

Terms of Reference

Legal Committee (Ad hoc Committee)

SEPTEMBER 2024

Purpose

The purpose of the Legal Committee is to provide oversight and guidance on legal matters affecting the Alpine Club of Canada including but not limited to, compliance with laws and regulations, legal risk management, and the review of contracts and other legal documents.

Membership

The Legal Committee shall consist of 3–7 members with strong legal expertise. The committee shall be chaired by an appointed Chair. The committee shall appoint a Vice Chair whose role will be to assume the duties of the Chair in their absence. The Executive Director shall be ex-officio, non-voting member.

Terms of Office

Members of the Legal Committee will serve a three-year term, with the possibility of unlimited renewals. The renewal of members will be contingent upon their performance and the need for fresh perspectives, as recommended by the Chair and the Nomination Committee. Annual approval by the board is required for all members.

Committee Meetings

The Legal Committee shall document an annual work plan outlining the work it will undertake in the context of its duties and responsibilities and schedule meetings for the year based on the work plan. This will consider the need for arising ad-hoc work, which is typically 'unplanned', resulting in the need for ad-hoc meetings.

Records and Committee Output

The Legal Committee shall report regularly (verbally or in writing) on its activities, recommendations, and conclusions to the full Board in the context of the Committee's ongoing work. Written minutes of committee meetings and reports shall be maintained and shall be available to the full Board.

Power and Authority

The Legal Committee shall make recommendations to the Board of Directors, which has decision-making authority for the ACC. The Legal Committee shall not have the power to obligate the organization to any legal commitment or to enter into any legal agreement.



Quorum

A majority of the members of the Committee shall constitute a quorum at meetings.

Duties and Responsibilities

The Board of Directors delegates the following responsibilities to the Legal Committee, which acts in an advisory capacity to the Board on these matters:

1. **Legal Compliance:** Ensuring the organization complies with all applicable laws and regulations.
2. **Risk Management:** Identifying and mitigating legal risks associated with the organization's activities.
3. **Contract Review:** Reviewing significant contracts and agreements to ensure they are legally sound.
4. **Dispute Resolution:** Advising on strategies for resolving legal disputes that may arise.
5. **Policy Review:** Assisting in the development and review of organizational policies from a legal perspective.
6. **Other Legal Responsibilities:** Addressing other legal matters as requested by the Board of Directors.