

## COMMITTEE TERMS OF REFERENCE

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# CO-OPERATIVE DEVELOPMENT COMMITTEE

## TERMS OF REFERENCE

### PURPOSE:

1. To provide advice and direction to the Ontario Co-operative Association (OCA) regarding co-operative development, including the development of new resources and recommended areas of focus for development efforts.
2. To provide advice and direction to OCA regarding the development of new co-operative developers.
3. To support and develop the concept of the co-operative economy and co-operative business development to those within the co-op sector and those external to the sector that can provide development services to co-operatives.
4. To provide directions and recommendations to the Board on a co-op development strategy and budget.

### COMPOSITION AND TERM:

1. The committee will aim for one representative from a co-op less than 5 years old and will consist of one Director of OCA, a minimum of one Co-operative Developer, intern, and the Co-operative Development Manager. Other representatives will be chosen as required to represent new and emerging co-ops, co-op financiers, established co-operatives or those with experience relevant to co-operative development.
2. The committee representatives are recruited by the Co-operative Development Manager through consultation with the Executive Director and other committee members. Quorum will be 50% plus 1.
3. The Committee year will commence immediately after the Annual General Meeting.
4. Term is one year, renewable.

### AUTHORITY:

1. The committee has authority to hold meetings and present recommendations to the Board of Directors in support of the Committee's purpose.
2. The committee will represent the diversity of the OCA membership.
3. The Committee will work within a committee budget approved by the OCA Board and will be accountable to the Board and Members.
4. The OCA Board of Directors will have the authority to remove Committee members or not renew terms.

**DUTIES AND RESPONSIBILITIES:**

1. Develop strategic directions and a strategic plan for co-operative development.
2. Review and provide advice on a yearly plan and budget for co-op development priorities.
3. Review and/or recommend policies and procedures related to co-operative development, including but not limited to granting practices and fee-for-service activities.
4. Work with OCA staff and Board at developing partners and accessing funds in order to deliver the yearly operational plan.
5. Contribute to the development of tools and resources for co-op development.
6. Act as a clearinghouse for information sharing and networking about co-operative development issues and topics.
7. Facilitate the process of bringing forward new issues related to co-operative development priorities and topics to OCA.

**ORGANIZATION:**

1. A member of the committee will act as Chair on a rotational basis.
2. Minute taking will be the responsibility of staff.
3. The OCA Director is responsible for the delivery of reports to the Corporate Secretary for presentation to the board of directors.
4. Strategic and operational plans and budget will be harmonized with OCA's annual planning and budgeting process and outcomes.

*Reviewed and approved by the Co-op Development Committee: May 2011*

*Approved by the Board of Directors: May 2011*

*Reviewed and approved by the Board of Directors: September 9, 2014*

# NOMINATING COMMITTEE

## TERMS OF REFERENCE

### **PURPOSE:**

To serve as an advisory body regarding nominations for candidates for the Board of Directors of the Ontario Co-operative Association. The goals of the committee's work are to recruit for identified competencies, knowledge and representation required by the Board of Directors and to ensure that qualified candidates are nominated to fill the number of board positions available.

### **COMPOSITION AND TERM:**

Prior to each Annual General Members meeting of the Co-operative, the Board will appoint a minimum of two board members who are not seeking re-election at the upcoming Annual General Members meeting, one of whom to serve as committee chair, up to two other representatives from the voting membership of OCA and one OCA staff member, to serve as a nominating committee.

### **AUTHORITY:**

The Committee has the authority to hold meetings and present recommendations to the Board in support of the Committee's purpose. The Committee will work within an approved budget and will be accountable to the Board.

### **DUTIES AND RESPONSIBILITIES:**

This committee will be charged with recruiting qualified and competent candidates who are willing to stand for election, at a minimum, for each directorate position becoming vacant. In seeking qualified candidates, the nominating committee will consider the following factors:

- i. geographic representation;
  - ii. sectoral representation of the Members;
  - iii. the diversity of Members; and
  - iv. Board composition
- (a) Poll eligible directors whose terms are expiring for their intentions to see re-election.
  - (b) Review a Board succession planning and skills assessment document for Board positions and recruit accordingly.
  - (c) Recruit candidates to support the skills and competencies required.
  - (d) Ensure relevant communication to all members, regarding the nomination process and elections for the Board of Directors.
  - (e) Interview potential candidates who are interested in running for the Board of Directors. Explain roles, responsibilities, qualifications and expectations of a Board member.

