



CORPORATE SERVICES COMMITTEE

Terms of Reference

Abstract

The Corporate Services Committee assists the Board of Directors in its corporate fiduciary and administrative responsibilities for the effective day-to-day management of GUILD business affairs

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CORPORATE SERVICES COMMITTEE

TERMS OF REFERENCE

REVISION HISTORY

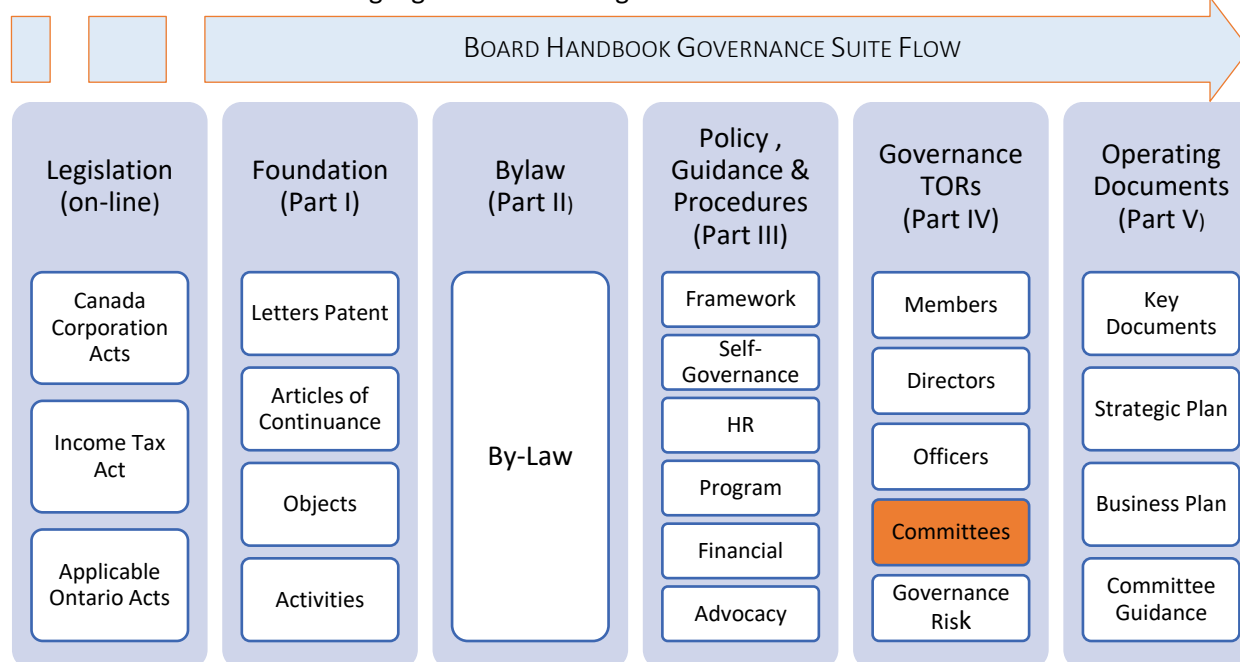
Version	Issue Date	Author	Reason for Change
Draft 1.0	November 2019	Thomas Burnie	Initial draft for comments
Draft 2.0	November 2019	Thomas Burnie	Inclusion of membership sub-committee
Draft 3.0	November 2020	Thomas Burnie	Integrated former Governance Committee, CFO, applicable professional advisors, and adjusted the RAM
Draft 4.0	January 2021	Thomas Burnie	Integrated investment guidance and adjusted the RAM and reformatting
Draft 5.0	February	Thomas Burnie	Integrated business planning and adjusted the RAM

APPROVALS

Version	Issue Date	Approving Authority	Comment
1.0	9 November 2019	Board of Directors	Provisional Use
2.0	28 February 2020	Board of Directors	Inclusion of membership sub-committee
3.0	15 April 2021	Board of Directors	Approved as Operating Document

GOVERNANCE FLOW SUITE OF DOCUMENTS

This document is located as highlighted within the governance flow suite of documents.



PURPOSE

Created under the authority of the GUILD of The Royal Canadian Dragoons (the GUILD) By-Law Section 44, the Corporate Services Committee assists the Board of Directors in its corporate, fiduciary and administrative responsibilities for the effective day-to-day management of GUILD business affairs.

Committee decisions are subject to Board approval.

COMPOSITION



The Corporate Services Committee has four (4) main functions; management coordination, business planning, investment oversight, and membership recruiting. As a minimum, the committee shall comprise the Board's President (Chairperson), the Chief Financial Officer (CFO), the Secretary-Treasurer, the director assigned for governance, the director assigned for business planning, and a director assigned as the GUILD Clerk. When required, the director responsible for major donors will participate for investment activities and the two Vice-Presidents will participate when addressing membership recruitment.

