

**ADDENDUM TO: EXECUTIVE COMMITTEE, Terms of Reference, 2013 (beneath)**

**v Oct 27, 2017**

**Submitted to GCI Exec Committee: October 2017**

**Submitted to Exec. BoD: October 2017**

**Approved: November 2, 2017**

**GCI EXECUTIVE COMMITTEE -- TERMS OF OFFICE:**

According to GCI Statutes (GCI Governance Document May 2016) 4a, 4b and 5:

GCI is led by a "Board of Directors (BoD) consisting of the **Executive Committee**, a voting Director representative of each Member (group) and non-Member Directors appointed by the Board."

According to the GOVERNANCE-SOP, approved by GCI Board in November 10, 2015:

the Executive Board includes:

- 1) the Executive Officers (Chair-Elect, Chair, past-Chair and Secretary-Treasurer);
- 2) the **Executive Committee** (no less than 3 members) [Executive Officers, Chair Membership, Chair CCRN, and such other Directors as appointed by the Board];
- 3) one voting Director from each Member (group) (re-elected by member group and re-consented [doc] annually);
- 4) non-Member Directors at its discretion. Non-member Directors will have a term of office of 2 years; renewable once.

**Executive Committee -- Terms of Office:**

- Executive Officers
  - Chair-elect            1 yrs (change to 2 years with legal revision of Bylaws).
  - Chair                    2 yrs
  - Past-Chair            2 yrs
  - Secretary            as appointed by BoD (*currently Ops Manager*)
  - Treasurer            as appointed by BoD (*currently Ops Manager*)
- Membership Chair    position of each successive Past Chair
- CCRN Chair            2 yrs (+2 yrs)
- Non-Member Directors    2yrs (+2 yrs) appointed by Board

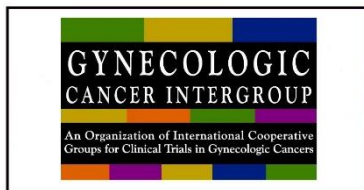
The **Executive Committee** should not be larger than 20 individuals to function well. If the number of EC members is over 20, then there should be a ranking order (who is out first), to keep the number of max 20.

Executive Committee, terms of office may also be based on commitment, activity and performance (e.g. attendance at TCs) This will be reviewed every other year.

“Non-Member Director” is usually offered to Past Chairs of the GCIG; as well as membership on the Executive Committee. The purpose is to give advice based on long-term experience and corporate memory within the GCIG. Upon retirement, the term expires.

The Board of Directors can also appoint other individuals than previous chairs as “Other Directors” on the Executive Committee (eg, Chair of FWG) but then the Board should specify the reason and term of office.

**END**



Final Oct. 2013

Exec-BoD approval Nov. 2013

## **GCIG EXECUTIVE COMMITTEE**

### **Terms of Reference (Roles & Responsibilities)**

#### Purpose

The Committee is a sub-committee of the Board of Directors. Its purpose is to manage generally the business of the Group within agreed financial limits set by the Board from time to time. Subject to these financial limits, it has primary authority for the day to day management of the Group’s operations save for those **matters which are reserved to the Board** or its committees.

That authority shall include, but not be limited to:

#### Direction:

- Formulating, reviewing, communicating and managing the day to day functioning of the Group.

#### Resourcing:

- Working within budget to ensure the Corporation has the capabilities and resources to deliver the objectives of the Group.
- Reviewing and approving the Group’s Human Resources strategy.

### Organising:

- Ensuring there is an effective management structure and organisation within the Group which is consistent with the effective delivery of the Group's mission.
- Ensuring there is an effective succession management process which is designed to ensure effective succession for all leadership roles.
- Reviewing and approving the performance of the employees of the Group.

### Performing:

- Overseeing performance across employees of the Group including performance against agreed Key Performance Indicators in all aspects of the Group's operations.

### Governing:

- Review Terms of Reference of Sub-Committees.
- Maintaining an oversight of the activities of the Group's Sub-Committees.

### **Membership**

The Chair of the Board of Directors will be ex officio the chair of the Executive Committee. The Executive Committee will consist of such number of members, not less than total of three (3), including the Executive Officers, as the Board may by resolution determine. Each member of the Executive Committee shall serve during the pleasure of the Board and, in any event, only for as long as such member shall be a Director. The Board may fill vacancies in the Executive Committee by election from among its number. If and whenever a vacancy shall exist in the Executive Committee, the remaining members may exercise all its powers so long as a quorum remains in office.

### Frequency of Meetings

Quarterly (or at any other time as required) – in-person or electronic (email) or teleconference.

### Agenda and Papers

The agenda and papers shall be available on request to all members of the Board of Directors.

Reporting Procedure: The Committee shall regularly (at least annually) report to the Board of Directors on the matters discussed and the minutes of all meetings shall be available to the Board of Directors.

**END**