

CASA Ad Hoc Governance Review Committee

Terms of Reference

Approved by the CASA Board of Directors on 13 December 2019.

AUTHORITY

The establishment of the Clean Air Strategic Alliance (CASA) Ad Hoc Governance Review Committee (GRC) was approved by the CASA Board of Directors in December 2018. The GRC reports to the CASA Board, and all committee members are responsible for reporting on committee progress to – and soliciting feedback from – their respective caucuses. The executive director will bring the perspective of the Secretariat.

RESPONSIBILITIES

The GRC has been established by the Board of Directors to make recommendations about the future governance model practices, structures and processes of CASA. Specifically, the GRC has been delegated the responsibility by the Board of Directors to:

- Provide a comprehensive picture of the current governance model and high-level history of CASA’s governance model.
 - Create opportunities for the CASA Board to understand the current state governance model as context to possible changes.
- Complete research to understand the range of appropriate governance model options that are applicable to CASA.
- Assess the current CASA structure against leading practices in member services/association governance, including consensus driven organizations (gap analysis).
- Address the following specific items when assessing the CASA governance model:
 - Complete a competitor analysis to identify issues and opportunities.
 - Determine CASA’s optimal future:
 - Value proposition (an innovation, service, or feature intended to make a company or product attractive to customers).
 - Mandate, product, and client(s).
 - Membership, including roles, and responsibilities.
 - Organizational values (the things that we believe are important in the way we work together).
 - Strategic partner(s) (if different from the member stakeholder organizations).
 - Organizational relationships and roles (Board – Executive – Executive Director – Project Teams – committees (if any))
 - Funding model.
 - Performance Measures.

Propose a future state governance “model” – including how the Board of Directors will operate within the established/revised governance structure considering relationships (i.e. between the Board of Directors and Secretariat, Executive and Board of Directors) roles, responsibilities, behaviours, standards, and decision making that are required to ensure that the structures can operate effectively.

COMPOSITION

The CASA GRC will consist of:

- A facilitator
- A committee comprised of up to three representatives from each of the Industry, NGO and Government caucus as selected by their respective caucuses.
- The Executive Director as a resource to the Committee and representing the unique needs of the Secretariat.

The GRC will access external resources as required to fulfil its responsibilities.

FREQUENCY OF MEETINGS AND QUORUM

The GRC will meet as required until their responsibilities are complete. Meeting quorum shall be a majority of the members present representing all sector groups, as well as the Executive Director, at the meeting.

TERM

The GRC will complete its work in time for Board consideration at its December 2020 meeting.

CASA Governance Reform Committee Work Plan

Draft for Board Approval

The following work plan will be used to deliver the Terms of Reference for the Clean Air Strategic Alliance (CASA) Governance Reform Committee (GRC).

Key Deliverables of the Committee

The GRC will produce the following deliverables:

1. Current State Analysis Report
 - This will document and analyze the current governance model of CASA
 - It will identify strengths, weaknesses and gaps in the current model.
 - In addition, it should include:
 - A summary of leading/emerging governance practices employed by similar member services and/or consensus-driven organizations.
 - A brief review/summary of the governance history of CASA.
2. Board of Directors Charter
 - This document will reflect the proposed future state board governance model for the CASA Board of Directors. The Board of Directors Charter will include (among other topics):
 - A description of the CASA governance “system.”
 - A description of the Board of Director’s role and responsibilities.
 - A description of the role and responsibilities of individual Directors and Alternates.
 - A description of the role and responsibilities of individual Board Members, the Board of Directors, Executive Committee, and Executive Director.
 - A description of the relationship between the individual Board Members, the Board of Directors, Executive Committee and Executive Director.
 - Core assumptions, principles and values of the Board model.
 - Key decisions to be made related to the future state key organizational documents.
3. Education and feedback sessions for the Board of Directors regarding the CASA Governance model.
 - Delivery of an iterative education and input process to the CASA Board through the course of the CASA GRC work. The objective of this process it to acquaint all board members with the findings and direction of the GRC, and to obtain timely input and feedback from all CASA Board Members.

Work Plan

The following work plan will be used to guide the work of the GRC.

Step	Activities	Timing
1. Review current governance models	<ul style="list-style-type: none">• A. Complete research, document reviews, etc. to document the current and historical governance model of CASA.• B. Complete leading practice research (gaps analysis)• C. Assess strengths, weaknesses and potential areas for change.	Q1 2020
2. Governance Model Design	<ul style="list-style-type: none">• Through facilitated discussions, develop the proposed future state governance model of CASA<ul style="list-style-type: none">○ Topic 1: Review of current state assessment, high level design of CASA governing system (key attributes and assumptions)○ Topic 2: Committee structure○ Topic 3: Roles and Responsibilities (Board, Chairs, ED, EC, etc.)○ Topic 4: Core Board processes, values, etc.	Q2 to Q3 2020
3. Design and delivery of Education and Feedback Sessions	Delivery of an iterative education and input process to the CASA Board through the course of the CASA GRC work.	Q1 to Q4 2020
4. Board Approval	<ul style="list-style-type: none">• Prepare for and present the proposed Board Governance model for Board approval. .	Q4 2020