- (f) Prepare and recommend to the Board of Directors a list of qualified candidates for Board elections one month prior to the annual general meeting to at least fill the minimum number of vacancies.
- (g) It is not required that the committee seek more candidates than vacancies.

**ORGANIZATION:**

The committee appoints a Chair and Recording Secretary. The Chair is responsible for the delivery of reports to the Corporate Secretary for presentation to the board of directors.

*Reviewed and approved by the Board of Directors – March 19, 2007*

*Reviewed and updated by the Nominating Committee April 11, 2014*

*Reviewed and approved by the Board of Directors – May 28, 2014*

*Reviewed and approved by the Board of Directors – September 9, 2014*

*Reviewed and approved by the Nominating Committee – May 25, 2018*

*Reviewed by the Board of Directors – June 25, 2018*

## REGULATORY AFFAIRS COMMITTEE

### TERMS OF REFERENCE

#### PURPOSE:

1. The Committee is the advocate for the Ontario Co-operative Association (OCA), on behalf of Ontario's co-operative sector, in its pursuit of an appropriate regulatory climate for co-operatives.
2. This Committee is responsible for identifying and advocating for regulatory and legislative changes to the *Co-operative Corporations Act*, and changes to the accompanying regulations and other provincial and federal legislation that impacts or affects co-operatives. In this capacity, it will act as the liaison between OCA, the Financial Services Commission of Ontario, the Ontario Ministry of Finance and other provincial and federal ministries and agencies.

#### COMPOSITION AND TERM:

1. The committee will consist of a minimum of six and a maximum of nine members appointed by the board of OCA.
2. The composition of this Committee will include a mix of professionals who work in various co-operative sectors and representatives of federations. Representatives from OCA member co-operatives and from non-member co-ops are invited to submit candidates.
3. The Committee shall include a minimum of one representative from each of the legal, accounting and co-op development fields, who possess an understanding of the co-operative business enterprise model.
4. One member of the OCA board of directors will sit on the Committee and act as the official liaison between the Committee and the board.
5. Each co-operative sector may have only one representative on the Committee, not including the OCA board member.
6. Sector candidates should be endorsed by each sector association, however if no qualified sector-endorsed candidate has been provided, one may be appointed by the OCA board.
7. Federation candidates must be endorsed by the respective boards of the federations.
8. Federations must be members in good standing of OCA in order to endorse candidates.
9. Up to four co-operatives may also submit candidates for the Committee. Representatives must be endorsed by their respective boards of directors.
10. Stakeholder organizations and other co-operative sector representatives may be invited by the Committee to participate in the Committee on an ad hoc basis.

11. The Executive Director of the Ontario Co-operative Association will sit on the committee and provide staff support. Additional OCA staff may be invited by the Committee to sit on the Committee on a permanent or ad hoc basis.
12. A minimum of one representative from the Conseil de la coopération de l'Ontario (CCO) will sit on the committee to represent the francophone co-operative sector.
13. Candidates for the committee may submit their names to the Committee for consideration, or be approached to apply. The board of Directors of OCA will receive all applications and grant appointments to the Committee. The names of potential candidates will be disclosed to the Committee prior to being submitted to the board.
14. Quorum will be 50% plus 1.
15. Terms of Committee members will be two years, and are renewable.
16. The Committee year will commence immediately after the Annual General Meeting.

#### **AUTHORITY:**

1. The Committee has the authority to hold meetings and present recommended regulatory and legislative amendments to the OCA board in support of its purpose.
2. The committee also has the authority to represent OCA and discuss and present proposed regulatory and legislative changes to FSCO, the Ontario Ministry of Finance and other provincial and federal ministries and agencies.
3. The committee will work within an approved budget and will be accountable to the OCA board and general members.
4. All permanent Committee members, including the OCA board representative, have one vote each, with the exception of the Executive Director of the Ontario Co-operative Association who cannot vote.
5. The OCA board of Directors will have the authority to remove Committee members or not renew terms.

