Governance and Nominations Committee (GNC)
Terms of Reference

Authority

GNC is an advisory committee of ICMCI, reporting to the Board of Directors.

It has no executive authority. In the event of any contradiction between these Terms of Reference and the Bylaws, the Bylaws shall prevail.

Purpose and Scope of the GNC Committee

Main purpose:

As a Standing Committee within ICMCI, as defined in the Bylaws, the GNC operates under the authority of the ICMCI Board of Directors, with specific responsibilities for governance and nominations.

Scope:

1. Oversee governance practices of ICMCI.

2. Manage open nominations and election processes.

3. Handle succession planning for Board officers, directors, and Committee Chairs.

4. Ensure adherence to ICMCI's governance principles and Board Charter.

5. Assess against best governance practices.

Key duties of GNC

1. Approve the annual elections process and timetable prepared by the Secretariat.

2. Oversee the election process each year. Undertake communications and outreach activities to identify qualified candidates.

3. Announce the election results at the ICMCI Annual Meeting of Delegates.

4. Develop a strategy to attract the brightest of the members to join and help develop and grow ICMCI. Coordinate, support and monitor the recruitment process.

5. Develop a succession strategy to include fair representation of the global community in terms of countries, regions, culture and gender.

6. As part of the succession planning process, recommend Chairs for Standing Committees and Task Forces

7. Maintain a succession planning grid of persons in governance roles to manage successful succession strategies.

8. Map volunteer career paths within ICMCI.

9. Implement performance review systems for various ICMCI bodies.

10. Propose approaches and improvements to the governance system to assure use of best practices in ICMCI governance and management.

11. Make recommendations to improve the recruitment pool of eligibility for ICMCI Board and Chair positions.

12. Address appeals, complaints, and ethical issues.

13. Recommend improvements to the governance and management system of ICMCI.

14. Submit an annual report to the ICMCI Board of Directors.

Transparency and Confidentiality

All GNC members must sign the ICMCI Code of Conduct, act with discretion, and maintain appropriate confidentiality of Committee discussions.

Note: The Chair and committee members are appointed to these roles for their expertise. In these roles, they are carrying out ICMCI duties towards its vision and goals and are not representing their Institute.

Relationships to other committees

GNC, through its Chair collaborates with Directors and Officers of the Board, Delegates, and Chairs of ICMCI Committees.

Relationship with Secretariat

GNC has no authority to instruct or direct Secretariat staff. The Executive Director attends Committee meetings to provide coordinative advice for ICMCI strategy implementation and policy recommendations. The Committee may be asked by the Executive Director to provide insight or advice to the Executive Director with respect to Secretariat activities.

Relationship with Delegates

GNC communicates with delegates as part of the succession planning and recruitment process.

GNC also announce election results to the Annual Meeting of Delegates. It does this work within its authority as a Committee of the ICMCI Board.

Reporting

GNC shall:

1. Ensure GNC reports, including an annual report, at the request of the Board of Directors.

2. Document its decisions while respecting the confidentiality of its work, providing a copy to the Board of Directors via the Secretariat within one week of each meeting.

Meetings

GNC shall meet at least quarterly and as required.

Quorum

A quorum shall be a simple majority of members who have been appointed.

Committee Competencies

The Members of GNC Committee should have a general understanding of best practices in the governance of nonprofit organizations. They should understand the elections process and be able to identify and recruit volunteers for ICMCI roles. Specialized expertise is required in governance best practices and ethics.

Number of Members

1. Chair: Immediate past Chair of ICMCI

2. Chair of ICMCI (Ex Officio)

3. Four regional representatives (Asia-Pacific, Europe, Americas, Africa)

4. Governance systems expert

5. Ethics and code of conduct expert

6. Executive Director (Ex Officio, Non-voting).

Decisions are typically made by consensus. The Committee can however call for a vote as required. In the event of a tie, the Chair shall have a casting vote to break the tie.

Representation

The Committee's composition will reflect a diverse range of social, economic, and cultural backgrounds. There will be a balanced mix of skills and experiences to enhance the effectiveness of the Committee. Additionally, the Committee will include representatives from various member Hub regions to ensure broad representation.

Appointments to the Committee

Succession and appointment of members

The Chair of GNC, in consultation with the Executive Director, shall propose the appointment of potential members of GNC to the Secretariat. Members shall be appointed by a majority vote of the ICMCI Board of Directors.

The Chair will be succeeded by the current Chair of ICMCI at the end of the terms of the Chair of ICMCI.

Once decided, the list of all GNC members will be updated on the website for the reference of IMC officers and Delegates.

Appointment of Chair

The Chair will be the Immediate Past Chair of the Board. If this is not possible, a former Past Chair shall be appointed to the role by the Board of ICMCI. If a former Past Cahir is not possible, then a formal Delegate of an Institute in which that Delegate was Chair of the Institute shall be appointed by the IMCI Board.

Termination and tenure/duration of appointments

Removal of members

The GNC Chair is accountable for the management of Committee performance. Non-performing members should be warned by the Committee Chair, and a clear request for performance improvement communicated documented via email. In the case of continued non-performance, the Chair may submit a request to the Board of Directors to remove that member, such a decision to be made by a majority of the Board of Directors. The Board has the right, at any time, to terminate membership on the Committee.

Duration of appointment

GNC members can hold this position for three-year terms with a recommendation from the Chair and approval of the Board for every term.

Qualities required

The skills and experience required on the Committee include:

1. Have served as a Delegate or served in the past as a Delegate for a minimum term of at least 2 years

2. Have demonstrated a keen interest in the affairs of ICMCI

3. Have participated constructively and attended several ICMCI meetings

4. Have been active Delegates, serving on the ICMCI Board, an ICMCI Committee, or have been involved in the leadership of a regional hub

5. Are not current members of, or candidates for the ICMCI Board;

6. Understanding of the strategy and initiatives of ICMCI;

7. Understanding of the role and activities of an Institute;

8. Appreciation of the mandate of a global federated organization;

9. In good standing of the home IMC.

Approved by the Board 2024 01 18