

Council on Dairy Cattle Breeding (CDCB)

Governance Committee Terms of Reference

1. Purpose

The Governance Committee of the Council on Dairy Cattle Breeding (CDCB) is established to oversee and strengthen the organization's governance framework. The Committee ensures the board operates effectively, aligns with CDCB's mission, and upholds high standards of integrity, transparency, and accountability. The Committee serves in an advisory capacity to the CDCB Board of Directors (Board) and/or CDCB staff.

2. Composition

- The Governance Committee (Committee) shall consist of **four (4) voting directors**, each representing one of the four (4) members of CDCB. Each member shall designate one of its directors to represent it in the Committee in writing [prior to or during the annual meeting].
- **Chairperson:** The CDCB Board chair nominates the Governance Committee chair.
- **Non-Voting Members:**
 - **Chief Executive Officer (CEO):** To provide organizational insights and support.
 - **Legal Advisor:** To offer guidance on legal and regulatory matters.
 - **Term:** The Governance Committee members have a two-year term, alternated with the board officer elections. Governance Committee members can be reelected once and serve no more than two consecutive terms.

3. Roles and Responsibilities

Board Composition and Development

- Develop and maintain a CDCB Board succession plan to ensure leadership continuity.
- Oversee the onboarding and training of new board members to enhance their understanding of CDCB's mission, operations, and governance.

Governance Policies and Practices

- Draft, review, and recommend governance policies, including but not limited to, bylaws, conflict-of-interest policies, and decision-making procedures.
- Monitor compliance with CDCB's bylaws and recommend updates as needed to reflect organizational needs and legal requirements.
- Develop and oversee processes for evaluating CDCB Board and individual director performance.

Conflict Resolution and Mediation

- Address governance-related disputes, including conflicts among CDCB Board members or between the board and CDCB management.
- Ensure balanced representation and decision-making among the four sectors.

Strategic Governance and Risk Management

- Align governance practices with CDCB's strategic objectives and long-term goals.
- Identify and recommend strategies to mitigate governance-related risks.

Meeting Oversight

- Ensure effective structuring of board and committee meetings, with clear agendas and actionable outcomes.
- Periodically review and recommend improvements to meeting protocols.

4. Meetings

- The Committee shall meet at least **twice per year** or as needed to fulfill its responsibilities.
- The Chairperson is required to call a meeting of the Committee if requested to do so by:
 - Any Committee member;
 - The Chair of the Board; or
 - The CEO.
- Meetings may be conducted in person or virtually to accommodate director availability.
- Quorum shall consist of at least **three (3) voting directors**.
- When the Committee is required to make a decision or take a position on a matter, the Committee will make its decision or determine its position by majority vote of the Committee's member

5. Reporting

- The Governance Committee shall report its activities and recommendations to the CDCB Board of Directors during regular board meetings.
- Minutes of committee meetings shall be maintained and shared with the CDCB Board.

6. Authority

The Governance Committee is authorized by the CDCB Board of Directors to:

- Review governance practices and recommend changes.
- Develop policies and procedures for CDCB Board approval.
- Engage external experts, as necessary, to fulfill its duties.

7. Review and Amendment

- The Terms of Reference for the Committee shall be reviewed annually by the Committee and updated as needed, subject to CDCB Board approval.

Approval

These Terms of Reference were approved by the CDCB Board of Directors on [Insert Approval Date].