#### **DUTIES AND RESPONSIBILITIES:**

The committee is expected to:

1. Advocate for changes to the Co-operative Corporations Act and other provincial and federal legislation and regulations that benefit a majority of Ontario co-operatives.
2. Support responsive and efficient administration of co-operatives by, when deemed appropriate, liaising with government officials.
3. Meet regularly with government officials to communicate and develop proposals for the effective administration and regulation of co-operatives in Ontario.
4. Develop briefs regarding issues for consultation with the OCA board of directors and general membership.
5. Where appropriate, seek consultation from the wider co-operative sector in order to arrive at consensus on legislative and regulatory changes and determine the impact of the proposed changes.
6. Develop briefs regarding issues for consultation.
7. Assist OCA staff in researching and preparing business cases to support legislative and regulatory changes.

8. Report regularly to the OCA board of directors.
9. Serve as a body that OCA staff could call upon to provide support for specific regulatory- or legislative-related issues.
10. Adhere to the Code of Conduct.
11. Committee members are responsible for a clear two-way flow of information between the Committee and their respective federations, sectors, industries or co-operatives on a regular basis. They are responsible to report back to their sectors or organizations on proposed legislative and regulatory changes and seek additional consultation within their sector, consulting member organizations where needed.

**ORGANIZATION:**

1. The Committee appoints a chair.
2. The OCA board member appointed to the Committee will act as Board liaison and is responsible for the delivery of reports to the OCA board and general members.
3. OCA staff are responsible for recording of minutes.
4. Strategic and operational plans and budget will be harmonized with OCA's annual planning and budgeting process and outcomes.
5. The official liaison is responsible for the delivery of reports to the Corporate Secretary for presentation to the board of directors.

*Reviewed & approved by Government Relations Working Group - January 11th, 2002.*

*Reviewed & approved by Government Relations Committee - January 30, 2002.*

*Reviewed & approved by the Board of the Ontario Co-operative Association – January 20th, 2003.*

*Reviewed & approved by the Board of Ontario Co-operative Association – September 1st, 2010.*

*Received by the Ontario Co-operative Association Board – May 29, 2013*

*Reviewed and approved by the Regulatory Affairs Committee – October 21, 2013*

*Reviewed and approved by the Board of Ontario Co-operative Association –November 19, 2013*

*Reviewed and approved by the Board of Directors – September 9, 2014*



## **FINANCE COMMITTEE**

### **TERMS OF REFERENCE**

#### **PURPOSE:**

A standing committee of the Board of Directors charged with oversight of budgeting, financial reporting and disclosure.

#### **COMPOSITION AND TERM:**

- The Committee will be composed of:
  - the Treasurer,
  - a minimum of two additional board members of the Co-operative
  - and the Executive Director.
- Members of the Committee will be elected each year at the first meeting of the Board of Directors following the annual general meeting of the Co-operative. The term is one year, renewable.
- The Board may appoint members to fill any vacancies that arise during the year. At no time shall the Committee comprise fewer than three members.
- A minimum of one director must possess accounting or related financial experience, and be sufficiently versed in financial matters to understand the Co-operative's accounting practices and policies and the major judgments involved in preparing the financial statements.
- Committee members who are not financially literate must take at least one course approved by the Executive Director or Treasurer on financial literacy or financial review committees during their term.
- Quorum will be 50% plus 1. Each committee member, excluding the Executive Director, has one vote.

#### **AUTHORITY:**

- The Committee has the authority to hold meetings and present recommendations to the Board in support of the Committee's purpose. The Committee will be accountable to the Board.

#### **DUTIES AND RESPONSIBILITIES:**

The Committee is mandated to:

1. Review the appropriateness of the Co-operative's accounting and financial reporting, including the selected accounting policies and principles.

