

## Co-op Board Advisory Committee Charter

### 1. Purpose

The CEHL Board has established the Cooperative Board Advisory Committee (CBAC) to advise the Board of Directors on matters related to the CEHL cooperative housing program, including strengthening the co-op voice and, more broadly, CEHL upholding the international cooperative principles of:

- i. Voluntary and open membership
- ii. Democratic member control
- iii. Members' economic participation
- iv. Autonomy and independence
- v. Education, training and information
- vi. Cooperation amongst cooperatives
- vii. Concern for community

### 2. Authority

CBAC is an advisory committee of the Board of Directors. It does not make decisions on behalf of the Board.

CBAC makes (non-binding) recommendations to the Board that are intended to assist the Board in making informed decisions.

### 3. Working together

CBAC intends to be a positive example of how member co-ops and CEHL can work together to promote positive change and solve complex problems.

The CBAC Working Together Code of Conduct will bind all members of CBAC.

### 4. Conflicts of Interest

CBAC members will disclose any perceived, potential, or actual conflicts of interest that may affect their objectivity, impartiality, or independence as a CBAC member. The Committee will then determine whether there is a conflict and if there it is determined that there is, will excuse the member from participating in any discussions or decisions concerning the agreed conflict.

### 5. Confidentiality

CBAC members will maintain the confidentiality of all confidential information obtained through their participation in the committee for the sole purpose of performing their CBAC duties.

## **6. Attendance and Active Participation**

Members must notify the Chair in advance of any planned absence.

Members of the committee are expected to actively contribute to CBAC discussion and to attend at least 75% of all scheduled meetings in a 12 month period, commencing from the date of their appointment.

## **7. Membership**

CBAC will comprise at least six and up to nine CEHL cooperative housing members and the CEHL Board nominated Chair.

There will be one representative for each CEHL cooperative region. In the event of insufficient representation from a region, CBAC may recommend the Board appoint a member from another region.

## **8. Nomination and Appointment Process**

The nomination process will be promoted throughout the CEHL cooperative community.

CEHL cooperative members can self-nominate or nominate another person with their consent.

CBAC will receive and consider nomination applications and shortlist candidates based on the following selection criteria:

- i. Candidate skills, experience, knowledge, suitability and willingness to serve on CBAC
- ii. The need to ensure CBAC is composed of members with diverse backgrounds, perspectives, and expertise
- iii. The candidate's demonstrated commitment to the CEHL cooperative housing program and a collaborative working relationship with the CBAC
- iv. The candidate's understanding of the international cooperative principles.

Short listed candidates will be invited to meet with the Chair of the CBAC committee and the Chair of the CEHL Board People, Compliance and Governance (PCG) Committee (or their delegate) and a nominated member of CBAC ("the Nomination Committee"). The Nomination Committee will make an appointment recommendation to the CEHL Board.

The successful candidate will be appointed to CBAC by the CEHL Board of Directors for a term determined by the Board of Directors, not exceeding two years.

## **9. Learning the Ropes**

All committee members will receive a CBAC orientation facilitated by the Chair or their delegate/s.

CEHL will provide agreed training to support the member to perform their role effectively.

## **10. Resignation from the Committee**

Members of the committee may resign by submitting a written resignation to the CBAC Chair.

## **11. Termination of Committee Membership**

Any action or behaviour not consistent with the Committee Charter or the CBAC Working Together Code of Conduct may result in the termination of the member's appointment to the Committee.

Where a member's conduct or performance raises concerns about their continued suitability for the committee, the PCG Chair may investigate the concerns and make a recommendation to the CEHL Board on the matter. Matters can be referred to the PCG chair by CEHL staff, any member of CBAC, or a co-op member.

If the investigation results in a decision to terminate the CBAC membership, a written notice will be provided to the member and will include grounds for termination and the member's right to respond.

After considering the member's response, the PCG Chair will make a recommendation to the Board and the Board shall provide the member written notice of the outcome.

If a member is removed from a committee, the vacancy will be filled in accordance with the appointment provisions contained in this Charter.

## **12. Meetings**

CBAC will meet at least four times a year online and once a year face to face. Additional meetings may be called by the Chair of the committee or the CEHL Board of Directors.

## **13. Stipend**

A meeting attendance stipend will be paid to Committee members (excluding the Chair) at an amount determined by the CEHL Board.

## **14. Reporting**

The CBAC Chair will report to the Board of Directors on the committee's activities, findings, and recommendations at the first Board meeting that falls due after the CBAC meeting.

## **15. Quorum**

A quorum for CBAC meetings will be a majority of the committee's members (50%+1), including the Chair.

## **16. Chair**

The Chair of the CBAC will be appointed by the CEHL Board, in accordance with the Board's Committee nominations process.

## **17. Resources**

CEHL will nominate CEHL staff to provide executive and administrative support to CBAC.

## **18. Term of Appointment**

The term of appointment for CBAC members will be for no more than two consecutive

years. Members may renominate at the expiration of their term for no more than two consecutive terms.

**19. Review**

The CBAC Charter will be reviewed annually by the Committee and make recommendations for alternations to the Board of Directors.

Approved by the CEHL Board of Directors: 30 May 2023