



Terms of Reference

Governance Committee

Standing Committee, responsible to IAEM-Canada Board of Directors.

Members of Committees responsible to IAEM-Canada Council, shall be members in good standing of IAEM-Canada and shall adhere to governance of the IAEM-Canada Bylaws and IAEM-Canada Administrative Policies and Procedures. Standards of Behaviour and Code of Conduct as defined by IAEM, will be strictly observed by all members.

I. Definitions

Governance – Ordinance set by rules, controls, policies and resolutions encompassing, but not limited to, action plans, internal controls and performance measurement

II. Mandate

The Governance Committee (the “Committee”) is a Standing Committee of the Board of Directors (the “Board”) with a mandate to ensure that the board fulfills its legal, ethical, and functional responsibilities through adequate governance policy development, strategies, training, and monitoring board activities for adherence to the provisions of the IAEM-Canada Bylaws, Administrative Policies and Procedures, internal policy, internal procedures and Canadian law.

III. Mission

The mission of the Governance Committee is to:

Review Bylaws and make recommendations for revision by the membership.

Monitor adherence to provisions of the Bylaws.

Review the IAEM CANADA Administrative Policies and Procedures for consistency to the Bylaws.

Provide IAEM Councils with Bylaw samples.

Review IAEM Council Bylaws for consistency with the international Bylaws.

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Develop resolutions outlining the position and policy of the Council on specific issues, as appropriate.

Present proposed resolutions to the membership for adoption at the Annual Conference.

Oversee governance activities of the Regions.

The proposed changes to the IAEM CANADA Bylaws must be circulated to the membership 30 days prior to Annual General Meeting at which the vote for the adoption of the changes will be taken. This is to allow the Board to consult their membership and represent the majority view of their members in their vote at the Board meeting.

Advance the legislative and regulatory interests of IAEM CANADA through pro-active coordination with other global organizations.

Monitor proposed legislation at the international and national level within Canada which may impact emergency management activities or the goals of the Council or may set a precedent for the future legal implications and activities of members.

IV. Committee Positions

One Committee Chairperson for a two-year term.

One Committee Co-Chair for a two-year term.

One Secretary for a two-year term.

The committee Chairperson shall be appointed by the IAEM-Canada Council Board of Directors.

Members of the Committee may be removed, with or without cause, by a majority vote of the Board

V. Procedural

In connection with the discharge of its duties and responsibilities, the Committee shall observe the following procedures:

Meetings: Meetings will be held, at a minimum, quarterly, or as assigned by the Chairperson, provided that the period of time between any two committee meetings does not exceed three months. The Chairperson or a majority of the members of the Committee, may call a meeting of the Committee. At least 48 hours' notice must be given to the members specifying the place, date and time of the meeting, however

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meetings may be held on shorter notice if all members of the Committee waive the notice requirement.

Place and Means of Meetings: The Committee may meet at any place within Canada and may hold meetings in person, by telephone or by electronic means.

Attendance: Committee members shall inform the Chair or Co-Chair in advance if they will be absent from scheduled committee meetings. Absenteeism from three consecutive meetings will constitute a special meeting with the Chair.

Quorum: A quorum at any meeting of the Committee is a majority of the Committee members in attendance.

Other Attendees: With the consent of the Chairperson, other Directors and non-Board members may be asked to attend a meeting(s) to aid the Committee

Meeting Minutes: Minutes will be prepared and forwarded to the Governance Committee Chair for approval. In the absence of the Chair, the Co-Chair shall approve the minutes. Once approved, the minutes will be distributed to the Committee. The Chair is responsible for ensuring that Committee minutes are forwarded to the IAEM-Canada Secretary and posted on the Website.

Reporting Dates: The Chair of the Committee will report to the Board of Directors, at a minimum, quarterly.

Communication: Communication with the IAEM-Canada Board will be carried out through the Governance Committee Chair

VI. Expenditures

The Committee shall not expend any money, or bind the Corporation, or pledge its credit, or enter into any contracts on its behalf, without the express authority of the Board.

