

Governance Committee

Terms of Reference

Approved: 02/12/2017

1. AUTHORITY

The Governance Committee is a standing committee of the Canadian Institute of Planners. As such, it is mandated by and accountable to the CIP Board of Directors.

Please refer to the CIP Committee Manual for detailed information on policies and procedures.

2. MANDATE

The Governance Committee shall be responsible for, among other things:

- ensure CIP adheres and follows its organizational bylaws and legal responsibilities;
- ensure that CIP's governance policies and procedures are effective, transparent, and in keeping with the mission of the Institute;
- undertake an annual review of the performance of the Board, in terms of its adherence to its governance policies and procedures;
- review new policies and procedures of the Board;
- organize annual board training;
- make recommendations to the Board as necessary on issues related to the Code of Conduct and Conflict of Interest policies that apply to members of the Board, committees, subcommittees, and staff; and,
- make recommendations to the Board on standing and ad hoc committee policy and terms of reference.

Nominations subcommittee: The responsibilities of the subcommittee include undertaking the responsibilities of nomination and elections, including, but not limited to:

- ensure maintenance of board terms roster;
- coordinate the process of vetting candidates to the Board of Directors;
- prepare the slate for election by the membership;
- oversee the election process; and,
- provide new Directors with orientation and support.

3. APPOINTMENT

Members of the committee will be appointed in accordance with the CIP committee policies, as approved by the Board of Directors in accordance with the Institute's bylaws.

4. COMPOSITION

The Chair of the committee shall be appointed by the CIP Board.

If required and approved, a CIP staff member will be appointed in an ex-officio (non-voting) capacity.

A representative from the Fellows, the academic community, and a student, will be sought where possible.

Committees will strive to include members of diverse backgrounds and actively seek applicants from under-represented groups.

The Governance Committee membership shall consist of the Vice-President, two board members who are not seeking re-election, and the President and Executive Director as ex-officio (non-voting) members.

The nominations subcommittee shall be comprised of three board members who are not seeking re-election, including the Chair of the Governance Committee*. The term of this subcommittee expires following the annual general meeting.

*If the Chair (Vice-President) is seeking re-election, an alternate board member shall be appointed to participate in the nominations process.

5. TERMS

Unless otherwise stated, the term of office for all committee members shall be two years, which may be renewed for a further two years, contingent upon satisfactory completion of a first term.

6. ACTIVITIES AND WORK PLAN

Reflective of the committee mandate letter, the committee will develop and carry out an annual work plan and budget, subject to its approval by the CIP Board of Directors. Work of the committee may only commence upon approval of the Board. Generally, work plans and budgets will be developed in September-November, for the following year.

The Board may from time to time assign the committee with additional, specific undertakings.

7. MEETINGS

The committee shall meet at least four times a year. A meeting can mean an email where specific decisions are agreed upon, teleconference, or in-person (where budgets allow). Additional meetings will be scheduled as required.

Each meeting shall have an agenda, prepared by the Chair or their designate, distributed five days in advance of the meeting.

Each meeting will include a review and declaration of any real or perceived conflicts of interest.

Annually, the committee will review its mandate and terms of reference.

A record of actions and decisions will be recorded by a committee designate. This will be maintained in the committee SharePoint folder.

8. SUBCOMMITTEES

The Chair may appoint subcommittees when necessary for the committee to effectively conduct its business. If external members of the subcommittee are required, the recruitment and selection process will be in accordance with the CIP committee policies.

9. GUESTS, ADVISORS, AND OBSERVERS

Committees may invite guests, advisors, and observers to their committees, who participate at the discretion of the committee.

10. QUORUM

A majority of the committee shall constitute a quorum for the transaction of business at all meetings of the committee.

11. VOTING

Each voting committee member shall have one vote at all committee meetings, and all questions shall be decided by a simple majority of votes cast.

12. LEVEL OF COMMITMENT

Generally, each committee member will be required to:

- Prepare for and attend meetings
- Report to the Chair
- Follow-up on assigned items within deadlines
- Where appropriate and desirable, lead a subsidiary working group or subcommittee
- Use the CIP intranet (SharePoint) to collaborate on committee related initiatives
- Participate in training for use of technology when applicable (web conferencing, SharePoint etc.)

Committees will be required to develop their own agenda and document action items.

The minimum level of effort/expectation is an average of six to eight hours per month. Requirements for the Chair of the committee may be greater.

13. FINANCIAL AND HUMAN RESOURCES

The budget and staffing requirements of the committee will be developed by the Chair of the committee, in consultation with CIP staff, and subject to approval by the Board.

14. REPORTING

The committee will regularly provide reports to the Board of Directors, including details of their meetings and work plan progress, including their activities, issues, action items, knowledge and information transfer deliverables, and accomplishments. At minimum, committees will provide quarterly status reports, as well as the annual report summary, to the Executive Director to include in the Board meeting package. These documents will be kept in the committee SharePoint folder.

Recommendations for significant changes in direction or policy will require Board approval for implementation.

15. COMMITTEE RESOURCES

Staff Liaison	Beth McMahon, Executive Director	bmcmahon@cip-icu.ca
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SharePoint

The SharePoint site can be accessed through the CIP membership portal using your CIP login credentials. Each committee has a personalized site. Committee members are responsible for updating and maintaining the site.

Clarity Conferencing

Each committee will have their own tele-conference dial-in codes. Committee members are responsible for scheduling/initiating meetings, circulating meeting material and taking notes (posted on the SharePoint page).

Dial-in: 1.866.613.5223

Conference Access Code: 6438467

Policies

CIP Governance Policy and Procedure Manual

- CIP Code of Ethics
- Conflict of Interest Policy
- CIP Committee Manual and Procedures
- CIP External Representative Policy

Templates

- Project Charter
- Work Plan (WBS)
- Committee Reports to the Board
- Agendas
- Meeting Notes