

WINE GROWERS BRITISH COLUMBIA
GOVERNANCE COMMITTEE TERMS OF REFERENCE
OCTOBER 2025



TYPE

Board Committee directly supporting the work of the Board, composed of Directors reporting/making recommendations to the Board.

PURPOSE

The purpose of the Governance Committee is to oversee and monitor the effectiveness of Wine Growers BC's approach to good governance, WGBC governance framework, and Board stewardship.

ROLES & RESPONSIBILITIES

The Governance Committee is responsible for ongoing review and recommendations to enhance the quality and future viability of WGBC and the Board of Directors:

- At least every two years, review, and provide recommended amendments to WGBC governance structure (committees, task groups, etc.), policies and procedures, Bylaws and other governance rules, regulations and policies.
- Annually assess current and anticipated needs related to Board composition, determine the knowledge, attributes, skills, abilities, influence, and access to resources the Board will need to consider for succession planning.
- Annually review and update the Board's statement of its roles and areas of responsibility and code of conduct.
- Develop a process of Board orientation including what is expected of individual Directors.
- Assists and supports the annual review processes for evaluating the effectiveness of the Board, the Board Chair, Committees and individual Board Members.
- Review and assess communications to WGBC members with respect to the Board's policies and practices in the area of governance, including the communication contained on Wine Growers BC website and member portal.
- Propose, as appropriate, changes in Board structure and operations based on assessments and industry needs.

CHAIR

- The Chair is a WGBC member winery representative.
- Annually after the election of the WGBC Board of Directors, the Board of Directors appoints Director representative(s) as Chair (and/or Vice Chair and/or Board Liaison), according to Director experience and interest, and, if necessary, to further the Board Chair succession plan.

ROLE & RESPONSIBILITIES OF THE CHAIR

- The Chair ensures that work is undertaken in a manner consistent with the organizational direction approved by the Board of Directors.
 - i. Focus meeting to legitimate business.
 - ii. Ensure deliberation is fair, open and thorough, but also efficient, timely, and orderly.
 - iii. Empowered to Chair meetings with all the commonly accepted power of that position (e.g. ruling, recognizing).
- The Chair reports to the Board of Directors and has no authority to speak or make decisions on behalf of the Committee and/or Board of Directors, unless explicitly authorized to do so under the circumstances.
- Should the Chair not be available, the Vice Chair and/or Board Liaison may fill the role and responsibilities of the Chair.

COMPOSITION AND CONDUCT

- The Chair appoints members from the Board of Directors annually according to experience and interest in the roles and responsibilities of the Committee.
- There shall be a minimum of three Board Directors and a majority of six.
- Directors with terms ending this Board year, and who wish to be reappointed, are not eligible to sit on this Committee.
- The Board of Directors and Chair shall make best efforts to ensure diverse regional and size category representation.
- Membership is voluntary.
- Members are to act in the best interest of WGBC members and are required to sign (annually) and comply with the Board of Directors approved Code of Conduct.
- Any member missing two meetings without advising WGBC will be asked to step down.

MEMBERSHIP

The Governance Committee is comprised of:

- Angela Lyons, Quails' Gate Winery (M)
- Mike Dowell, Liber Farm & Winery (S)
- Vincent Ong, Andrew Peller Ltd. (L)

MEETINGS

- Meetings will be held (in person or virtually) when called by the Chair, but no less than three times per year.
- Meeting quorum: Majority.

- The meeting agenda will be set by the Chair, with input from President/CEO, and provided to members in advance of the meeting. Agenda topics will relate only to business of the Committee and its specified goals and deliverables.
- Meeting minutes are to be circulated to Committee members, approved at the following Committee meeting and posted in the virtual WGBC Board Binder following each meeting.

DECISION MAKING & REPORTING

- The standing committee only has the authority to make recommendations to the Board of Directors.
- Any member with a potential conflict of interest shall declare such conflict when they are appointed or at the start of any meeting at which they may be conflicted for a topic for discussion. An individual will recuse themselves from any discussion when in conflict.
- Decisions are to be made by majority vote.
- Recommendations to Board of Directors through Chair.
- Reports to Board of Directors through Chair following each meeting.

RESOURCES

- Staff resources will be provided through the President and CEO.
- Members are responsible for their own expenses in relation to participating.

Terms of Reference Monitoring: Annually following the WGBC AGM