



Governance Framework

Approved 28 January 2022

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 – to support, connect, and challenge Canadian orchestras, helping them accomplish together what they cannot do alone.

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

Board Directors are responsible for the fiscal health of Orchestras Canada and are encouraged 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, with the aid of staff and other Board Directors. While there is no individual requirement to donate, Board Directors are encouraged to contribute to the annual fundraising campaign according to their own personal ability.

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 (online and in person) as possible.

STANDING 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 a minimum 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.
- 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.

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* and to the *Articles of Continuance*.
- recommend to the Board the creation or abolition of Board committees and task forces, and their terms of reference.
- review each committee's terms of reference at least once every three years, and recommend revisions if necessary.
- periodically review the Board's Governance Framework.
- ensure that Board orientation sessions for new Directors are provided.
- and ethics monitoring:
- monitor compliance with Orchestras Canada's *Code of Ethics*.
- review the *Code of Ethics* at least once every three years, and make recommendations where necessary.

Board Evaluation

The Governance Committee shall:

- evaluate overall Board performance and functioning, including its committees, at least once every two years.
- provide and/or recommend governance training and development for all Board Directors.
- Ensure succession planning for the President, the Vice President (if one is to be appointed), the Secretary and the Treasurer of the Board.

Nominations

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

- Duly informed by the Governance Committee and OC's Strategic Plan, the Nominations Sub-Committee shall seek participation from culturally diverse groups, geographical and gender balance, representation from various size orchestras, representation from individuals occupying various roles with the orchestral sector and the wider Canadian music milieu, as well as individuals who speak both official languages.
- The Nominations Sub-Committee shall be comprised of one Board Director from the Governance Committee, the Executive Director, and three additional members from within or outside the Board.
- The Chair of the Nominations Sub-Committee shall be appointed by the Board on the recommendation of the Governance Committee.
- The President of the Board serves as *ex officio* member.
- The quorum requirement is simple majority.
- The Governance Committee shall receive the Nominations Sub-Committee's reports and recommendations, and convey them to the Board for approval.

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 three 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 a minimum of three 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, programs, 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 per 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.

NON-STANDING COMMITTEES OF THE BOARD

The Advocacy Committee

Terms of Reference

- The Advocacy 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 three members and a staff member.

Composition

- Appointments to the Committee are approved by the Board on the recommendation of the Governance Committee.
- The Committee shall consist of a minimum of five and a maximum of nine members, exclusive of *ex officio* members.
- The Executive Director serves as an *ex officio* member.
- The Chair of the Committee shall be appointed by the Board on the recommendation of the Governance Committee.
- The Executive Director or delegate shall serve as Secretary of the Committee.

Mandate

- The Committee assists the Board in fulfilling its responsibilities with respect to:
 - Supporting and advising to OC's advocacy efforts at the federal level.
 - Determining annual and long-term advocacy priorities for Canadian orchestras.
 - Animating member participation in OC's advocacy efforts.
 - Advising on research needed to illustrate orchestras' impact and needs.
 - Fostering exchange between member orchestras in the same province on provincial issues and opportunities.
- The Committee shall also consider other matters delegated to the Committee by the Board.
- The committee works in close collaboration with other committees when appropriate.

General Provisions

- The Chair of the Committee or delegate shall report to the Board on a regular basis.
- Unless otherwise specified, meetings of the Committee shall be held in closed session.
- The Committee may recommend to the Governance Committee to form advocacy sub-committees or task forces to respond to punctual strategic or regional priorities.
 - Sub-committees or task forces report to the Advocacy Committee and can be disbanded by the latter from time to time by informing the Governance Committee.
- The Committee shall review its terms of reference at least once every three years and recommend any changes to the Governance Committee.
- The Committee may be disbanded at any time by a simple majority vote of the Board of Directors on the recommendation of the Governance Committee.

The Betty Webster Award Committee

Terms of Reference

- The Betty Webster Award 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 and a staff member.

Composition

- The Chair of the Committee shall be appointed by the Board on the recommendation of the Governance Committee.
- Appointments to the Committee are made by the Chair of the Committee and the Executive Director.
- The Committee shall consist of five members, exclusive of *ex officio* members.
- The Executive Director or delegate serves as an *ex officio* member.
- The Executive Director or delegate shall serve as Secretary of the Committee.

Mandate

- The Committee assists the Board in fulfilling its responsibilities with respect to:
 - Duly informed by OC's Strategic Plan and priorities, recommending criteria and a selection process to the board for candidates for OC's annual Betty Webster Award.
 - Selecting the annual recipient of OC's annual Betty Webster Award within those criteria and processes.

General Provisions

- The Chair of the Committee or delegate shall report to the Board on a regular basis.
- Meetings of the Committee shall be held in closed session.
- The Committee shall review its terms of reference at least once every three years and recommend any changes to the Governance Committee.
- The Committee may be disbanded at any time by a simple majority vote of the Board of Directors on the recommendation of the Governance Committee.

The Digital Committee

Terms of Reference

- The Digital 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 a simple majority of Committee members and a staff member.

Composition

- Appointments to the Committee are approved by the Board on the recommendation of the Governance Committee.
- The Committee shall consist of a minimum of three and a maximum of five members, exclusive of *ex officio* members.
- The Executive Director or delegate serves as *ex officio* members.
- The Chair of the Committee shall be appointed by the Board on the recommendation of the Governance Committee.
- The Executive Director or delegate shall serve as Secretary of the Committee.

