



Governance Framework

Approved by the OC Board of Directors May 19, 2020

Trustee responsibility

The Board of Directors of Orchestras Canada is an elected body with responsibility to its members, its funders, members of the public and the orchestral art form. The job of the Board of Directors is to establish and assist in the implementation of policies that enable the achievement of Orchestras Canada's mission – serving Canadian orchestras in both official languages, through research, knowledge-sharing, convening, and advocacy.

Meeting attendance and committee participation

The Board of Directors generally meets in person two times annually, with additional teleconferences scheduled as required. Board members are expected to attend meetings and to participate actively on committees and task forces on which they are asked to serve.

Financial responsibility

Over and above Section VII of the General Operating By-Law, Directors are expected to contribute an annual gift to Orchestras Canada according to his or her personal ability. Additionally, Directors are expected to utilize their individual, corporate and foundation contacts to help in the solicitation of funds for operating expenses, special projects and OC's endowment fund.

Upholding the Governance Framework and Operational Bylaw

Directors of the Board are expected to familiarize themselves with Orchestras Canada's Governance Framework and the General Operating By-Law No 6, Sections VII, VIII, IX and X of which spell out Directors' various powers, duties, confidentiality, and disclosure of interest.

Lifelong learning

Directors are urged to attend as many of Orchestras Canada's events (workshops, seminars, conferences, etc.) as possible.

Committees of the Board

The Governance Committee

Terms of Reference

- The Governance Committee is established under the authority of and is accountable to the Board of Directors of Orchestras Canada.
- It functions as stipulated within these terms of reference.
- Unless otherwise specified, meetings of the Committee shall be held in closed session.
- The quorum requirement is the entire Committee.

Composition

- Appointments to the Committee are approved by the Board on the recommendation of the Committee.
- The Committee shall consist of three members, exclusive of *ex officio* members.
- The President of the Board and the Executive Director serve as *ex officio* members.
- The Chair of the Committee shall be appointed by the Board on the recommendation of this Committee and shall be designated as President-elect of the Board.
- The Executive Director or delegate shall serve as Secretary of the Committee.

Mandate

- The Committee assists the Board in fulfilling its governance responsibilities with respect to:
 - nominations of Directors and Committee members;
 - good governance practices including matters of ethics;
 - the evaluation of governance functions and activities of the Board and its Directors.
- The Committee shall also consider other matters delegated to the Committee by the Board.

Nominations Sub-Committee

The Governance Committee will establish and maintain a Nominations Sub-Committee whose role is to develop and implement guidelines for identifying diverse Directors and members, and recommending suitable candidates for these roles to the Board.

- Duly informed by the Governance Committee and OC's Strategic Plan, the Nominations Sub-Committee shall seek a geographical and gender balance, representation from various size orchestras, and participation from culturally diverse groups, as well as individuals who speak both official languages.
- The Nominations Sub-Committee shall be comprised of the Governance Committee Chair, the Executive Director, and three additional members from within or outside the board.
- The Governance Committee shall receive the Nominations Sub-Committee's reports and recommendations, and convey them to the Board for approval.

- The Nominations Sub-Committee shall ensure that Board orientation sessions for new directors are provided.

Good Governance and Ethics

- The Committee shall engage in the following good governance practices:
 - review and recommend to the Board proposed amendments to the *Operating By-Law*;
 - recommend to the Board the creation or abolition of Board committees and their terms of reference;
 - review each committee's terms of reference at least every three years, and recommend revisions if necessary;
 - periodically review the Board's Governance Framework.
- and ethics monitoring:
 - monitor compliance with Orchestras Canada's *Code of Ethics*;
 - review the *Code of Ethics* at least every three years, and make recommendations where necessary.

Board Evaluation

The Governance Committee shall:

- evaluate overall Board performance and functioning, including its committees, every two years;
- proceed with the performance evaluation of the Executive Director and make recommendations to the Board regarding salary and professional development;
- provide and/or recommend training and development opportunities for all Board directors;
- ensure succession planning for the President of the Board and the Executive Director.

