

1. PURPOSE

- 1.1. The Governance and Nominating Committee (Committee) is established to support the Executive Committee (Executive) with maintaining and continuously improving governance of the Building Officials' Association of BC (Association).
- 1.2. The Committee may make recommendations to the Executive on issues related to governance, including bylaws, Executive and standing committee operations, planning and reporting, and policy development.
- 1.3. The Committee conducts a fair and transparent nomination and election process for Executive positions and makes recommendations with respect to vacancies on the Executive or its standing committees.

2. COMPOSITION AND ORGANIZATION

- 2.1. The Committee will be comprised of no less than three, but no more than seven members
  - a. Within these parameters, the Committee shall be comprised of at least two members of the Executive and at least one Member who is not on the Executive.
- 2.2. The President appoints members of the Committee.
- 2.3. Committee members serve on the Committee until they resign or are removed by the President.
- 2.4. The President may appoint a member to fill a vacancy that occurs at any time.
- 2.5. The President appoints the chair of the Committee.
- 2.6. The chair of the Committee must be a member of the Executive.
- 2.7. Matters before the committee shall be decided by a simple majority.
- 2.8. A quorum shall be a simple majority of voting members.
- 2.9. The Committee shall meet at least once per quarter, or as needed, with dates and times being established by the chair.
- 2.10. The President is an ex-officio, non-voting member of the Committee.
- 2.11. Staff support for the Committee will be provided through the Executive Director.

3. DUTIES AND RESPONSIBILITIES

- 3.1. Subject to the powers and duties of the Executive, the Committee has the responsibility to:
  - a. review and recommend proposed changes to Association bylaws;
  - b. establish and implement a regular review schedule for all Association policies and procedures;
  - c. review all policies and procedures relating to operations of the Executive and its committees on an annual basis, including any applicable terms of reference;
  - d. identify, review and recommend governance best practices for adoption by the Association;
  - e. provide input into the Association planning and reporting framework;

- f. develop, maintain and report to the Executive on status of the Association risk registry;
- g. annually review and, as appropriate, update the Executive Committee Code of Conduct;
- h. ensure that all Executive and other members who are volunteering for the Association have signed and annually re-signed the Executive Committee Code of Conduct;
- i. oversee any investigation into the alleged contravention of the Executive Committee Code of Conduct by a member of the Executive;
- j. recommend to the Executive that it annually implement, an appropriate evaluation process for the Executive and its standing committees;
- k. oversee and administer the nomination and election process for position on the Executive Committee;
- l. prepare and present a nomination report to members at the Annual General Meeting;
- m. manage succession planning activities for the Executive Committee;
- n. develop and maintain an Executive Committee competency matrix to identify core competencies and experience for Executive members;
- o. review, monitor, and make recommendations regarding Executive orientation and development; and
- p. recommend to the Executive any reports on governance that may be required or considered advisable.

#### 4. ACCOUNTABILITY

##### 4.1. The Committee shall:

- a. report its discussions to the Executive through inclusion of written minutes in the agenda packages for Executive meetings, and providing a verbal update on committee activities at each Executive meeting; and
- b. perform an annual review of the committee operations, including an annual self-assessment, and report to the Executive on the fulfillment of its duties and responsibilities.

##### 4.2. All Committee members must annually reaffirm their adherence to the Executive Committee Code of Conduct.

#### 5. DOCUMENT AMENDMENTS

- 5.1. These Terms of Reference will be reviewed and evaluated annually by the Committee and changes may be recommended to the Executive for consideration and approval.

#### 6. EXPENSES

- 6.1. Budgeted travel costs will be approved for required in-person business in accordance with Association policy.

7. VERSION APPROVAL HISTORY

Date	Action
June 14, 2022	Terms of Reference approved by the Executive Committee.
September 19, 2024	Minor updates to Terms of Reference approved by the Executive Committee.