Mandate

- The Committee assists the Board in fulfilling its responsibilities with respect to:
 - Ensure that OC evolves into an efficient, insightful, technologically-advanced service organization with the resources to serve its members effectively.
 - Support OC's efforts to share its digital evolution with members, funders, and other stakeholders, modeling openness, transparency and learning.
 - Develop a framework to help Canadian orchestras navigate digital resources available to foster distinctive digital strategies that support their artistic, community, educational, and financial mandates.
- The Committee shall also consider other matters delegated to the Committee by the Board.
- The committee works in close collaboration with other committees when appropriate.

General Provisions

- The Chair of the Committee or delegate shall report to the Board on a regular basis.
- One Orchestras Canada Board Director who is a Committee member shall sit on the Strategic Planning Committee.
- The Committee shall strive to collaborate with other committees on the development and delivery of initiatives, with assistance from Orchestras Canada's team.
- The Committee shall review its terms of reference at least once every three years and recommend any changes to the Governance Committee.
- The Committee may be disbanded at any time by a simple majority vote of the Board of Directors on the recommendation of the Governance Committee.

The Equity Committee

Terms of Reference

- The Equity Committee supports the Board's commitment to the advancement of inclusion, diversity, equity, and accessibility in the orchestral sector, demonstrated through OC's governance, staffing, programming, budgeting, and collaborations.
- It 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 a simple majority of appointed members.
- The committee operates through consensus rather than formal vote.

Composition

- Appointments to the Committee are approved by the Board on the recommendation of the Governance Committee.
- The Committee shall consist of a minimum of five and a maximum of eight members, inclusive of Chair and exclusive of *ex officio* members, with the following guidelines for composition:
 - Minimum of two members selected from Orchestras Canada's Board.
 - Minimum of two members appointed from Orchestras Canada's membership (musicians, conductors, composers, administrators, Board Directors, or advisors of member orchestras).
 - Minimum of one member at large.
- At the discretion of the Chair, guests may be invited from time to time to provide information or participate in meeting dialogue.
- The Chair or Co-Chairs of the Committee shall be appointed by the Board on the recommendation of the Governance Committee. In the spirit of supporting equity, the Committee may recommend to the Governance Committee the appointment of Committee Co-chairs in lieu of a Committee Chair.
- The Executive Director and/or staff delegate, and Board President serve as *ex officio* members.
- The Executive Director or staff delegate shall serve as Secretary of the Committee.

Qualifications

- Committee Members should:
 - Understand historical and contemporary societal and economic issues faced by under-represented groups.
 - Have familiarity or experience with initiatives or strategies related to diversity, inclusion, equity, and accessibility.
 - Have perspective on and/or interest in orchestras, concert music, and/or not-for-profits in Canada.

Mandate

- Ensure that strategies are inclusive of under-represented groups and individuals.
- Identify common challenges and opportunities that need to be addressed for resolution.
- Advise on diversity and inclusion initiatives and learning opportunities relevant to further educate and increase the sector's knowledge.
- Advise on benchmarks to measure success.
- The Committee shall also consider other matters delegated by the Board.

General Provisions

- The Chair of the Committee or delegate shall report to the Board on a regular basis.
- One Orchestras Canada Board Director who is a Committee member shall sit on the Strategic Planning Committee.
- The Committee shall strive to collaborate with other committees on the development and delivery of initiatives, with assistance from Orchestras Canada's team.
- Committee members are expected to attend all meetings. Notice of non-attendance should be given to the Chair with appropriate notice.
- The Committee shall review its terms of reference at least once every three years and recommend any changes to the Governance Committee.
- The Committee may be disbanded at any time by a simple majority vote of the Board of Directors on the recommendation of the Governance Committee.

The Learning Committee

Terms of Reference

- The Learning 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 a simple majority of Committee members and a staff member.

Composition

- Appointments to the Committee are approved by the Board on the recommendation of the Governance Committee.
- The Committee shall consist of a minimum of three and a maximum of five members, exclusive of *ex officio* members.
- The Executive Director and Director of Member Services & Learning serve as *ex officio* members.
- The Chair of the Committee shall be appointed by the Board on the recommendation of this Committee.
- The Executive Director or delegate shall serve as Secretary of the Committee.

Mandate

- The Committee assists the Board in fulfilling its responsibilities with respect to:
 - Identifying the knowledge needs of arts workers, musicians, conductors, and volunteers affiliated with or interested in orchestras
 - Advising on formats and approaches best suited to adult learners
 - Developing logic models and evaluation frameworks to inform the development and evolution of OC offerings
- The Committee shall also consider other matters delegated to the Committee by the Board.
- The committee works in close collaboration with other committees when appropriate.

General Provisions

- The Chair of the Committee or delegate shall report to the Board on a regular basis.
- One Orchestras Canada Board Director who is a Committee member shall sit on the Strategic Planning Committee.
- The Committee shall strive to collaborate with other committees on the development and delivery of initiatives, with assistance from Orchestras Canada's team.
- The Committee shall review its terms of reference at least once every three years and recommend any changes to the Governance Committee.
- The Committee may be disbanded at any time by a simple majority vote of the Board of Directors on the recommendation of the Governance Committee.

OTHER PROVISIONS

Executive Director Reporting to the Board

- The Executive Director shall be accountable to the full Board, and no individual Director should have authority over them.
- The Executive Director shall report to the Board President.
- **The Board President and Vice President, or other designated Board Director,** shall undertake and provide to the Executive Director a review of their performance, no later than August 31 of each year. More specifically, the Board President and Vice President, or other designated Board Director, shall:
 - Consult the full Board in preparation for the Executive Director annual review.
 - Make recommendations to the Board regarding the Executive Director salary and professional development.
 - With the Executive Director and in conjunction with the Treasurer, establish job responsibilities and measurable annual goals.
- **The Board President, Vice President, and/or other designated Board Director(s),** shall oversee succession planning for the Executive Director.