The Committee Chairperson is responsible for identifying and recruiting any non-designated GUILD directors or external contributors for additional expertise as required for each of the functional areas.

The Board of Directors, by resolution, may remove any committee member in accordance with By-law, Section 44.

MANAGEMENT

RESPONSIBILITIES AND FUNCTIONS

The management team comprising the President (Chair), CFO, Secretary-Treasurer, Business Planning Director and the Governance Director will coordinate corporate planning and operations. They will meet at the call of the Chair at least once monthly or as required to conduct its work.

The team is responsible for assisting the Board by conducting the day-to-day management of the corporate business affairs. Team members support the President in the coordination and execution of the business plan in the following key functions;

- general administration,
- financial management,
- risk management,
- regulatory and compliance management,
- human resources (HR) management,
- procurement and asset management,
- information management and information technology (IM/IT) – strategy and support,
- corporate planning input, and
- Board effectiveness training and education.

RESPONSIBILITY ASSIGNMENT MATRIX

The table below reflects the assignment of **Management** responsibilities and tasks against the key functions.

Legend:

R = Responsible for performing work to complete the task.

A = Accountable for the correct and thorough completion of the deliverable or task, the one who ensures the task prerequisites are met and who delegates the work to those responsible.

<i>Deliverables and Tasks</i>	Board	Chair & President	Chief Financial Officer	Secretary-Treasurer	Business Planning Director	Governance Director	Clerk	Applicable Professional Advisors
General Administration								
Maintain books and records		A		R				

<i>Deliverables and Tasks</i>	Board	Chair & President	Chief Financial Officer	Secretary-Treasurer	Business Planning Director	Governance Director	Clerk	Applicable Professional Advisors
Use Corporate seal in execution of documents		A		R				
Execute notices for Member's meetings		A		R				
Support administration of Member's meetings				A			R	
Invite interested parties if approved to Member's meetings	A	R						
Conduct interactions with the Legal Advisor	A	R						
Prepare agenda & minutes for Member's & Board meetings	A			R				
Execute methodology for Corporate notices		A		R				
Execute methodology for prevention of errors and omissions in Corporate notices		A		R				
Submit annual corporate return to Corporations Canada		A		R				
Financial Management								
Maintain authorized signing officers register				A			R	
Complete financial transactions at least monthly			A	R				
Submit account status reports to Board at least quarterly	A		R					
Publish schedule of remunerated administrative expenses	A			R				
Conduct controllership interactions with the accountant		A		R				
Monitor Canada Helps donor operations			A				R	
Conduct interactions with the Auditor	A		R					
Execute loans as authorized by the Board		A		R				
Approve adjusted financial statements from Auditor	A		R					
Submit annual financial statements to Members	A		R					

<i>Deliverables and Tasks</i>	Board	Chair & President	Chief Financial Officer	Secretary-Treasurer	Business Planning Director	Governance Director	Clerk	Applicable Professional Advisors
Submit approved annual corporate financial data to Canada Revenue Agency (CRA)		A						R
Risk Management								
Monitor potential risk to GUILD resources and reputation	A	R						
Maintain adequate Board liability insurance	A			R				
Maintain adequate asset insurance	A			R				
Regulatory and Compliance								
Monitor legal/regulatory framework changes	A					R		
Advise Board on governance practices	A					R		
Review by-law for potential updates	A					R		
Develop/review policies, guidance & procedures	A					R		
Prepare new director orientation package	A					R		
Conduct Board training	A					R		
Ensure governance documentation is accessible	A					R		
HR Management								
Track status of GUILD and Board membership		A		R				
Track status of GUILD volunteers		A		R				
Recommend courses of action for filling unexpected Board vacancies	A	R						
Recommend appointment of mediator for dispute resolution if required	A	R						
Implement HR policies	A			R				
Procurement & Asset Management								
Coordinate corporate procurement processes	A	R						
Coordinate corporate asset management docs		A		R				
Control corporate vehicle		A		R				

<i>Deliverables and Tasks</i>	Board	Chair & President	Chief Financial Officer	Secretary-Treasurer	Business Planning Director	Governance Director	Clerk	Applicable Professional Advisors
IM & IT Management								
Oversee IM/IT strategy and system support				A			R	
Set up absentee voting system for Members meetings				A			R	
Set up system for Members, the Board and committees to participate at meetings				A			R	
Corporate Planning								
Participate in strategic planning		R			A			
Participate in annual business planning		R			A			
Board Effectiveness								
Lead the evaluation of Board committee structure/Terms of Reference (TOR)	A					R		
Develop governance and operational effectiveness assessment program	A					R		

BUSINESS PLANNING

RESPONSIBILITIES AND FUNCTIONS

The business planning team comprising the Director Business Planning (Chair), CFO, and other directors as appointed, will solicit program input contributions from other GUILD committees and from the Regimental Family Advisory Group (RFAG) to produce the corporate business documentation. The team will meet at the call of the Chair at least monthly or as required to conduct its work in the following key functions:

- strategic planning, and
- business planning.

