ADDENDUM TO: EXECUTIVE COMMITTEE, Terms of Reference, 2013 (beneath)  
v Oct 27, 2017

Submitted to GCIG Exec Committee: October 2017
Submitted to Exec. BoD: October 2017
Approved: November 2, 2017

GCIG EXECUTIVE COMMITTEE -- TERMS OF OFFICE:

According to GCIG Statutes (GCIG Governance Document May 2016) 4a. 4b and 5:

GCIG 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 GCIG 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.

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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.

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