

Membership

Terms of Reference

Purpose:

To clearly set out the composition, general objectives and responsibilities of members of Animal Health Canada (AHC). It is intended to articulate how the Members will collaborate with each other and support the best long-term interests of AHC to achieve its purpose.

The diverse composition of AHC's Membership includes a wide range of interests, concerns, and objectives and a common interest in providing collaborative guidance on a cohesive, functional and responsive farmed animal health and welfare system in Canada. All members must accept the use of farmed animals for human purposes as a condition of membership.

The accountability of the Board of Directors is to the Membership at large and this is adhered to by striving to meet agreed upon objectives in the setting of strategic goals and oversight of the organization's operations.

Composition:

As defined and governed by the [AHC by-laws](#), the membership is comprised of:

- National farmed animal organizations,
- Processor organizations,
- Federal, provincial and territorial governments, and
- National partner organizations with an interest in supporting animal health and welfare.

More information about AHC, including its vision, mission, and mandate, can be found on the [website](#) along with the [Strategic Plan](#).

Responsibilities:

- Support the periodic review of the AHC by-laws and their implementation.
- Participate in AHC member events, annual meetings and strategic planning sessions as required.
- Provide needed intelligence on a regular and ongoing basis to develop (or adjust) strategic priorities, risk assessments, and proposed KPIs.
- Collaborate to make measurable progress in addressing agreed upon priority animal health and welfare activities and initiatives.
- Follow the [AHC Member Charter](#) and Rules of Engagement to support a culture of collaboration and support forward progress on strategic goals.
- Have member representatives review and sign the AHC Code of Ethics and Conduct and the Conflict of Interest Declaration on an annual basis.
- Notify AHC of any changes in member representatives or membership status.

- Provide at least six (6) months' notice if membership will be terminated.

Governance:

Each member will have a seat and a vote at meetings of members, in accordance with the AHC by-laws. Membership meetings will take place at least once per year to review or set the strategic objectives of AHC (including modifications and adjustments as needed).

The Decision Matrix

1. **Members** determine and approve the AHC Strategic Plan, including KPIs, and revisions to the by-laws.
2. **AHC Board** has legal and governance responsibility to oversee implementation of the Plan and fulfill any obligations specifically set out in agreements and contracts. The Board may delegate the delivery of specific obligations to its Operating Divisions. It can make interim decisions on behalf of the membership between members' meetings.
3. **Board Committees** will have specific mandates to assist the Board in fulfilling its responsibilities. While the Chair of each Committee will be a member of the Board, all other committee seats will be filled by representatives of members with the needed expertise, interest, and required diversity of viewpoints. Members will therefore have a say in the deliberations of all Board Committees.
4. **Operating Divisions** are governed by their own oversight body with a determined number of seats and membership composition as appropriate based on its objectives. Operating Divisions are in essence unincorporated bodies created to achieve a specific purpose under the umbrella of AHC, and each will have an Operating Agreement which sets out the specific financial and human capital support requirements for its operations, reporting requirements to AHC, and other administrative matters.
 - a. The oversight body, working groups and other groups critical to achieving the deliverables of the division will be ceded from the Membership. At the operational decision-making level, all relevant member organizations will have an opportunity to participate as detailed in Terms of Reference, Operating Agreements and other related governance tools.
 - b. Operating Divisions shall submit Annual Operational Plans to the AHC Board for discussion and agreement. All funding proposals will also be presented to the AHC Board of Directors, after development and review conducted by each division's oversight body, for discussion and agreement based on the AHC Strategic Plan and KPIs. The governance structure of Operating Divisions shall be detailed in an operating agreement with AHC.
5. The **AHC Executive Director** is responsible for implementing the AHC Strategic Plan and developing an Annual Operational Plan for the organization to be approved by the Board of Directors and reporting on progress at least quarterly. Similar reporting to the membership will occur at least annually. Decisions, spending and human resource management authorities and responsibilities will be defined through financial and human resource

policies, reviewed and agreed to by the related Board Committees, and then approved by the AHC Board of Directors.

Review:

The AHC Governance and Nominations Committee will review these terms of reference every three years to assess if they need to be updated or otherwise adjusted, in consultation with the Board of Directors and the broader AHC membership.

Strategic Planning Process and Decision Structure:

	Activity	Participants	Approval
1	AHC Executive Director prepares background documentation to inform Membership in preparation for strategic planning meeting. Report on: <ul style="list-style-type: none"> ✓ Challenges and opportunities from viewpoint of AHC management ✓ Status of current and expected financial, human and resources (and potential weaknesses) ✓ Proposed schedule for development and approval of Strategic Plan 	AHC Management with the support of the AHC Executive Committee	
2	Membership meets for a 1 to 2-day session to begin the strategic planning process. Day 1 facilitated discussion to identify: <ul style="list-style-type: none"> ✓ Where AHC is today including SWOT-PESTLE analysis ✓ Identify 3-5 strategic priorities to be achieved within the timeframe of the plan 	All Members, AHC Board, AHC Executive Director and relevant support staff	
3	AHC develops strategic plan with proposed tactics, timing and KPIs to AHC Board for discussion and input, ensuring feedback received from all key stakeholders	AHC Executive Director, Board	Board recommends, forwarding to Membership
4	AHC presents Strategic Plan to Membership for approval	Members, Board, AHC Executive Director	Membership approves
5	AHC Executive Director responsible for implementation of Annual Operational Plan and timely communication on performance against KPIs to Board on a quarterly basis	Executive Director and Board to ensure timely and effective adjustments as necessary and semi-annual reporting to Membership	AHC Board
6	AHC Operating Divisions develop their priorities, budgets and action plans	AHC Executive Director, division oversight body, senior staff person for	Operating Divisions leadership recommends,

		presentation to the AHC Board	AHC Board approval
7	AHC membership reviews the implementation of the strategic plan annually through the annual report and the Executive Director’s presentation at the Annual Meeting	Members, Board, AHC Executive Director	Membership approves

AHC Meeting Calendar - Purpose and Participants:

Template based on a March 31 fiscal year end

The AHC board of directors meets in person three times per year to address general administrative and strategic issues, and virtually 3-4 times per year to review the association's operations and supervision.

MONTH	PURPOSE	PARTICIPANTS
January		
February	Interim review of AHC’s finances Approve annual budget for next fiscal year Progress report on the current year’s operational plan Review and approval of operational plan for new fiscal year	AHC Board
March	Review and approve semi-annual progress report (2 sessions) Strategic Planning Session (2 sessions) for reporting and early discussions to gather information. <i>Note – may not be needed every year</i> <i>Fiscal year end</i>	Membership and AHC Executive Committee
April	<i>Fiscal year begins</i>	
May		
June	Approve year end financials Interim review and approval of progress report for the annual Operational Plan Approve annual Operational Plan	AHC Board
August or September	Review and approval of audited financial statements	AHC Board (virtual)
September	Annual Members Meeting <ul style="list-style-type: none"> • Receive audited financial statements • Receive the Annual Report (progress report) • Appointment of auditors for the next fiscal year • Approve Strategic Plan (<i>if applicable</i>) • Election of Board of Directors 	Membership
October		
November	Interim review and approval of progress report for the annual Operational Plan	AHC Board

December		
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Change history:

Version #	Implemented By	Revision Date	Approved By	Approval Date	Approved By
1	Colleen McElwain	June 12, 2024	AHC Board	September 26, 2024	AHC Membership