



Governance Committee Report

AGM June 12, 2025 at 5PM

County Arts Lab

Committee Members:

Julia Howell (Chair, 2023)

Catelyn Thornton (Vice Chair, Secretary)

Christine Searle (Director at Large)

Janna Smith (Executive Director)

The Governance Committee met on May 26, 2025 to conduct the following:

1. **Review & document the 2024-25 Governance Committee achievements, which includes the following:**
 - Drafted Articles of Amendment that were approved at a Special Members' Meeting on July 23, 2024
 - Drafted new By-laws that were approved by the Board of Directors on September 11, 2024
 - Drafted new Officer Roles & Responsibilities in fall 2024 that were approved by the Board on March 6, 2025
 - Approved Articles of Amendment were filed and were accepted by the Canada Revenue Agency on January 14, 2025
 - Filed Articles of Amendment with the Ontario Business Registry on March 5, 2025
 - Received Certificate of Amendment from Ontario Business Registry on May 27, 2025
 - Reviewed the Governance Committee Terms of Reference on October 25th, 2024 (there were no revisions)
 - Created an Organizational Chart & Relationship Map that were approved by the Board on December 4, 2024 and uploaded to the Who We Are section of our website on May 1, 2025
 - Formalized the Performance Evaluation Processes for staff
 - Conducted Performance Review of Executive Director in January 2025
 - Moved to a quarterly Board Meeting structure as of January 2025

- Reviewed Board Competency Matrix
- Successfully onboarded one new Board Member - Paul Nethercott, CPA
- Reviewed Strategic Plan and identified action items for 2025-26

2. Determine the 2025-26 Governance Committee Work Plan for Board approval, which includes the following:

- Post update that Articles of Amendment & By-laws have been revised on website - available upon request
- Formalize the Board Evaluation / Development Process
- Review Board Member Recruitment Process
- Review AAC, Programs, and Fund Development Committee Terms of Reference pending Board approval at September Board Meeting
- Review policies that were approved prior to 2023, such as Privacy Policy and Membership Policy
- Develop Procurement or Delegation Authority Policy
- Review Board of Directors Resource Folder
- Review Board Competency Matrix (ongoing)
- Board Member Recruitment (ongoing)