

Terms of Reference for the Governing Council (GC)

Last Updated: October 5, 2022

1.0 *Scope and Authority*

- 1.1 The Governing Council's primary role shall be the stewardship of CAN, in collaboration with Carleton University as the host institution, on behalf of the partner organizations who have signed an Expression of Interest (EOI) to participate in the Network and other stakeholders who will benefit from CAN's activities and impact.
- 1.2 The GC shall provide governance and strategic direction to the total affairs of the Network to ensure its development and financial sustainability and to enhance the value of its offering and services to its stakeholders.
- 1.3 The GC shall also provide the quality, depth and continuity of management required to achieve the Network's major strategic objectives. As such the GC shall oversee the conduct of the Network's business in collaboration with the CAN National Office, which is responsible for the day-to-day realization of the Network's mission.
- 1.4 The Accessibility Institute, on behalf of Carleton University, shall fulfill the role of the CAN National Office, and shall provide initial operational staff, resources and supports to establish the Network.
- 1.5 The GC's principal duties and responsibilities are outlined in section 3 of this document and the obligations of partner organizations are detailed in EOI's signed. EOI's may be amended from time to time as warranted with the consent of the signatories to each agreement.

2.0 *Membership and Procedures*

- 2.1 The Vice-President (Students and Enrolment) of Carleton University, the host institution for CAN, or their designate, by virtue of their office, will serve as the inaugural Chair of the GC. The Chair will preside over the GC meetings and provide leadership to the GC.

- 2.2 The Chair of the CAN Advisory Council, by virtue of their office, will serve as a GC member and Vice-Chair of the GC. The Vice-Chair will assist the Chair in the performance of their duties and will chair the Council in the absence of the Chair.
- 2.3 The Co-Chairs of each of the CAN Communities of Practice (CoPs), by virtue of their offices, will serve as GC members.
- 2.4 Four to eight additional GC members will be chosen from among individuals nominated by partner organizations to round out the skills, competencies and sectors represented on the GC.
- 2.5 The CAN National Office Director by virtue of their office, shall be an ex officio non-voting member of the GC.
- 2.6 While resolutions of the GC shall be carried by the majority of votes of the GC members present at the meeting, the GC shall seek, where feasible, to promote collegiality and consensus-building in its decision-making. The Chair, or in their absence, the Vice-Chair of the GC, presiding at any meeting of the GC shall have the deciding vote in the case of a deadlock.
- 2.7 Other colleagues from CAN partner institutions, the CAN National Office and CAN funders may also be invited by the GC Chair to attend GC meetings as participants and observers.
- 2.8 Upon the review and approval of the CAN National Office or the GC Chair, members can apply to be reimbursed for expenses associated with access to virtual meetings and/or technology to support their ability to participate and engage in meetings and events. No remuneration shall be received by GC members except reimbursement of travel expenses pursuant to the reimbursement policies of their own employers and that of the Network, and subject to available Network funds to help defray all or some of these costs of GC members' participation. In the absence of Network funds to defray travel expenses, each member will assume their own costs.

2.9 CAN's National Office shall designate a host university representative or external resource to serve as the CAN Program Manager ("Manager") to the GC. The Manager shall be accountable for the business of the GC and shall support the Chair of the GC with regard to services provided to assist GC members in performing their duties.

2.10 The person designated to act as Manager to the GC shall work in collaboration with the Director of the CAN National Office and be responsible for the following duties:

- Organize and record the activities of the GC and committee meetings;
- Keep and maintain all organizational and historical records and other governance related information;
- Facilitate the orientation and ongoing education of GC members;
- Act as a channel of communication and information for GC members; and
- Assume other duties as required.

3.0 *Duties and Responsibilities of the GC*

3.1 *Governing and Stewarding the Network*

The GC shall have the responsibility to:

- Govern and steward the Network on behalf of its partner organizations and other stakeholders in collaboration with Carleton University, as the host institution;
- Act honestly and in good faith with a view to the best interests of the Network;
- Exercise the care, diligence and skill that reasonable, prudent people would exercise in comparable circumstances; and
- Act in accordance with the Network's obligations contained in its agreements with partner organizations, the host institution and its funders.

3.2 *Setting the Strategic Direction*

The GC shall have the responsibility for setting the strategic direction for the Network and in doing so shall have the responsibility to:

- Define the value proposition for current and future partner organizations, stakeholders and funders;
- Ensure that a strategic planning process is put in place and that the Network has the capability to carry out the work;
- Ensure that there are specific short- and long-term objectives governing all major elements of the Network's operations;
- Review and approve the strategies, plans and annual budgets by which it proposes to achieve these objectives; and
- Ensure that the objectives, strategies, and budgets are ratified at least annually.

3.3 *Managing Performance*

The GC shall have the responsibility to:

- Monitor the Network's progress towards its objectives and program plans at least once a year and to revise and alter its direction through management in response to changing circumstances;
- Take action when performance falls short of its objectives or when other special circumstances warrant; and
- Ensure that the Network has implemented adequate control and review mechanisms to ensure the effective discharge of the Network's management and governance responsibilities.

3.4 *Financial Control*

The GC shall have the responsibility to:

- Help secure funding to ensure the viability and the sustainability of the Network;
- Review and approve overall financial planning and policies, subject to authorization by the host university, other partner organizations, and funders, where necessary;
- Work with appropriate officers to take actions as may be required to implement such planning or policies;
- Ensure that the Network has implemented adequate financial control and review mechanisms to ensure the effective discharge of the Network's financial responsibilities; and
- Review and approve the annual budget.

