ORCHESTRAS ORCHESTRES CANADA

**Governance Framework**
*Approved November 7, 2025*

**Overview**

Orchestras Canada (OC) is:

- the national membership association for Canadian orchestras
- a federally incorporated not-for-profit organization and a registered charity governed by a Board of Directors elected by members from across Canada
- a secretariat that works with the Board, members, and others who share a commitment to OC's mission and vision to deliver services and programs for Canadian orchestras

Mission: OC champions and supports Canadian orchestras as an essential component of a vibrant cultural life.

Vision: OC empowers orchestras with research and knowledge sharing, advocacy, and opportunities for connection and collaboration.

OC embeds Accessibility, Belonging, Inclusion, Diversity and Equity (ABIDE) in our structures and our programming.

**Expectations and Responsibilities of Individual Directors**

- Believing in OC's mission and vision
- Committing the time to prepare for and attend Board meetings
- Engaging in respectful discussion with Board colleagues and OC staff members, supporting Board decisions once they are reached, and treating confidential matters as such
- Reading, understanding, and abiding by organizational policies, including the Code of Ethics and the Code of Conduct
- Actively participating in OC committees or task forces as needed
- Assisting staff with resource generation (financial or in-kind), whether getting, giving, or both
- Acting as an ambassador and advocate for Canadian orchestras and OC

**Expectations and Responsibilities of the Board of Directors**

- Delivering on OC's mission and vision
- Upholding this Governance Framework and OC's General Operating Bylaw
- Ensuring the organization's financial health by reviewing and approving budgets
- Setting the organization's strategic direction by developing and monitoring the organization's progress on key goals
- Setting and abiding by policies supportive of organization goals and good governance practice
- Advising staff as operating plans are developed, and ensuring that operating plans are aligned with the organization's strategy as well as available human and financial resources

- Evaluating the performance of the Executive Director

**Standing Committees**

For efficiency, the Board has established two standing committees, which take direction from and report regularly to the Board of Directors.

1. **The Audit Committee**, which provides financial oversight and insights on risk management.
2. **The Nominations and Governance committee**, which undertakes Board evaluation and identification of gaps that can be addressed through training and/or new director recruitment; recruiting, nominating, supporting, and orienting new directors; succession planning for Officer positions; and exit interviews with departing directors.

The Board, working in collaboration with the Nominations and Governance Committee, is responsible for recruiting members to its standing committees. Each standing committee is then expected to draft its own terms of reference including deliverables and key performance indicators and submit them to the Board for final approval.

**Ad Hoc Committees and Task Forces**

From time to time, the Board and Staff may recognize the need to convene either ad hoc committees or task forces to address time-limited areas of work efficiently or to bring fresh perspectives, expertise, advice and recommendations to issues or topics that the Board or staff has identified.

**Ad Hoc Committees**

If a temporary project group is created by the Board and reports to the Board, it is considered an Ad hoc committee. The Governance Committee oversees its terms of reference, composition, and recruitment. Board participation in ad hoc committees is mandatory, and the chair must be a current board member.

The **Betty Webster Award Committee** is an example of an ad hoc committee. Its terms of reference are attached.

**Task Forces**

If a group is advisory to staff and connected to operational or project-based work, it is referred to as a task force. Staff lead its documentation and recruitment. Where the structure is unclear, the responsibility is determined collaboratively between staff and the Governance Committee.

Both ad hoc committees and task forces are expected to submit reports to the appropriate lead convenor—either the Board or staff—as applicable.

The Convenor is responsible for outlining the tasks or issues clearly, and identifying the scope of work it wishes the ad hoc committee or task force to address, including an estimated duration of their appointment and the nature of the expected final product.

Ad hoc Committees and Task Forces are advisory to the lead convenor, and do not make decisions for them. They cannot commit organizational resources without prior approval; however, they do have access to staff support (including organizing meetings, taking minutes or notes, etcetera).

Membership can be drawn from the Board, OC’s membership, or beyond, as appropriate to the task or issues.

Ad hoc committees and task forces are dissolved when the Convenor determines that they have completed their mandate.

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# STANDING COMMITTEES OF THE BOARD

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## Audit Committee Terms of Reference

### General Provisions

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. The committee functions as stipulated within these terms of reference.