General Provisions

- The Committee shall meet at least two times during the year, or when necessary, at the call of the Committee chair.
- The Committee shall have a calendar of business, maintained by the Executive Director for the purpose of ensuring that each meeting agenda addresses responsibilities as outlined in these terms of reference.
- The Committee shall report to the Board on a regular basis.
- The Committee shall review its terms of reference at least once every three years and recommend any changes to the Board.

The Audit Committee

Terms of Reference

- The Audit Committee is established under the authority of, and is accountable to, the Board of Directors of Orchestras Canada.
- It supports the Board by offering observations and objective advice on issues concerning risk management, regulatory requirements, and financial governance.
- It works with the Board to ensure the financial sustainability of Orchestras Canada.
- It functions as stipulated within these terms of reference.
- The quorum requirement is the entire Committee.

Composition

- Appointments to the Committee, including the Chair of the Committee, are approved by the Board on the recommendation of the Governance Committee.
- The Committee shall consist of three financially literate members.
- The President of the Board and the Executive Director serve as *ex officio* members.
- At least one member of the Committee should be a certified professional accountant.
- The Executive Director or delegate shall serve as Secretary of the Committee.

Mandate

- The Committee assists the Board in fulfilling its audit responsibilities. It provides oversight regarding the integrity of financial reporting. Principally, it
 - oversees the preparation of the annual budget;
 - monitors risk management and financial performance;
 - recommends the appointment of the external auditor, and the appropriate fee.
- The Committee monitors the organization's finances, donor support, reputation and credibility.

Risk Management

- Risk management is good business practice and can assist with meeting a range of compliance, statutory, organizational and governance requirements.
- The Audit Committee
 - ensures appropriate high level information on risk and control;
 - monitors accountability processes and accounting control systems;
 - periodically reviews financial reporting requirements.

External Audit

- Since the external auditor is accountable to the Board, the Audit Committee
 - is responsible for recommending the appointment of the external auditor, ensuring the audit is conducted efficiently and cost-effectively;
 - recommends to the Board approval of the annual audited financial statements;
 - establishes a follow-up process to monitor management responses to any issues and significant matters raised by the external Auditor.
- The external Auditor will have free and confidential access to the Chair of the Audit Committee and to the Audit Committee.

General Provisions

- The Committee shall meet at least four times during the year, or when necessary, at the call of the Committee Chair.
- The Committee shall have a calendar of business maintained by the Executive Director for the purpose of ensuring that each meeting agenda addresses responsibilities as outlined within the terms of reference.
- The Committee shall report to the Board on a regular basis.
- The Committee shall review its terms of reference at least once every three years and recommend any changes to the Governance Committee.

The Strategic Planning Committee

Terms of Reference

- The Strategic Planning Committee is established under the authority of, and is accountable to, the Board of Directors of Orchestras Canada.
- It supports the Board with its responsibilities for Orchestras Canada's mission, vision and strategic direction.
- It functions as stipulated within these terms of reference.
- The quorum requirement is simple majority.

Composition

- Appointments to the Committee, including the Chair of the Committee, are approved by the Board on the recommendation of the Governance Committee.
- The Committee shall consist of up to five members, exclusive of *ex officio* members.
- The President of the Board and the Executive Director serve as *ex officio* members.
- The Executive Director or delegate shall serve as Secretary of the Committee.

Mandate

- Develop a strategic plan and framework that will guide Orchestras Canada;
- Make recommendations to the Board, related to the organization's mission, vision, strategic initiatives, programmes and services;
- Maintain an environmental watch with a view to identifying emerging trends, risks and opportunities in the industry and community of Canadian orchestras;
- Help management identify critical strategic issues facing the organization;
- Assist in the analysis of alternative strategic options;
- At appropriate intervals, measure and report progress against the targets identified in the strategic and operational plans;
- Periodically review the mission, vision and strategic plan, and recommend changes to the Board.

General Provisions

- The strategic plan being a living document, the Committee shall meet at least twice a year.
- The Committee shall have a calendar of business, maintained by the Executive Director, for the purpose of ensuring that each meeting agenda addresses responsibilities as outlined within the terms of reference.
- The Committee shall report to the Board on a regular basis.
- The Committee shall review its terms of reference at least once every three years and recommend any changes to the Governance Committee.