



Committee Terms of Reference

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Board approval: (not yet approved)

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Introduction

Functions of committees within Bike Winnipeg

Purposes of committee terms of reference

The purpose of establishing committee-level terms of reference is:

1. To facilitate information retention during natural membership turnover;
2. Provide a clear understanding of the Board of Directors' expectations of committee operations;
3. information that committees are focusing on

Committees are permitted and encouraged to undertake ancillary activities and initiatives as long as core mandates are completed.

General format

- A. Mandate
- B. Functions and responsibilities
- C. Membership and meetings
- D. Terms of office
- E. Authority

Management/Internal Committees

Executive Committee (DRAFT)

Date TOR last reviewed by committee:

Date TOR last approved by Board:

A. Mandate

The mandate of the Executive Committee is to provide leadership for the Board of Directors and organization as a whole, to proactively plan the organization's operations to ensure that it is fulfilling its mission, and to ensure sound governance in compliance with all legislation.

B. Functions and responsibilities

1. Governance
 - a. Regularly update bylaws and [internal policies](#)
 - b. Recruit and provide orientation/onboarding of new directors
 - c. Ensure succession planning and that any task can be completed by more than one person
 - d. Organizational strategy
 - i. Strategic plan development and maintenance
 - ii. Lead annual budgeting
 - iii. Develop an organizational culture reflective of our value statement
2. Human resources
 - a. Core volunteers
 - i. Distribute workload to volunteers
 - b. Employee-related
 - i. Procedural: writing job descriptions, advertising jobs, interviewing, hiring, onboarding, etc.
 - c. Collect and act on feedback (complaints, complements, suggestions, etc.)
 - d. Maintaining personnel records including for board volunteers
3. Administration
 - a. Ensure the corporation's insurance is adequate and valid
 - b. Maintain registration with the Manitoba Companies Office
 - c. Schedule and chair board meetings

C. Membership and meetings

1. The Executive Committee shall consist of the Officers of the corporation:
 - a. Co-chairs
 - b. The Secretary
 - c. The Treasurer
 - d. The Executive Director
2. Other members may be invited at the discretion of the Executive Committee
3. In consultation with Committee members, the Committee Co-chairs may engage outside advisors to provide advice with respect to a decision or action (such as strategic planning), subject to the availability of financial resources if there is an associated cost.
4. The Co-Chairs shall be determined by the Board and be responsible for:
 - a. Scheduling regular meetings
 - b. Preparing and circulating meeting agendas prior to the meeting
 - c. Chairing all meetings
 - d. Ensuring that meeting minutes are recorded and circulated to Committee members shortly after the meeting occurs
 - e. For preparing and presenting the information and reports required under this Terms of Reference
 - f. Recruitment of new Committee members and succession planning
5. Meetings
 - a. The Executive Committee shall meet monthly.
6. Quorum
 - a. A quorum of the Executive Committee shall be 2 members excluding the Executive Director.

D. Terms of office

1. The terms of office of Executive Committee members shall normally be a minimum of one year, and normally reviewed/rotated after the Annual General Meeting.
2. The committee must always have at least one committee member with at least one year of experience on the committee.

E. Authority

The Executive Committee has the authority to act without Board approval only in emergency situations as determined by the Committee.

Finance Committee (Final)

Date TOR last reviewed by committee:

Date TOR last approved by Board:

A. Mandate

The mandate of the Finance Committee is to assist the Board in fulfilling its oversight responsibilities for financial performance and reporting, internal control, the audit process, risk management processes, and sound governance and business practices under the legislative requirements as a registered nonprofit and charity.

B. Functions and Responsibilities

1. Governance support
 - a. Provide to the Board, financial reports and other special reports, recommending policies and procedures that support effective internal controls and financial management.
 - b. Provide recommendations to the Board on any matter respecting financial or risk management matters.
 - c. Regularly review financial, risk management and other relevant policies and, when deemed necessary, recommend changes.
 - d. Review and assess the overall financial health and performance of Bike Winnipeg and make recommendations to the Board on improvements, adjustments or procedural changes.
2. Financial reporting
 - a. Provide past, current, and forecasted financial information (bank balance, cash flow forecasts, etc.) on a timely basis to enable the Board to discuss potential issues, make decisions, and fulfill its mandate.
 - b. Prepare quarterly and annual financial statements and present these to the Board.
 - c. Prepare the financial content of the Annual Report.
3. Record keeping
 - a. Ensure that financial information is protected within the organization including privacy of personal information under all freedom of information and protection of privacy legislation, and is properly and adequately communicated to stakeholders.