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VII. Specific Areas of Responsibility

In addition to any other duties and responsibilities assigned to it from time to time by the Board, the Committee's specific areas of responsibilities are:

1. Board, Committee and Director Assessment.

- a) Assess the effectiveness and compliance of the Board, of all committees of the Board, and of the Director, in terms of compliance outlined in Bylaws, Administrative Policies and Procedures and standalone policies and procedures.

2. Orientation and Education.

- a) Ensure that all newly appointed Board Members, Regions and Chapters are provided with an orientation as to the nature and operation of the business and affairs, role of the Board and its committees and facilitate the ongoing training with respect to matters of corporate governance.
- b) Track and maintain records for training required for compliance as required

3. Corporate Governance.

- a) Receive and make recommendations for any changes as may be deemed appropriate to governance documents including policies and procedures.
- b) Monitor developments around corporate governance to enable the Committee to make recommendations to the Board considering such developments, as may be appropriate.
- c) Promote a strong corporate governance culture and strong governance processes.

4. Strategic Planning

- a) Recommend to the Board a strategic planning cycle and process for the development of strategic goals and objectives.
- b) Oversee development of annual and long term strategic plans and recommend same for adoption by the Board that are consistent with the Vision and Mission of the Corporation.
- c) Oversee development of evaluation tools and performance measures to monitor the Corporation's ongoing progress in achieving the outcomes in the strategic plan.
- d) Identify major condition changes that impact the current strategic plans. Recommend to the Board modifications of the strategic plans, as may be required.

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- e) Ensure there are appropriate linkages are maintained between the annual and long term strategic plans of the IAEM-Canada.
- f) Annual Planning Session. Organize and execute the annual planning session of the Board.

5. Document Control

- a) Ensure observance of Document- Records Control Policy and Procedure by Board and Regional members and aid in the maintenance and creation of documents.
- b) Monitor and maintain existing controlled documents for documented locations to avert duplication and member access to outdated material.
- c) Monitor and govern revision dates and timelines of documents.
- d) Ensure organization of documents by assigning and maintain a listing of documents and documents numbers to avert duplication and aid in tracking of revision compliance.
- e) Other duties as required as outlined in the Document- Records Control Policy and Procedure.

6. Policies and Procedure

- a) The Committee may determine other rules and procedures beyond the Bylaws and Administrative Policies and Procedures as determined appropriate. Developed policies and procedures will not conflict with Bylaws and Administrative Policies and Procedures.
- b) Ensure observance of Document- Records Control Policy and Procedure, Bylaws and Administrative Policies and Procedures within new document development.

7. Laws (Acts and Regulations)

- a) Monitor amendments and ensure Bylaw compliance to Acts and Regulations documentation(s)
- b) Monitor Canadian and International law pertaining to Emergency Management and affiliated vocations and communicate changes to IAEM-Canada Board.

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VIII. Review and Revision

The Terms of Reference will be reviewed upon the election of a new Chair, or every two years. Review and revision will follow the Document Records Control Policy and Procedure.

All Committee members will indicate that they have read and understood these Terms of Reference on the attached sign off form and will forward the record to the Secretary or Director of Governance for compliance tracking.

IX. Revision History

Revision #	Date of Revision/Review	Page	Section	Purpose of Revision/Review/Amendment
0	March 19, 2018	All	All	Original

X. Approval

Approved by the Committee Chair

Name: Paula Gibson, Director of Governance Date: 1/20/2018

Approved by the IAEM Canada Board of Directors

Name: Greg Solecki, IAEM-Canada President Date: 3/19/2018

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Acknowledgement of Governance Committee

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I, [Insert First and Last Name](#), am a member of IAEM-Canada in good standing and I have read and understood the Terms of Reference of the Governance Committee.

I agree to all terms and conditions within this Terms of Reference and will abide by this document and the IAEM-Canada Bylaws and IAEM-Canada Administrative Policies and Procedures.

I agree to the above statement

I do not agree to the above statement

Name: [Insert First and Last Name](#)_____

Date: [Click here to enter a date.](#)

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