



Canadian Institute for Procurement and Materiel Management
Institut canadien d'approvisionnement et de gestion du materiel

Terms of Reference for the CIPMM Governance Committee

1. INTRODUCTION

The Governance Committee is a standing committee of the Board of Directors (the “Board”) of the Canadian Institute for Procurement and Materiel Management (CIPMM).

The Governance Committee will generally assist the Board in developing CIPMM’s approach to its own governance

2. ROLE AND RESPONSIBILITIES

Subject to the duties and responsibilities of the Board, the Governance Committee will perform the following duties:

Governance Documents and Initiatives:

- Develop and recommend to the Board for approval, the By-laws and governance related policies of the Board.
- Review the terms of reference for Board Committees and recommend them to the Board for approval, and periodically review and recommend to the Board amendments as may be necessary or advisable.
- Monitor and report to the Board with respect to the implementation of the governance-related policies.

Board and Committee Composition:

- Identify suitable candidates for appointment as Directors of CIPMM by outlining targeted recruitment skill sets and other recruiting considerations.
- Recommend to the Board, timely changes in the role, size, composition and structure of the Board Committees.
- Annually recommend to the Board for approval, the Directors to serve on each Board Committee, the Chair of each Board Committee and, as the need arises, Directors to fill vacancies on each Board Committee.
- Review and report to the President on succession planning for Board and Board Committee Chairs.

Board Agenda and Effectiveness:

- Develop an annual calendar for the Board that allocate sufficient time to ensure appropriate consideration and timely decisions of recurring items related to the management and the activities of CIPMM.

- Assess the effectiveness of the Board as a whole and make recommendation on measures to improve performance.

Directors' Orientation and Training

- Develop an overall approach to the Director orientation program to familiarize new Directors with CIPMM's affairs.
- Identify and recommend training and development opportunities to enhance the expertise of Directors, with an emphasis on the core responsibilities of the Board.

Code of Conduct:

- Develop and recommend to the Board for approval, a Code of Conduct
- Review and recommend amendments, as required, to the Code of Conduct
- Assess issues or incidents related to the application of the Code of Conduct and make recommendation to the Board on appropriate action/response.

3. MEETING FREQUENCY

The Governance Committee will meet as determined by the Chair but no less than 4 times per fiscal year.

4. MEMBERSHIP

The Governance Committee will be composed of a minimum 3 Directors and the Chair.

5. DECISIONS RECORDS

The Secretariat will be responsible for:

- Preparing and distributing meeting notices, agendas and other meeting materials to Committee; and,
- Recording decision to all committee members.