- b. Ensure that financial information is created and saved on Bike Winnipeg's cloud server, and that it is accessible to the Board, Executive Director, and Project Managers.
- 4. Operational support
 - a. Support, review, and provide guidance and training for management of project financials.
 - b. Support the annual budget process.
 - c. Monitor financial performance against the budget and report any significant variations to the Board.
- 5. Compliance
 - a. Review with management the Board's financial [policies](#) and ensure compliance with such policies.
 - b. Review and monitor compliance with other laws, regulations and codes including conflict of interest.
- 6. Audits / Review Engagements
 - a. Determine if an audit, review engagement, or other financial review is necessary within 90 days of fiscal year end (per BW bylaws)
 - b. Recommend to the Board the selection, engagement, and performance of an audit, review engagement, or other financial review
 - c. Receive assurances on the independence of a proposed or appointed auditor, if necessary.
 - d. Approve the audit plan of the external auditors, including the scope of the audit to be performed and the estimated audit fees, if necessary.
 - e. Review post-audit or management letters containing recommendations of the external auditors and management's response, if necessary.
 - f. Monitor financial reporting risks and fraud risks and the effectiveness of mitigating controls for those risks, taking into consideration the cost of implementing those controls.
- 7. Risk Management
 - a. Review and approve risk management and internal control systems.
 - b. Review insurance coverage and make recommendations to the Board respecting appropriate coverage.
 - c. Review proposed projects or services that are considered secondary to the function of BW including the adequacy of funding sources and resource

allocations in order to make recommendations on the terms and conditions for providing those services or projects.

- d. Develop and manage a risk assessment and mitigation framework for BW.
- 8. Committee Succession
 - a. Develop & maintain an Finance Committee Operations Manual so that volunteers with no experience are able to complete tasks.
- 9. Budgeting support
 - a. Support budgeting by committees so that projected program expenses are balanced with fundraising projections
- 10. Implement financial policies listed in BW's [Internal Policies](#)

C. Membership and meetings

1. The Finance Committee shall consist of the Treasurer and at least one other Board member.
2. Additionally, the Executive Director and the Executive Committee are ex officio members.
3. In consultation with Committee members, the Committee Chair may engage outside advisors to provide advice with respect to a decision or action, subject to the availability of financial resources if there is an associated cost.
4. The Chair shall be determined by the Board and be responsible for:
 - a. Scheduling regular meetings
 - b. Preparing and circulating meeting agendas prior to the meeting
 - c. Chairing all meetings
 - d. Ensuring that meeting minutes are recorded and circulated to Committee members shortly after the meeting occurs
 - e. For preparing and presenting the information and reports required under this Terms of Reference.
 - f. Recruitment of new members and succession planning with the support of the Executive Committee.
5. Meetings
 - a. The Finance Committee shall meet, at a minimum, quarterly.
 - b. A quorum of the Finance Committee shall be 2 members, which may include the Executive Director.

D. Terms of office

1. The terms of office of the Finance Committee members shall normally be a minimum of one year, and normally reviewed/rotated after the Annual General Meeting.
2. The committee must always have at least one committee member with at least one year of experience on the committee.

E. Authority

The Finance Committee has the authority to:

1. Approve all internal and external financial reports
2. Immediately and directly report any financial corruption to external authorities

Charitable Status Task Force (Temporary)

1. Apply for charitable status with the CRA

<https://www.millerthomson.com/en/our-people/susan-m-manwaring/>

Susan Manwaring

E.g. Hub doubled in donations in 5 years and is triple CT's staff

Metcalf Foundation provided \$10-\$15k for charitable status pursuit

Fundraising Committee (DRAFT)

Date TOR last reviewed by committee:

Date TOR last approved by Board:

A. Mandate

The Fundraising Committee's purpose is to generate revenue for the organization.

B. Functions and responsibilities

1. Develop, maintain, update, and execute the [Fundraising Strategy](#) to develop revenue streams including, but not limited to:
 - a. Memberships
 - b. Donations
 - c. Sponsorships
 - d. Grants
 - e. Fee for Service projects
 - f. Social enterprises
 - g. Fundraising activities at events, e.g. member recruitment, donation boxes, etc.
2. Ensure compliance with charitable receipting requirements
3. Ensure compliance of fundraising activities with BW's [Internal Policies](#)

C. Membership and meetings

1. The Finance Committee shall consist of the Treasurer and at least one other Board member.
2. Additionally, the Executive Director and the Executive Committee are ex officio members.
3. In consultation with Committee members, the Committee Chair may engage outside advisors to provide advice with respect to a decision or action, subject to the availability of financial resources if there is an associated cost.
6. The Chair shall be determined by the Board and be responsible for:
 - a. Scheduling regular meetings
 - b. Preparing and circulating meeting agendas prior to the meeting
 - c. Chairing all meetings
 - d. Ensuring that meeting minutes are recorded and circulated to Committee members shortly after the meeting occurs

- e. For preparing and presenting the information and reports required under this Terms of Reference.
 - f. Recruitment of new members and succession planning with the support of the Executive Committee.
7. Meetings
- c. The Finance Committee shall meet, at a minimum, quarterly.
 - d. Meetings shall be scheduled with
 - e. A quorum of the Finance Committee shall be 2 members, which may include the Executive Director.
 - f. Meetings are open to all BW members.
 - g. Meetings are open to guests and guest presenters, at the discretion of the Committee Chair.

