



ASSOCIATION OF BLACK CONSERVATIVES PROVINCIAL COUNCIL TERMS OF REFERENCE

1. Authority

The National Council of the Association of Black Conservatives (“ABC”) establishes the Provincial Council as a Branch of the ABC as stated in the By-laws.

2. Mandate

The Provincial Councils are responsible for the management of the business and affairs of the Corporation (“ABC”) in the Provincial Territory as delegated by the National Council.

The powers of the Provincial Council are subject to requirements laid out in the By-laws.

3. Membership Composition

- a. Provincial Councils are comprised of members and ABC, Officers and/or Directors residing in a Provincial Territory as prescribed in the By-laws.
- b. Appointments to the Provincial Councils shall be for two years and expire at the end of the second annual Meeting of Members following the election.
 - i. If Council members are not elected, the incumbent Council members shall continue to hold office until their successors are elected.

4. Quorum

- a. Quorum for Provincial Council meetings shall be two-third of Council members and must include the Chair or designate.
- b. The President of the Province or Territory shall be the Chair of the Provincial Council.
- c. If the Chair is unable to sit for any reason the Secretary or the Vice President of By-Laws and Policy shall assume responsibilities of the Chair.

5. Attendance by Council Members

- a. No more than three meetings should be missed in any one year unless due to extenuating circumstances agreed to by the Chair of the Provincial Council.
- b. If in exceptional circumstances a Council member is unable to attend the meeting, in addition to any standard reporting arrangements, a formal summary report of progress made against their areas of responsibility should be provided in a minimum of two working days in advance of the meeting for inclusion with the meeting package.

6. Roles & Responsibilities

- a. The roles and responsibilities of the Provincial Council include:
 - i. Ensuring the effective governance of the ABC in their Provincial Territory by providing effective and timely guidance on emerging, time-sensitive, significant issues arising between meetings of the Provincial Council, its committees, if any, and the National Council;
 - ii. Ensuring that the mission and vision of the ABC are achieved by monitoring progress within the strategic plans adopted by the National Council;
 - iii. Being responsible for overseeing matters of importance to the Provincial Territory;
 - iv. Communicating with their members within a Provincial Territory;
 - v. Administering a closed group for members of their Provincial Territory if they choose to utilize a cross-platform messaging service (Facebook, WhatsApp, Telegram etc.);
 - vi. Ensuring that the Provincial Council's operating and administrative activities are conducted according to the By-laws;
 - vii. Ensuring that the financial position of the Provincial Council remains sound;
 - viii. Providing timely reports to the National Council;
 - ix. Exercising their powers and duties in good faith, with care, diligence, and skill with a view to act in the best interests of the ABC;
 - x. Complying with the Act, the Regulations, Articles, By-laws, and other policies of the ABC; and
 - xi. Performing any other functions that the National Council may delegate to the Provincial Council from time to time.

7. Chair of Provincial Council Meetings

- a. The President shall be responsible for chairing the meetings, reporting activities of the Provincial Council to the National Council and vice versa, ensuring that the meetings move forward in an efficient manner and that updates on communication-related matters are provided as appropriate.
- b. The Chair or designate shall liaise directly with members as appropriate and may invite resource persons or key members to participate as appropriate in meetings.



8. Meetings

- a) A Provincial Council shall hold a regular monthly meeting.
- b) Attendance may be in person, by telephone, online, or through an online interactive activity. An interactive meeting shall be considered to be held on the day that the interactive activity is posted.
- c) The Chair shall call a meeting within three business days of receiving a request to do so in writing from at least two Council members.
- d) The Provincial Council shall require a simple majority of Council members present for all decisions.
- e) The Secretary shall be responsible for recording meeting minutes and action items.

9. Review

- a) The Provincial Council Terms of Reference shall be reviewed annually or at the discretion of the National Council.

Approved by the National Council: June 9, 2020.

Amendment	Date amendment made	Date approved
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Appendix 1: Appointments to Provincial Councils

1. Number of Provincial Council Members

- a. The Provincial Council shall consist of a minimum of five and maximum of 15 members.

2. Qualifications

- a. Each Provincial Council member is required to meet the requirements for membership of the Association of Black Conservatives as stated in the By-laws.
- b. No person shall be a member of Provincial Council who:
 - i. Has the status of a bankrupt; and
 - ii. Has been found by a court in Canada or elsewhere to be mentally incompetent.
- c. Additional eligibility criteria may include:
 - i. Previous officials elected on a conservative provincial or federal platform;
 - ii. Previous or current conservative nomination candidate;
 - iii. Previous or current conservative provincial or federal party riding association/electoral district association director; and
 - iv. Previous or current conservative party staffer.

3. Nominations, Elections and Term

- a. Appointments to the Provincial Council shall be for two years and expire at the end of the second annual Meeting of Members following the election.
 - i. If members are not elected, the incumbent Directions shall continue to hold office until their successors are elected.
- b. Nominations for candidates to serve on the Provincial Council may be made in two ways:
 - i. By the membership of the Provincial Territory: During the Meeting of Members, members of a Provincial Territory may vote for up to 60% of the positions on the Provincial Council. The Governance Committee will review the nominations received from members interested in standing for member of Provincial Council to ensure candidates satisfy the criteria set forth in this policy and in accordance with the Bylaws; and
 - ii. By the National Council: The National Council may appoint up to 40% of the member of Provincial Council to assist in managing the business and affairs of the ABC in the Provincial Territory.
- c. A member ceases to hold office when the member of Provincial Council dies, resigns, or no longer fulfils all of the qualifications set out in this policy and the By-laws.



- d. A Provincial Council may fill a vacancy on the Provincial Council in consultation with the National Council. A member of Provincial Council appointed to fill a vacancy holds office for the unexpired term.



Appendix 2: Social Media and Communication Platforms

1. Social Media and Communication Platforms

- a. There shall be one social media account per social media platform (i.e LinkedIn, Facebook, Instagram, Twitter, etc.).
- b. Cross-platform messaging services and voice over IPs (e.g Facebook Messenger, WhatsApp and Telegram) shall be owned and approved by the National Council.

2. Responsibility for Social Media Platforms

- a. The National Council shall be responsible for the following:
 - i. The management of ABC social media platforms; and
 - ii. Commenting on issues of national significance or of great significance concerning a Provincial Territory.
- b. The Provincial Council shall be responsible for the following:
 - i. The management of a closed group for members within a Provincial Territory; and
 - ii. Commenting on matters concerning a Provincial Territory.
- c. The Provincial Council can request for a social media posting to be made on their behalf to National Council.
- d. Only the National Council, designated Member or Provincial Council may share or post content on behalf of ABC or using the ABC logo.