

## Terms of Reference for the ICMCI Board

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CMC - GLOBAL

Date: 31.10.2017

Version 1.1

### Authority

The ICMCI Board is responsible for providing the strategic direction and operational control of all activities of ICMCI.

### Purpose and Scope

#### Main purpose:

The mission of the board is to provide the ICMCI with the strategic direction, oversight of strategy execution, and operational control of all activities in a manner where they act in the best interests of ICMCI as a whole, irrespective of personal, professional, commercial or other interests, loyalties or affiliations.

#### Supporting purposes and scope:

The Board of ICMCI is accountable for the development of the strategic plan, and in order to accomplish this it shall:

- Receive strategic direction from the delegates of the ICMCI;
- Develop and approve a strategic plan and delegate to the Executive Director for implementation;
- Monitor implementation and provide support where applicable;
- Facilitate the involvement of Member Institutes and facilitate feedback;
- Report to ICMCI Delegates annually.

### Key duties

1. Develop, maintain and revise the Strategic Plan at least annually.
2. Identify initiatives to implement the strategy and set priorities.
3. Monitor the implementation of the strategy and involvement as liaisons.
4. Develop, establish, and facilitate the process of evaluating board members and the Executive Director.
5. Submit an annual report to delegates at the annual meeting of delegates.
6. Report to delegates at the hub meetings.
7. Submit resolutions and recommendations requiring approval of the Delegates to the Annual Meeting of Delegates for approval and/or ratification.

### Relationships with other committees

- The Board is accountable for the work of its standing committees, and assigns, oversees, and monitors their work.
- The Board receives bi-monthly reporting from each standing and working committees, as well as an annual report submitted before the annual meeting of delegates.
- The Board approves the Terms of Reference of its committees.
- The Board receives input from Committees on issues/recommendations that need to be addressed/approved.

### Meetings

- The ICMCI Board shall meet by any means at their disposal (via teleconference or video meetings) on a predetermined schedule defined annually, supplemented by issue-focused meetings called as circumstances dictate.
- The board has a face-to-face meeting once every year scheduled by the Chair in consultation with the Executive Director.

### Reporting

The ICMCI Board shall:

- Document its decisions and prepare minutes of its meetings.,
- Provide a summary of the minutes and publish it on the website.
- Report progress to the Delegates during the Annual Meeting of Delegates.

### Board Structure: Chair

- Vice Chair
- four (4) Directors
- Secretary
- Treasurer
- Immediate Past Chair

### List of Roles:

#### Chair:

- The Chair is the principle executive officer of ICMCI and shall:
  - Act as Chairman of the Board and Chairman of the Annual Meeting of Delegates
  - Preside over all ICMCI meetings at which the Chair is present
  - supervise and control all the business and affairs of ICMCI
  - exercise leadership in the implementation of ICMCI strategy
  - Ensures a regular performance evaluation process of the Board and its Directors is in place
  - Initiate the process of removal from office of any Director, Officer or Delegate who is not performing the duties of office or which has breached the provisions of office as set out in the Bylaws.

#### Treasurer:

- The Treasurer is accountable for all funds and securities of ICMCI and shall:
  - Oversee the development of and recommend a two-year budget each year beginning July 1.
  - Monitor the revenues and expenses of ICMCI
  - Advise the Board on general financial matters
  - Monitor the office of the Secretariat to ensure the maintenance of all accounts, issuance of invoices, collection of member dues, payment of invoices authorized by the budget or the Board, and preparation of financial statements as required by the Board.
  - Supports the Secretary in an annual performance evaluation of the Chair.

### **Secretary**

- The Secretary is the custodian of all ICMCI records and shall:
  - Ensure compliance with the issuance of all notices of meetings and supporting materials as documented in the Bylaws or as required by law
  - keep the minutes of the Assembly of Delegates meetings and of the Board
  - to see that all notices are duly given in accordance with the provisions of these bylaws.
  - perform all duties incident to the Office of Secretary, and such other duties as from time to time may be assigned to him/her by the Chair or by the Delegates
  - Conduct the annual performance evaluation of the Chair with the support of the Treasurer

### **Transparency and confidentiality**

- All Board decisions are to be documented.
- Documents prepared by the Board may be disclosed to other parties
- All Board members must act with discretion, and maintain confidentiality of discussions except as documented in the minutes.

### **Quorum**

A quorum for any meeting shall be a simple majority of the current board members.

### **Elections**

#### **Election of chair**

- The Chair is elected by the Delegates at the Annual Meeting of Delegates every third year at the end of present Chair mandate period.

#### **Election of Directors**

Members of the Board (directors) are elected by the Delegates for terms of three years each. The Delegates elect three new Board members each year at the Annual Meeting of Delegates from Candidates nominated by the Nomination and Succession Planning Committee.

- Only CMC's who represent full Members to ICMCI are eligible to stand as candidates.
- The Members of the Board select the Treasurer among themselves.
- The Members of the Board select the Secretary among themselves.

### **Termination and tenure/duration**

#### **Removal of non-performing members**

Board members who miss two consecutive Board meetings should consider whether it is in the best interest of CMC-Global to resign from the Board. The Chair will initiate removal from office of any Director who misses three consecutive Board meetings.

#### **Duration of appointment**

Board members shall be elected for a three-year term.

### **Rules and processes**

The rules fixed by the Board to govern the conduct of its activities shall not be inconsistent with rules promulgated by the Assembly of Delegates and the bylaws.