2. Ensure that financial controls and procedures are in place, followed and evaluated.
3. Review quarterly financial statements and reports, including the Executive Director's commentary, before presentation to the Board.
4. Review the year-end financial statements and reports before presentation to the Board.
5. Review the financial content of the annual report and any mid-year reports.
6. Perform a detailed review of the annual budget and prepare a recommendation to the Board for approval.
7. Research projects such as policy development dealing with financial management issues and controls.
8. Review all payments made for non-budgeted items under \$10,000; approve any payments that would benefit the Executive Director, and approve all payments made for non-budgeted items over \$10,000.
9. Review all signed contracts under \$10,000 and approve all pending contracts over \$10,000.
10. Prepare a recommendation to the Board for approval of all contracts over \$25,000.
11. Oversee engagement, performance and independence of the external auditors.
12. Meet with the internal bookkeeper or external auditor as required.
13. Financial Committee meeting agendas shall be the responsibility of the Chair of the committee in consultation with the committee members and management, and the external auditor or internal bookkeeper as required.

**ORGANIZATION:**

1. Meetings will be held at least quarterly.
2. The Treasurer will be the committee Chair. If the Chair of the Committee is not present at any meeting of the Committee, one of the members of the Committee who is present at the meeting shall be chosen by the Committee to preside at the meeting.
3. The committee will appoint a Recording Secretary.
4. Decision-making will preferably occur by consensus. If voting occurs, all committee members have a vote.

*Reviewed and approved by the Finance Committee – January 8, 2004*

*Reviewed by the Treasurer, updated by the Governance and Membership Committee, and recommended for approval by the Board – November, 2012.*

*Approved by the Board of Directors - November 2012*

*Reviewed and Updated February 26, 2013 and March 18, 2013 by the Finance committee*

*Approved by the Board of Directors – April 9, 2013.*

*To be updated by Finance Committee and reviewed and approved by the board 2014/2015*

*Reviewed and approved by Board of Directors – June 25, 2018*

# GOVERNANCE AND MEMBERSHIP COMMITTEE

## TERMS OF REFERENCE

### **PURPOSE:**

1. To ensure a well-functioning and participatory governance structure.
2. To ensure continuing value for all members.

### **COMPOSITION AND TERM:**

1. The Committee will consist of a minimum of two OCA Directors and the Executive Director.
2. Members of the Committee will be elected each year at the first meeting of the Board of Directors following the annual general meeting of the Co-operative.
3. Other directors, staff or members will be invited as required.
4. Quorum will be 50% plus 1.
5. Terms of all committee members will be one year.
6. The Committee year will commence immediately after the Annual General Meeting.

### **AUTHORITY:**

1. The Committee has the authority to hold meetings and present recommendations to the Board of Directors in support of the Committee's purpose.
2. The Committee is accountable to the Board of Directors.
3. The OCA Board of Directors will have the authority to remove Committee members or not renew terms.

### **DUTIES AND RESPONSIBILITIES:**

1. To prepare an annual work plan.
2. To review membership categories.
3. To address issues which facilitate or hinder member involvement.
4. To develop policies and procedures for member participation.
5. To recommend an appropriate dues structure.
6. To develop policies and procedures for Board governance, training and education.

7. To review and recommend changes to the structure of all committees.
8. To present timely reports to the Board of Directors.
9. To set the agenda for the annual Board of Director's retreat.

**ORGANIZATION:**

1. The Committee appoints a Chair from within.
2. The Executive Director or designate will act as Recording Secretary.
3. Strategic and operational plans and budget will be harmonized with OCA's annual planning and budgeting process and outcomes.
4. The Chair of the Committee will act as the official liaison between the Committee and is responsible for the delivery of reports to the Corporate Secretary for presentation to the board of directors.

*Reviewed & approved by the Membership Committee – February 2001.*

*Reviewed & approved by the Board of the Ontario Co-operative Association – January 20, 2003.*

*Reviewed and revised by the Board of the Ontario Co-operative Association – May 11, 2006.*

*Reviewed & approved by the Board of the Ontario Co-operative Association – Jan. 23, 2007*

*Revised by the Governance and Membership Committee – May 29, 2012*

*Reviewed & approved by the Board of the Ontario Co-operative Association – September 11, 2012*

*Reviewed and approved by the Board of Directors: September 9, 2014*

*Reviewed and updated by Governance and Membership Committee – August 13, 2018*

*Reviewed by Board of Directors – September 5, 2018*

# HUMAN RESOURCES COMMITTEE

## TERMS OF REFERENCE

### **PURPOSE:**

To serve as an advisory body on Human Resource issues, including but not limited to any legal, termination, hiring, education and training.

