



**Islamic Shia Ithna-Asheri  
Jamaat of Toronto**  
FAITH  PEACE  UNITY

# The Governance Committee

Terms Of Reference

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# The Governance Committee

(hereinafter referred to as “The Committee”)

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## DRAFT TERMS OF REFERENCE

### 1.0 Role/Mission Statement:

The Committee will support the Board by ensuring that they are aware of their legal, ethical, and functional responsibilities. The Committee will also ensure that appropriate governance and risk management policies and processes are in place to assist the Board in carrying out its duties.

### 2.0 Responsibilities/Jurisdiction:

2.1: The Committee will ensure that the Board has identified, assessed and mitigated their risks with the appropriate governance, organizational structure, and procedures and provide recommendations, as appropriate;

2.2: The Committee will conduct evaluations of key risk management processes and will report the results to the Board, as appropriate;

2.3: The Committee will oversee compliance with the Code of Ethics by the Board, committees and employees of the Corporation and establishing guidelines to manage potential conflicts of interest;

2.4: The Committee will oversee regulatory compliance by the Board and employees of the Corporations;

2.5: The Committee will conduct a review of the By-laws of the Corporation, overseeing compliance and making recommendations to the Board, as appropriate;

2.6: The Committee will ensure that the Board has established and implemented orderly transition plans;

2.7: The Committee will establish appropriate governance orientation and governance training programs for the Board, committees and employees of the Corporation; and

2.8: The Committee will oversee the internal audit function and ensure recommendations from internal audit are implemented.

2.9: The Committee shall have access to the records (including minutes and resolutions) of the Board and various committees of the Corporation in order to enable the Committee to carry out its duties effectively.

2.10: The Committee may be assisted by other Members in good standing, who meet the qualifications/requirements as set out in the terms of reference of the Committee.



2.11: The findings and recommendations of the Committee relating to any failure, lack of or loose compliance with the Code of Ethics, policies and procedures and/or By-laws of the Corporation shall be forwarded in writing to the Board within one (1) month of the Committee's determination of such findings and recommendations.

- a) In the event that the recommendations or part thereof are accepted by the Board, the Board shall implement the accepted recommendation(s) as soon as possible.
- b) In the event that the Board does not accept the Committee's recommendations, the Committee shall call a special meeting of the Members to consider the recommendations. The decision of the Members shall be final and Binding.

### **3.0 Structure:**

3.1: The Committee operates within the limits of the By-Laws of ISIJ of Toronto and these Terms of Reference as approved by the Board.

3.2: The Policies and Procedures developed by the Committee shall form the basis of all its operations and activities (subject to the approval of the Board).

### **4.0 Liaison with other Committees/Administration**

4.1: The Board will appoint two of their members to be part of the Committee

### **5.0 Membership:**

5.1: The Committee will consist of 5 members, two of whom shall be appointed by the Board from among the At-large Directors and the remaining shall be elected at an annual meeting of Members from among Members in good standing who:

- o Are not Directors or Officers of the Corporation;
- o Were not Directors or Officers of the Corporation in the preceding six (6) years at the time of the Committee;
- o Once elected, are not members of any other committee or body referred to in, created, or appointed under, any provision of the By-laws of the Corporation.

5.2: The Committee members shall elect a chairman amongst themselves and shall determine the manner in which the Committee shall operate.

5.3: The members may remove, whether for cause or without cause, any elected member of the Committee by Special Resolution of Members. Unless so removed, the elected member of the Governance Committee shall hold office until the earlier of:



- a) The expiry of the then current term of office;
- b) a successor being appointed;
- c) his resignation;
- d) him ceasing to be a Member in good standing; or
- e) his death

whichever shall first occur. If there is a vacancy in the elected members of the Committee, the Board may appoint a person to fill such vacancy until the expiry of the term, subject to ratification by the Members at the next members' meeting.

5.4: Identify the name, roles/responsibilities of the individuals (e.g. chair, secretary, treasurer), and their contact information.

### **6.0 Sub-Committees**

6.1: Sub-Committees formed under the Committee shall operate under the direction and guidelines of the Board and the Committee

### **7.0 Term**

7.1: The term of each elected member of the Committee shall be three (3) years. The maximum number of terms for an elected member of the Committee is two (2) terms of three (3) years. Upon the completion of the maximum term, a minimum of a one (1) year gap is required before an elected member can be eligible to be re-elected on the Committee.

7.2: The members of the Committee shall be elected and shall retire in rotation every three (3) years. At the first election of the members of the Governance Committee, one member shall be elected for a term of three years, the second shall be elected for a term of two years and the third shall be elected for a term of one year. Thereafter, at every annual meeting of the Members, the election or re-election of a Governance Committee member to fill in the position of the member whose term has expired shall be for a three-year term.

### **8.0 Quorum/Voting**

8.1: Quorum shall be simple (50%+1) of the voting board members present at a meeting.

8.2: Issues requiring a vote shall at any meeting be taken by a ballot if so demanded by any member of the Board present, but if no demand is made, the vote shall be taken by show of hands.

8.3: The Chairperson shall have the casting vote in the event of a tie.

### **9.0 Decision-making/Governance**

9.1: The Committee shall strive for consensus when making decisions. If consensus cannot be achieved, the Committee members must agree on how to deal with the outstanding issue, i.e. vote, table the issue to another meeting or take the issue to the Board of Directors.



9.2: When voting, majority (50%+1) rules with quorum present. There shall be NO email voting unless determined by the Committee in advance of a vote.

9.3: The Committee cannot commit the use of the ISIJ's financial and human resources without prior approval from the Board in any case, any purchases shall abide by the ISIJ's Policies and Procedures for Procurement

#### **10.0 Minutes**

10.1: The Committee Secretary shall take minutes at Committee meetings and the minutes shall be approved at subsequent meetings.

#### **11.0 Accountability**

11.1: The Committee will be accountable to the General the Chair of the Committee.

#### **12.0 Funding**

12.1: At the beginning of each year, the Committee will develop a budget of financial resources it would require to fund its projected activities for the year and provide the same to the Board for consideration and approval

12.2: No fundraising activities shall be undertaken WITHOUT the approval of the Board

#### **13.0 Changes to the Terms of Reference**

13.1: A review of the Terms of Reference shall be undertaken whenever there is a change of leadership or new direction proposed by the Board.

13.2: Any changes to the document shall require the approval of the Board.