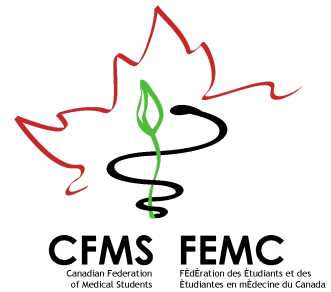


CFMS GOVERNANCE COMMITTEE

TERMS OF REFERENCE



APPROVED BY THE CFMS BOARD OF DIRECTORS ON SEPTEMBER 8, 2019

Prepared by: Henry Annan, CFMS Past-President & Victor Do, CFMS Executive Vice-President (2018-2019)

Purpose:

1. The Governance Committee, hereafter referred to as the “Committee”, is a committee of the Canadian Federation of Medical Students (CFMS), a federally incorporated organization under the Canada Not-for-profit Corporations Act.
2. The purpose of the Committee is to:
 - 2.1. Develop and approve CFMS documents related to governance matters including but not limited to, Terms of Reference, policies and procedures.
 - 2.2. Provide expertise to the General Assembly and Board regarding operational aspects of General Meetings.
 - 2.3. Optimize Board and Committee effectiveness.
 - 2.4. Support development of orientation resources.
3. The Committee, through the Chair, reports to the CFMS Board of Directors.

Composition:

4. The Committee will be chaired by the CFMS Past-President, hereafter referred to as the “Chair”.
 - 4.1. A member of the Governance Committee will be chosen by the “Chair” in consultation with the group membership to serve as the “Vice-Chair”.
 - 4.2. In the absence of the Chair, the Vice-Chair will take on the Chair’s duties.
5. The Committee membership will also include a skill-based team. The Committee composition will include:
 - 5.1. CFMS Past-President (non-voting Chair), CFMS President, CFMS Executive Vice-President, one CFMS Regional Director appointed by the CFMS Board of Directors, one Medical Society President appointed by the CFMS Presidents Roundtable, one CFMS Representative, appointed by CFMS Representatives Roundtable, and four Members-at-large appointed by the CFMS Nominations Committee process.
6. Quorum shall consist of a simple majority (50% + 1) of the voting Committee membership, provided that one of the members in attendance is the Chair or Vice-Chair and that greater than 50% of the voting members present are not from the CFMS Board of Directors.
 - 6.1. Provided that quorum is met, two-thirds majority will be required for all decisions made by the Committee. In the event of a tie, the Chair shall vote as tie-breaker.
 - 6.2. In the event that quorum is not met based on the aforementioned conditions, a Committee member from the CFMS Board of Directors may decline their voting privileges for the session in order to meet quorum.

Responsibilities:

7. The Chair is specifically tasked with the following responsibilities:
 - 7.1. The Chair shall arrange and call each Committee meeting.
 - 7.1.1. The Chair shall distribute an agenda to each Committee member before each meeting.
 - 7.1.2. The Chair shall manage all Committee documentation including, but not limited to, agendas, minutes, and shared document folders.
 - 7.1.3. The Chair shall distribute these Terms of Reference to each committee member before the first teleconference following the CFMS Annual General Meeting.
 - 7.2. Review these Terms of Reference for the Committee and recommend changes to the CFMS Governance Committee and CFMS Board of Directors on an annual basis.
8. The Committee is specifically tasked with:
 - 8.1. Governance Documents and Initiatives
 - 8.1.1. Develop and recommend to the Board and/or General Assembly, as per By-laws & the Act, for approval, the By-laws and governance-related policies of the CFMS.
 - 8.1.2. Following consultation with the Executive Director/General Manager and Board Chair, develop Terms of Reference (ToR) for the Board.
 - 8.1.3. Through delegated authority of the Board and Membership, ratify all ToRs, as well as revisions of committee or task force ToRs.
 - 8.1.4. Ensure that all committees have ToRs, which undergo bi-annual review and revision, if necessary.
 - 8.1.5. Support the CFMS in development of policies, procedures, and processes where appropriate.
 - 8.1.6. Monitor and report to the Board with respect to the implementation of the governance-related policies.
 - 8.2. General Assembly Duties
 - 8.2.1. Provide expertise to members of the General Assembly and the Board regarding Act requirements and operations aspect of General Meetings.
 - 8.2.2. Serve as the body to address formal complaints and concerns regarding the General Meetings of the members. Complaints should be made to the Chair of the Governance Committee within seven (7) days of the meeting.
 - 8.3. Board and Committee effectiveness
 - 8.3.1. Ensure Committee Chairs and the Board deliver a report biannually at General Meetings.
 - 8.3.2. Provide guidance to the CFMS Board and Committee chairs with regards to meeting agendas, reports, information and discussion papers, and the conduct of meetings.
 - 8.4. Directors' Orientation
 - 8.4.1. Support the President, Board Chair, and General Meeting Chair in developing orientation resources.

Deliverables:

9. The Committee, through the Chair, shall report to the CFMS Board of Directors at their regularly-scheduled meetings (Fall, Winter, and Summer).
10. The Committee, through the Chair, shall report to the CFMS General Assembly at their regularly-scheduled general meetings (Spring and Annual).

Scope of Activities:

11. The Committee is empowered to engage external advisors if it considers it reasonably necessary to perform its duties.
12. The Committee shall not have the power or responsibility to execute actions of management of the Board of Directors unless such powers are explicitly delegated, as per the CFMS Delegation of Authority Policy.

Meetings:

13. The Committee will meet via teleconference at least 4 times per year.
 - 13.1. Meetings may be cancelled at the discretion of the Chair in consultation with committee members.
 - 13.2. Additional meetings may be scheduled at the discretion of the Chair in consultation with committee members.
14. Only members of the Committee may attend Committee teleconferences or meetings.
 - 14.1. Individuals who are not members of the Committee may only attend Committee teleconferences or meetings at the discretion of the Chair.

Minutes:

15. The minutes of any Committee meeting shall be circulated prior to the subsequent meeting such that the Committee may approve or rectify the minutes at the aforementioned subsequent meeting.
 - 15.1. The minutes of any Committee meeting shall be made available to the CFMS Board of Directors upon request, regardless of approval status of the minutes.
 - 15.2. The approved minutes of any Committee meeting shall be made available to any CFMS member upon request.
 - 15.3. Attendance shall be taken at each meeting to ensure participation and for minute-taking purposes.

Communications:

16. Between meetings, Committee members may discuss Committee activities through appropriate channels, including, but not limited to, e-mail. Committee members should endeavor to keep the Chair updated on any new developments.

Relationship to other groups:

17. The Committee, at the discretion and direction of the Chair, may form subcommittees to facilitate ongoing Committee work. Committee members may be cross-appointed to such subcommittees at the Chair's discretion.
18. The Committee is accountable to the CFMS General Assembly.

Related Policies and By-laws:

19. The Committee shall abide by the Terms of Reference outlined in this document along with the CFMS By-laws.

Liability:

20. Each member of the Committee shall act with sound judgement and take into consideration all information provided to the Committee, while using the same diligence and prudence as a reasonably prudent person.

Term:

21. In the absence of a motion indicating otherwise, the Committee shall be assumed to be annually renewed by the CFMS Board of Directors.
22. Each individual member shall serve a term of approximately one year, concluding with the selection of the members of the subsequent Committee.

Terms of References are subject to annual review by the CFMS Governance Committee prior to submission to the CFMS General Assembly for adoption and publication.