

Science Atlantic Governance and Policy Committee

Terms of Reference

(Approved, August 15, 2024)

Mandate:

The Policy and Governance Committee (the "Committee") advises the Board of Directors (the "Board") on matters related to Science Atlantic's governance structure and policies. The Committee assists the Board in fulfilling its legal, ethical, and fiduciary responsibilities through the development and review of policies.

Purpose:

The Committee's purpose is to

- Provide guidance and recommendations to the Board on all governance and policy matters.
- Develop, review, and recommend revisions to Science Atlantic's governing documents, including but not limited to bylaws and policies.
- Monitor the implementation and effectiveness of policies and governance practices.
- Identify and assess potential risks and opportunities related to governance and policy.
- Support the Board in fulfilling its oversight responsibilities related to legal and regulatory compliance.

Responsibilities:

The Committee's responsibilities include:

- Governance:
 - Review and recommend updates to Science Atlantic's bylaws, no less than every three years, in collaboration with the Executive Director.
 - Monitor compliance with relevant nonprofit governance regulations and best practices.
 - Review and recommend changes to the organization's governance structure as needed.
 - Monitor and assess the relationship between the Board and the Executive Director to ensure effective governance.
- Policy:
 - Develop, review, and recommend new and revised policies for approval by the Board.

- o Ensure consistency and alignment between Science Atlantic's policies and those of Member Institutions when necessary.
 - o Provide interpretations of existing policies to guide decision-making.
 - o Monitor the implementation and effectiveness of policies.
- Other:
 - o Undertake other governance and policy-related tasks as directed by the Board.

Reporting:

- The Committee is a standing committee of the Board.
- The Committee Chair reports on the Committee's activities to the Board at each Board meeting.
- The Committee Chair (or designate) reports annually at the Annual Members Meeting.

Authority:

The Committee is authorized by the Board to:

- Review any information relevant to its mandate.
- Consult with internal and external experts as needed.
- Formulate recommendations for consideration and approval by the Board.

Membership:

- The Committee shall consist of the Board Chair and two or three additional Board Directors, appointed by the Board.
- The Board Chair will appoint the Committee Chair.
- The Executive Director will serve as an ex-officio member of the Committee.

Commitment:

- Time: The Committee will meet virtually or by email approximately four to six times per year, with additional meetings scheduled as required. Members are expected to commit approximately 35-40 hours annually to the Committee, including meeting attendance and preparation.
- Meeting Attendance: Members are expected to attend all meetings and actively participate in discussions.
- Preparation: Members are expected to review meeting materials in advance and come prepared to contribute to discussions.
- Active Contribution: Members are expected to contribute to the development and interpretation of policies and other governance documents.



These Terms of Reference will be reviewed and updated by the Committee at least every three years, or more frequently as required.

Effective Date:

These Terms of Reference are in effect as of August 15, 2024.