJA bylaws, policies and practices to address legislative and/or regulatory changes and to ensure maintenance of best governance practices;
- e. consider and recommend to the Board any new committees considered appropriate by the Committee;

- f. initiate and develop discussion of topics for Board retreats or other strategic sessions;
- g. assist the Board to develop and update the strategic plan to reflect current environment and strategic priorities;
- h. monitor the progress in achieving the strategic directions and annual objectives of the strategic plan;
- i. regularly review any policies for which it is given responsibility by the Board and recommend to the Board changes to those policies as required; and
- j. Assume any other related responsibilities assigned to the Committee by the Board or the Executive.

## **8. MEETINGS**

The Committee shall convene at such times and places designated by its Chair or whenever a meeting is requested by a member of the Committee.

Members of the Committee may participate in a meeting of the Committee by means of teleconference or other means of electronic communication permitting all persons participating in the meeting to communicate adequately with each other. A member participating in any meeting by any such means is deemed to be present at the meeting.

In the absence of the Chair, or at the request of the Chair, a meeting shall be chaired by a member designated by the Chair in advance of such meeting or, absent such delegation, by such person as may be agreed at the meeting.

## **9. DECISION-MAKING**

The Committee shall make all reasonable efforts to render decisions on a consensus basis. Where a consensus cannot be reached, decisions shall be taken by majority vote. If there is a tie vote at the Committee, the matter shall be forwarded to the Board for debate and resolution.

## **10. MINUTES**

Considering the nature of the Committee's mandate and work, minutes of the Committee's meetings are not required but may be taken at the direction of the Chair. Any minutes taken will be made available to the Board once approved by the Committee.

## **11. ACCOUNTABILITY**

The Committee will be accountable to the Board through the Chair of the Committee.

## **12. RESOURCES**

The Committee shall receive financial and administrative resources to fulfill its mandate as approved by the Board.

If and when considered necessary by the Chair for achieving the Committee's mandate, the Committee may establish one or more subcommittees or task groups with specific mandates and timelines, and appoint thereto members of the Association.

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