3.5 *Managing Risk*

The GC shall have the responsibility to:

- Understand the principal risks of the activities to which the Network is engaged;
- Ensure that there are policies, procedures and controls in place which effectively monitor and manage those risks with a view to the long-term viability of the Network; and
- Consult with general counsel if and as needed.

3.6 *Establishing Policies and, Procedures and Ensuring Compliance*

The GC shall have the responsibility to:

- Ensure that the Network operates at all times within applicable laws and regulations and maintains ethical and moral standards;
- Approve and monitor compliance with significant policies, procedures and practices, and management contracts by which the Network is operated; and
- Ensure that documents and records have been properly prepared, approved and maintained.

3.7 *Reporting to, and Communicating with, Stakeholder*

The GC shall have the responsibility to:

- Ensure the Network has in place policies and programs to enable it to communicate effectively with its partner organizations, funders, stakeholders and the public generally;
- Raise the profile of the Network among decision-makers, funders, partner organizations and other stakeholder and beneficiaries;
- Ensure that the financial performance of the Network is adequately reported to partner organizations and funders as required;
- Ensure that the financial results are reported accurately and in accordance with generally accepted accounting principles;
- Ensure the timely reporting of any other developments that have a significant and material impact on the value of the Network; and
- Report annually on its stewardship of the affairs of the Network for the preceding year.

3.8 *Ensuring Independence of the GC*

The GC shall have the responsibility to:

- Ensure that procedures exist which enable it to function independently from but in collaboration with the CAN National office, partner organizations, funders and stakeholders;
- Ensure that *in camera* sessions without the CAN National Office staff are held when appropriate; and
- Establish a process and guidelines to enable the GC and/or its committees to engage outside advisors or contributors when appropriate.

4.0 *Committees of the Network*

- 4.1 The GC shall have Communities of Practice (CoPs), the Leads and Co-Leads of which will be members of the GC and who will report regularly to the GC on the business of, and recommendations from, the Communities.
- 4.2 The GC may also create other committees to deal with specific matters of interest to the Network. At least one member of the GC shall be appointed to each additional committee established by the GC to ensure consistency in decision-making between the GC and these committees.
- 4.3 The GC may delegate to its committees such powers and to the non-GC members such voting rights as the GC may decide. Each committee shall have a written mandate which will be reviewed and approved by the GC.
- 4.4 Concurrent with the establishment of any additional committee, the GC shall designate the committee chair. Each committee, whether comprised exclusively of GC members or not, shall have the power to fix its quorum at not less than a majority of its members.
- 4.5 For the work of the committees of the GC to be implemented by the Network, the committees' recommendations shall first be brought to the GC for approval, unless the GC has specifically provided a committee with the authority to act on a certain matter or matters on behalf of the Network.

5.0 *Meetings, Attendance and Minutes*

5.1 The time and place of meetings of the GC and the procedures at such meetings shall be determined from time to time by the Chairs, provided that:

- The GC shall hold a minimum of 3 meetings a year, including at least one in-person meeting, where feasible, ensuring that there will be online options presented for those who prefer to attend online;
- Notice of every meeting shall be delivered, telephones or sent electronically to each GC member not less than seven (7) days before the meeting is to take place, provided, however, that a GC member may in any manner waive a notice of a meeting;
- An agenda and related materials respecting each meeting shall be given in writing or by electronic means to each GC member at least 72 hours prior to the time fixed for such meeting;
- A quorum for meetings shall be a majority of the GC voting members then holding office, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and hear each other;
- A GC member shall not be entitled to vote by proxy at any meeting of the GC; and
- The GC shall at all times have the right to determine who shall and shall not be present at any part of the meetings of the GC.

5.2 The Secretary shall ensure that all recommendations, directions, decisions, and resolutions of the GC are recorded in the minutes of the meetings of the GC. Such minutes shall be circulated to all GC members by the Secretary prior to the next GC meeting.

6.0 *In Camera*

6.1 Where feasible, time will be allocated for in camera meetings to discuss matters that are sensitive or require independence from the Network's management.

6.2 Minutes shall not be taken other than recommendations made as a result of the *in camera* discussions. If the Secretary is not present at the meeting, the Chair shall ensure that any recommendations are noted as a result of the *in camera* discussions.

6.3 The GC may invite any non-GC members it so chooses to an *in camera* session.

6.4 At the Chair's discretion, the CAN National Office designate(s) shall participate in all or in a portion of the *in camera* session.

7.0 Communication of GC Decisions

7.1 The Secretary shall ensure that key decisions are adequately disclosed to the Network's management, partner organizations, funders and key stakeholders. In addition, the Secretary shall ensure public disclosure of the Network's governance practices, including the terms of reference for the GC< Advisory Council, Communities of Practice (CoPs), and any additional committees established by the GC.

8.0 External Advisors

8.1 If, in order to properly discharge its function, duties and responsibilities, it is necessary, in the opinion of the GC that it obtain the advice and counsel of external advisors, the GC may and shall engage the necessary advisors.

9.0 Accessibility

9.1 In the execution of their duties, that GC and its committees will seek to ensure that their meeting venues are accessible spaces and that their deliberations, outputs and activities are made available in accessible formats.

10.0 History

10.1 These draft terms of reference were developed in February 2020 by CAN Special Advisor, Michelle Gauthier, in consultation with the Director of the CAN National Office, Boris Vukovic and Associate Director, Julie Caldwell, and the incoming GC Chair, Suzanne Blanchard. They were presented for review and approval to the GC at its inaugural meeting in September 2020.