
Standing Committee on Strategy, Operations, and Governance (SOG)

Terms of Reference

Committee Mandate

The Standing Committee on Strategy, Operations, and Governance (SOG) **develops, implements, oversees, and advises on matters pertaining to the effective operations and sustainability of the CES-NCC Board** with due consideration of risks, opportunities, financial sustainability, and future-proofing the Chapter.

Areas of focus

- **Strategy:** Lead the Chapter's strategic direction, aligning activities with the needs of the Chapter.
- **Operations:** Manage and continuously improve the Board's day-to-day operations.
- **Governance:** Ensure the Chapter's compliance with all legal, regulatory, or governance requirements.
- **Risk Management:** Ensure the Chapter is adequately aware and has appropriate mitigation measures in place to address risks.

Responsibilities

- **Strategic Planning:** Lead the development and implementation of the chapter's strategic plan, ensuring alignment with its mission, vision and goals.
- **Governance:** Ensure an effective organizational structure for the Chapter's Board and lead the development and maintenance of all governance and operational documents (Constitution, by-laws, policies, procedures etc.)
- **Compliance:** Ensure that the CES-NCC operates in compliance with all required legal, regulatory, ethical and other standards expected of a non-profit organization.
- **AGM:** Lead the organization and facilitation of the Chapter's Annual General Meeting (AGM), in compliance with our Constitution.
- **Board Operations:** Oversee board operations (e.g. invoices, audit, reporting and other day-to-day administrative matters). Develop and maintain plans/strategies to support effective operations (vendor management, risk management).
- **Cohesion and Coordination:** Develop and manage internal and external calendars to ensure alignment of activities with National, other Chapters and key partners.
- **Information Management (IM) & Information Technology (IT):** Manage and maintain the Board's IT/IM resources (email account, social media, software, subscriptions, etc.) and their associated accounts.

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- **Risk Management:** Identify and assess potential risks to the organization (financial, operational, reputation and strategic) and develop and recommend risk management tools (strategy, policies, procedures, key messages, insurance) to address organizational risks.
 - **Volunteer and Member Recognition:** Administer an awards program that recognizes the efforts and achievement of volunteers and CES NCC members.
 - **Board Elections:** Lead the identification and recruitment of new board members ensuring that the Board is representative of the member community and has the necessary skills and expertise. Manage the elections process in compliance with the NCC Constitution.
 - **Board Professional Development and Succession Planning:** Facilitate the on-boarding of new board members and lead the ongoing professional development of Board members to support continuous development, effective operations and board sustainability.
 - **Measurement:** Establish and maintain metrics to measure the effectiveness of the Committee's activities.

Expectations of the Committee

- **Workplan:** Develop an annual work plan, provide a prioritized list of activities and proposed outputs/deliverables for the Board's approval, and ensure its ongoing implementation throughout the Board's fiscal year.
- **Operations:** Prepare proposals, documents, or motions for the Board's consideration at least five (5) calendar days before a Board meeting.
- **Cohesion:** Coordinates with Board *Secretary* for event dates or timelines to manage potential conflicts with CES National or partnership events.
- **Consistency:** Draft and translate any communication materials pertaining to the work of the Committee to be used in publication and social media channels, in consultation with the *Communications and Marketing Champion*.
- **Official Languages:** Ensure any content provided to CES-NCC members is translated, in consultation with the *Official Languages Champion*.
- **Institutional Memory:** Draft an annual report that summarizes the Committee's work and accomplishments, which will be used in the Chapter's annual report and feed into Chapter's input to National's annual report.
- **Information Management:** File all documents in the Board's Google Drive. Working documents must be filed in the Google Drive and all final documents shall be labelled accordingly, in consultation with the *Information Management Champion*.
- **Human and Financial Resources:** Identify the human and financial resources required for its work plan and take action if additional resources are needed for work plan to be completed.

Composition and Roles

- The Committee is led by two Co-Chairs with the support of a Scribe.
- The Committee sets out the composition of its Members on an annual basis, and/or as required to serve its work plan and deliverables.
- The Committee will be limited to volunteers that are Board members, but may call upon non-board members on an as needed basis to provide support for special projects.
- The Committee may include Advisors who will provide expertise on an as-needed basis.

Meetings

- Meetings occur at the discretion of the Co-Chairs; however, are typically held **monthly**.
- Action items are recorded at each meeting and are followed up on as part of the agenda of subsequent meetings.
- Estimated time commitment for a Committee Member: **6-8 hours / month**

Authorities

- The Committee has authority to make decisions about projects, deliverables, as well as human and financial resources as set out in its annual work plan and Board budget, as approved by the CES-NCC Board.
- The Committee may create additional working groups, advisory committees, or other types of sub-committees that support the Committee's work plan, as needed.

Accountability

- Each Committee Member is expected to attend meetings on a regular basis and is accountable for their assigned deliverables. Continuous absences or failure to complete deliverables or meet deadlines may result in the Co-Chairs recommending their removal.
- The Co-Chairs provides a written update on the Committee's progress against the Board's work plan no later than 72 hours before each Board meeting.
- Committee members must disclose any actual or perceived conflicts of interest related to Committee activities. In cases where this may occur, the member shall reach out to the NCC Board President to determine the appropriate course of action.

Review and Amendments

This Terms of Reference will be reviewed **every two years** with any revisions approved by the Board. This Terms of Reference will be reviewed after the first year following the Committee's creation.

Date	Summary of Updates
September 11, 2024	ToR approved by Board
June – August 2025	First year review period
September 2025	
June - August 2027	