

# **GN Policies and Procedures**

## **Policy Section: Committees and External Organizations**

### ***Subsection: Governance Committee***

#### **Topic: Objectives and Operations**

**Status: Approved by Board**

**Date: 6 December 2022**

#### ***Policy Statement***

1. The Governance Committee provides guidance to the Board by preparing the “Governance Documents” (GDocs), which include the Bylaws and Policies and Procedures (P&Ps).
2. The main Committee objectives are to:
  - a) Prepare the GN Bylaws and amend them, when required, subject to Board and Membership approval.
  - b) Prepare Policies and Procedures with input from the Board and Committee Members.
  - c) Review the Bylaws and P&Ps at regular intervals and suggest improvements when required. It is anticipated that the P&Ps will be modified more frequently than the Bylaws, which must be approved by both the Provincial and Federal governments.
  - d) Review GDocs and other documents such as contracts with third parties to address any possible conflicts between the various documents.
  - e) Provide P&P training to Board Members, Staff and Committee Chairs.
3. Although the Governance Committee can provide guidance in the interpretation of the GDocs, the Board is responsible for monitoring and ensuring GN’s compliance.
4. For the Medicine Hat Interpretive Program (MHIP), the GDocs also include the MHIP Terms of Reference (TOR).

#### ***Procedures***

1. The Committee will meet at least once a year to review existing GDocs and, when necessary, provide revisions or additional documents.
2. All GDocs, and their revisions, must be approved by the Board.
3. With the exception of Bylaws, GDocs and revisions will be communicated to Members for comments at least 2 weeks prior to approval by the Board. These documents and revisions do not require membership approval. Any amendment of the Bylaws requires a Special Resolution at a General Meeting, with a 3/4 majority vote of the members present, and at least 21 days prior notice as specified in Clause 12 of the current Bylaws.
4. When reviewing GDocs and other documents for possible conflicts, the document priorities, in decreasing order, are a) Bylaws, b) P&Ps c) TOR and d) contracts.

5. The Committee shall conduct training sessions and distribute training material, as needed, to Board Members, Staff and Committee Chairs. Each GN Committee Chair shall be informed of the P&Ps most relevant to their operation and of any changes made to those P&Ps.

6. Three committee members are required for both meeting and vote quorum. A majority vote is required for a motion to be approved. If there is a tie vote, the motion is defeated. Votes may be made by show of hands or by electronic means.