### 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.

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## Governance and Nominating Committee Terms of Reference

**Overview**

The Governance and Nominations 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**

- The Chair of the Committee shall be appointed by the Board. Other appointments to the Committee are approved by the Board on the recommendation of the Chair.
- 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**

The Committee assists the Board in fulfilling its governance responsibilities with respect to:

- good governance practices including matters of ethics.
- the evaluation of governance functions and activities of the Board and its Directors.
- nominations of Directors and Committee members.

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 (both standing and ad hoc), and their terms of reference.
- review each committee’s terms of reference and recommend revisions if necessary.
- periodically review the Board’s Governance Framework.
- ensure that Board orientation sessions for new Directors are provided.
- monitor compliance with Orchestras Canada’s *Code of Ethics*.

- review the *Code of Ethics* and recommend changes where necessary.

**Board Evaluation**

The Governance Committee shall:

- evaluate overall Board performance and functioning.
- 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 oversee nominations to the Board of Directors and both standing and ad hoc committees. Informed by its assessment of the organization's needs, the 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.

**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.

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## AD HOC COMMITTEES

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### Betty Webster Award Committee Terms of Reference

The Betty Webster Award Committee is established to oversee the annual selection process for the Betty Webster Award, which celebrates outstanding contributions to Canadian orchestras. The Committee is responsible for reviewing nominations, applying established criteria, and selecting the annual award recipient.

**Composition**

The Committee shall be composed of five (5) experienced professionals or volunteers, plus one ex-officio member, as follows:

1. **Chair**: Appointed annually by the Orchestras Canada (OC) Board from its own membership. The Chair ideally shall have served on the Committee in a previous year.
2. **Four (4) Committee Members**: Appointed by the Chair and the Executive Director of OC. Members shall be:
    - Representative of the Canadian orchestral community at large
    - Chosen in consideration of the diversity of the Canadian population
    - Reflective of Canada's two official languages

    - Representative of the various regions of Canada
    - With at least two (2) members being non-members of the OC Board
3. **Ex-Officio Member**: The Executive Director of OC serves as an ex-officio member of the Committee.

**Mandate**
The Betty Webster Award Committee's mandate includes the following responsibilities:

**Primary Functions:**
- Review and assess all nominations received by the May 1 deadline
- Apply established award criteria to evaluate nominees, specifically:
    - The quality, duration, and impact of the nominee's contributions to one or more orchestras
    - The selfless spirit in which the nominee has undertaken their work
    - The nominee's commitment to community and/or organizational betterment
    - The nominee's demonstrations of courage in support of music, musicians, and/or orchestral ensembles
- Make the final selection of the award recipient
- Complete the selection process and communicate decisions by July 30

**Authority:**
- Make final decisions regarding award recipients
- Withhold presentation of the Award based on the level of suitable candidates in any given year
- Consider nominations from the database of nominations from previous years
- Ensure compliance with award guidelines and eligibility requirements

**Reporting:**
- Report the selection decision to the OC Board and Executive Director by July 30
- Provide recommendations for process improvements as needed

**General Provisions**

**Term of Office:**
- Committee members serve for one award cycle (approximately one year)
- Members may be reappointed for subsequent years

**Meetings:**
- The Committee shall meet as required to fulfill its mandate
- Meetings may be conducted in person, by telephone, or by electronic means
- The Chair shall call meetings and set agendas

**Quorum:**
- Quorum is the entire committee.

**Decision Making:**
- All decisions of the Committee are final
- The Committee shall strive for consensus in decision-making

**Confidentiality:**
- All Committee deliberations and discussions regarding nominees shall remain confidential

- Committee members shall maintain confidentiality regarding all nomination materials and selection processes

**Conflict of Interest:**

- Committee members shall declare any potential conflicts of interest related to nominees
- Members with conflicts shall recuse themselves from discussions and decisions regarding affected nominations

**Administrative Support:**

- Orchestras Canada staff shall provide administrative support to the Committee
- Staff support includes managing nomination submissions, scheduling meetings, and facilitating communications

**Review:**

- These Terms of Reference shall be reviewed annually and updated as necessary to ensure effective Committee operations.