RESPONSIBILITY ASSIGNMENT MATRIX

The table below reflects the assignment of **Business Planning** responsibilities and tasks against the key functions.

<i>Deliverables and Tasks</i>	Board	Director Business Planning	Chief Financial Officer	Input Contributors	Professional Advisors
Periodic Strategic Plan					
Prepare a strategic plan to include the strategic objectives and outcomes	A	R			
Prepare summary of programs and projects planned for execution in the 2 to 3-year timeframe	A	R			
Prepare summary of activities planned for execution in the 4 to 10-year timeframe	A	R			
Identify activities for possible execution in the 11 to 20-year timeframe	A	R			
Validate the strategic plan annually	A	R			
Annual Business Plan					
Develop the annual planning cycle	A	R			
Prepare business plan templates for inputs including proposed projects, schedule, and cost estimates from other committees	A	R			
Prepare a business plan which includes: the corporate operational plan, and a summary of projects for next business year including the committees of primary interest, allocated funds, expected results and timelines	A	R			

MEMBERSHIP

RESPONSIBILITIES AND FUNCTIONS

The membership team comprising the President (Chairperson), the First Vice-President and Second Vice-President will recruit interested and sufficient applicants into the GUILD membership for subsequent election to the corporation's Board of Directors. The team should meet at the call of the Chair at least semi-annually or as required to conduct its work.

The team is responsible for assisting in the following key functions;

- identify member/director vacancies,
- recruit prospective member/director,

- conduct interview with prospective member/director,
- circulate prospective member/director profiles to the Board of Directors and the GUILD membership, and
- approve/deny prospective applicant for corporate membership and nominate member for election as a director.

RESPONSIBILITY ASSIGNMENT MATRIX

The table below reflects the assignment for **Membership** responsibilities and task against the key functions. As the GUILD is a closed membership model, potential members are also prospective directors. Therefore, the process below seeks to minimize the recruiting risk by screening a prospective member for both corporate membership and election as a director.

<i>Deliverables and Tasks</i>	GUILD Membership								
	Board	Chair & President	1st Vice-President	2nd Vice-President	Secretary- Treasurer	Governance Director	Affected Committee Chairs	Applicant	
Vacancies									
Maintain record of member term expiry dates						R	A		
Identify skill and knowledge requirements for open or upcoming member and director vacancies			R				A		
Recruitment									
Solicit potential applicants as members & directors		A	R						
Complete membership application						A			R
Applicant Screening									
Conduct applicant suitability interview			R				A		
Complete potential Director Statement of Consent							A		R
Applicant Membership									
Circulate applicant profile to Board for potential objections			A			R			
Accept or deny membership application		A	R						
Issue Board orientation package			A				R		
Director Election									
Nominate new member as interim director to fill a vacancy in office		A	R						

<i>Deliverables and Tasks</i>	GUILD Membership	Board	Chair & President	1 st Vice-President	2 nd Vice-President	Secretary- Treasurer	Governance Director	Affected Committee Chairs	Applicant
	Nominate member for election as a director at Members' meeting	A		R					
Circulate candidate profile to membership before election			A			R			
Conduct election	A		R						

INVESTMENT

RESPONSIBILITIES AND FUNCTIONS

The Investment team comprising the President the CFO (Chairperson), and the director responsible for major donors will guide the corporation's investment affairs. They should meet at the call of the President at least semi-annually or as required to conduct its work.

The team is responsible for assisting in the following key functions:

- investment planning and fund management oversight, and
- interacting with the investment advisor.

RESPONSIBILITY ASSIGNMENT MATRIX

The table below reflects the **Investment** functional deliverables, key tasks, and the assignment of responsibilities.

<i>Deliverables and Tasks</i>	Board	CFO	Director Major Donors	Professional Advisors
	Investments			
Prepare long-term plan to include objectives & outcomes	A	R		
Provide oversight on GUILD investments in accordance with the corporate investment guidance	A	R		

ADMINISTRATION, REPORTS AND RETURNS

The Committee is responsible for submitting its reports and returns as follows:

- a. meeting Records of Decision¹;
- b. progress reports for Board meetings;
- c. budget forecasts;
- d. annual work plan;
- e. annual report on the past year's activities; and
- f. performance measures to identify the committee performance/contribution to the GUILD's overall priorities and goals.

¹ The Board Secretary-Treasurer is responsible for filing all records of decisions.