



AAMDC BOARD GOVERNANCE REVIEW COMMITTEE

- TERMS OF REFERENCE -

MANDATE AND OBJECTIVES

The primary role of this committee will be to:

- a) To review and provide recommendations on issues as they relate to the Board governance structure of the AAMDC
- b) To provide a final report to the AAMDC membership upon completion of their deliberations of the focus areas listed below.
- c) That an AAMDC Board Governance Review be conducted every four (4) years, with the final report presented at the spring convention the year of a municipal election.
- d) Recommendations from the AAMDC Board Governance Review Committee will align with the current Strategic Direction of the association.

TIMING & TERM

The Committee will be established three (3) years after each municipal election commencing in the fall on or near fall convention. Once established the term of the Committee shall be a maximum of 4 months to meet, deliberate, and report by the following Spring Convention.

COMPOSITION

This Committee will be comprised of six (6) members:

- One member from each of the five (5) districts, as appointed by their district.
- One non-voting chairperson appointed by the Board of Directors (shall not be a member of the Board of Directors)

FOCUS AREAS

The items for review by the AAMDC Board Governance Review Committee may include:

- AAMDC Bylaws;
- Board member roles and responsibilities, including those of the President and Vice President;
- Board member remuneration and expenses;
- The board election process;
- The role of issue specific ad-hoc committees;
- How committee appointments are determined; and
- Other board governance issues as directed by the Board of Directors

All members of the AAMDC Board of Directors are to be interviewed individually by the Board Governance Review Committee at the start of the process to gather information on the identified focus areas.

REPORTING RELATIONSHIP

The AAMDC Board Governance Review Committee shall provide a report to the AAMDC membership at the spring convention the year of a municipal election. Prior to presenting to the membership the committee shall present their findings to the AAMDC board who reserves the right to provide comment or clarity to report items and recommendations.

ACCOUNTABILITY

The AAMDC Board of Directors shall report back to the AAMDC membership within one calendar year after the completion of the review indicating progress on identified recommendations. Should the AAMDC Board of Directors choose not to act on a recommendation(s), justification for this decision shall be presented.

CHAIRPERSON

A chairperson will be appointed by the Board of Directors. This member will act as Committee Chair but will have no voting powers.

FREQUENCY OF MEETINGS

Meetings will be assembled as required, or at the call of the Chair. Meetings can be attended either in person, via telephone conference or via video conference.

COMMITTEE SECRETARIAT, ADMINISTRATIVE AND FINANCIAL SUPPORT

- a) The AAMDC will provide all necessary administrative resources and staff support to the committee.
- b) The AAMDC will provide or arrange meeting space for the committees as required.
- c) Per diem costs for all committee members, including the chairperson, associated with participation in the AAMDC Board Governance Review Committee will be borne by the AAMDC. Per diem amounts will be paid as outlined in the AAMDC Board Policy: Board of Directors Per Diem and Expenses.
- d) The AAMDC shall reimburse committee members for travel, accommodation, and meal expenses related to attendance of committee meetings. Expense reports will be returned to the AAMDC for payment within thirty (30) days of the expense.