D. Terms of office

Need to add

E. Authority

- 1.

Measurement, Audit, & Compliance Committee (DRAFT)

Date TOR last reviewed by committee: May 25, 2023

Date TOR last approved by Board:

A. Mandate

The MAC Committee's purposes are to:

1. Complete an arm's-length review of Bike Winnipeg's annual financials if no external review or audit engagement occurs;
2. Ensure compliance with legal and regulatory requirements;
3. Ensure compliance with contractual obligations (e.g. grants, contracts for service, etc.) for all parties;
4. Ensure compliance with Bike Winnipeg's bylaws and policies;
5. Measure outputs, outcomes, and impact of Bike Winnipeg's programs, projects, policies, and strategic/operational plans.

B. Functions and responsibilities

1. Determine the appropriate methodology and frequency to review Bike Winnipeg's financials and legal/regulatory/bylaw/policy obligations, and carry this out for:
 - a. Compliance; and
 - b. Relevance/appropriateness for the needs of the organization as it evolves.
2. Determine the appropriate methodology and frequency to review contractual obligations between Bike Winnipeg and others, and carry this out;
3. Communicate compliance and other related recommendations to the Board in writing;
4. Notify the Board of upcoming time-bound commitments, and confirm to the Board that these commitments have been met; and
5. Distribute an external audit/review engagement report to be included in the AGM package, when an external auditor/reviewer has been engaged. If no external auditor/reviewer has been engaged, perform an analysis of the balance sheet and income statement consisting of performing analytical procedures and making inquiries of the Bike Winnipeg Treasurer.

C. Membership and meetings

1. Membership

- a. One member shall be a director who is neither an officer (e.g. Co-chair, Treasurer, Secretary), nor involved in day-to-day management of Bike Winnipeg's accounting (e.g. Finance Committee chair).
 - b. The chair can be either a director or a non-board volunteer. The Chair shall be accountable for:
 - i. Scheduling regular meetings
 - ii. Preparing and circulating meeting agendas prior to the meeting
 - iii. Chairing all meetings
 - iv. Ensuring that meeting minutes are recorded and circulated to Committee members shortly after the meeting occurs
 - v. For preparing and presenting the information and reports required under this Terms of Reference.
 - vi. Recruitment of new members and succession planning with the support of the Executive Committee.
 - c. At least one member shall be a regular Bike Winnipeg member (not a director) with a valid membership.
 - d. Additional members may include directors, Bike Winnipeg members, members of a partner organization (e.g. a director of a local cycling charity or nonprofit), or an individual independent of the organization with some expertise in accounting/compliance.
 - e. In consultation with Committee members, the Committee Chair may engage outside advisors to provide advice with respect to a decision or action, subject to the availability of financial resources if there is an associated cost.
2. Meetings
- a. The committee shall hold a sufficient number of meetings within a reasonable time frame to achieve the Committee's objectives.
 - b. Any BW member may attend a Committee meeting.
 - c. Meetings are open to guests and to guest presentations.

D. Terms of office

1. The Committee chair's/co-chairs' term is one year at minimum.
2. There are no term lengths for committee members.

E. Authority

The MAC Committee has the authority to:

1. Distribute and circulate an Annual Audit (or Financial Review) Report if an external auditor/reviewer is engaged, or prepare and circulate an annual analysis as part of the AGM package if no external auditor/reviewer is engaged;
2. Make recommendations to the Board;
3. Report any legal/regulatory gaps to the appropriate authority if the Board does not adequately address such critical recommendations; and
4. Spend any funds allocated to it in the budget.

Programming Committees

Outreach & Education Committee (DRAFT)

Date TOR last reviewed by committee:

Date TOR last approved by Board:

A. Mandate

B. Functions and responsibilities

1. Education
 - a. Identify educational needs for cyclists, motorists and general public
 - b. Develop and execute educational programs and initiatives
 - c. Engage the public on cycling related issues/opportunities
2. Develop connections with community organizations that share common values with Bike Winnipeg
3. Main focus: encourage people to cycle more and to become active with Bike Winnipeg by volunteering, supporting and/or become members of Bike Winnipeg.

C. Membership and meetings

D. Terms of office

E. Authority

Advocacy Committee (DRAFT)

Date TOR last reviewed by committee:

Date TOR last approved by Board:

A. Mandate

B. Functions and responsibilities

1. Public policy development and discussion activities on
 - a. City policies, bylaws, etc.
 - b. Provincial policies, regulations, etc.
2. Infrastructure project oversight
3. Maintenance oversight
4. Must maintain a non-partisan approach at all times.
5. Coordinate Local Bike Groups? Mark can explain LBGs... needs an explanation for new people. Inspired by Cycle Toronto's Ward Groups, FYI.

C. Membership and meetings

D. Terms of office

E. Authority