### **COMPOSITION AND TERM:**

The Committee will be composed of one Director of OCA, a minimum of two appointed representatives who possess relevant and pertinent HR experience, and the Executive Director. Quorum will be 50% plus 1.

### **AUTHORITY:**

The Committee has the authority to hold meetings and present recommendations to the Board in support of the Committee's purpose. The Committee will work within an approved budget and will be accountable to the Board and General Members.

### **DUTIES AND RESPONSIBILITIES:**

The Committee is mandated to:

1. Be responsible for the establishment and maintenance of policies and procedures relating to the Human Resource activities of OCA. All policies and procedures are subject to approval by the Board.
2. Be accountable for the establishment and maintenance of the compensation and performance management systems for employees of OCA. Responsible for the performance management for the Executive Director with Chair of OCA and Chair of Human Resources Committee. The Human Resources Committee is to recommend to the Board changes in compensation every three years. Provide yearly recommendations for salary adjustments.
3. Be responsible for any internal harassment investigations, and have the authority to appoint an independent investigator, or investigators should the need arise.
4. Serve as a body that the Ontario Co-operative Association's Chair could call upon to mediate employee concerns and make recommendations to the Board of Directors.
5. Report changes to the Ontario Employment Standards Act to the Executive Director annually.

### **ORGANIZATION:**

1. The Committee appoints a Chair and a Recording Secretary.

*Reviewed & approved by Board of Directors of Ontario Co-operative Association – January 20, 2003*  
*Reviewed & approved by Human Resource Committee – February 23, 2004*  
*Reviewed & approved by Human Resources Committee – March 29, 2006*  
*Revised and approved by the Board of the Ontario Co-operative Association – May 11, 2006*  
*Reviewed & approved by Human Resources Committee – April 15, 2014*  
*Reviewed & approved by the Board of the Ontario Co-operative Association – May 28, 2014*  
*Reviewed and approved by the Board of Directors -- September 9, 2014*  
*Reviewed & approved by Human Resources Committee – June 13, 2018*  
*Reviewed & approved by the Board of Directors – June 25, 2018*

## EDUCATION COMMITTEE

### TERMS OF REFERENCE

#### **PURPOSE:**

- To facilitate the advancement of co-operative education at all levels through targeted programming specific to the seven principles of co-operation
- To promote and share co-operative educational advice and resources to advance our members' educational objectives
- To prioritize educational programming and opportunities that contribute to the economic sustainability of the Ontario Co-operative Association and its members
- To work collaboratively through business and organizational partnerships within the co-operative community to deliver educational opportunities for members and youth

#### **COMPOSITION AND TERM:**

The committee representatives are recruited by the Executive Director through consultation with the organizations represented on the committee. In the interest of maintaining a consistent level of programming and a source of experienced advice, each organization will be asked to provide a committee representative with some experience with leadership building or educational programming for a minimum of one year where feasible. The committee will consist of a minimum of six (6) members from the co-operative sector. Two of the committee members must be directors on the OCA board of directors.

#### **AUTHORITY:**

The committee has authority to hold meetings and present recommendations to the Executive Director in support of the Committee's purpose.

#### **DUTIES AND RESPONSIBILITIES:**

The Committee is mandated to:

1. Evaluate educational programming for consistency with the committee's purpose
2. Assess program needs and recommend appropriate action; recommend future program direction; identify opportunities for new program initiatives
3. Act as a communication and promotional link between OCA and their member organizations regarding educational programming
4. Facilitate the process of member dialogue, bringing together people and ideas that develop competencies and build capacity within the co-operative sector
5. Act as a clearinghouse for information sharing and networking about co-operatives
6. Be involved in the development and implementation of educational programs and support a flexible learning environment for co-operative members and managers

**ORGANIZATION:**

An appointed OCA board member will act as the Chair of the committee. Minute taking will be the responsibility of OCA staff. The committee will meet a minimum of two (2) times per year.

Reviewed and approved by the Board of Directors – April 19, 2018  
Revised by the Education Committee - May 4, 2018