



BOARD POLICIES

BOARD GOVERNANCE SECTION

SUBJECT: Scope of Operations - General Board Governance	DOCUMENT NO: CIMARE-G-01
ISSUED BY: Chair	EFFECTIVE DATE: Jan 1, 2025
APPROVED BY: Board	REVISED DATE:
REVIEW SCHEDULE: Bi-Annual RESPONSIBILITY: Governance Committee	DATE LAST REVIEWED:
	NO OF PAGES: 3

POLICY STATEMENT: The purpose of the National Council is to provide stewardship and oversight of the management and operations of The Canadian Institute of Marine Engineering (Institute) and to ensure that the Institute fulfills its mission.

The National Council will direct the affairs of the Institute and govern with an emphasis on:

- strategic leadership more than administrative detail;
- encouragement of discussion, exchange of viewpoints and understanding of issues;
- collective rather than individual decisions;
- future orientation; and
- proactive rather than reactive leadership.

APPLICATION OF POLICY:

Without limiting the generality of the above, the National Council will carry out the following duties:

- act upon all applications for membership and the withdrawal and expulsion of members;
- determine the distribution of any surplus; (may be subject to the Not for Profit Act)
- have charge of investments;
- designate the financial institution(s) in which the funds of the Institute will be deposited; and
- take all precautions and perform all duties necessary in the interest of the credit union, not being inconsistent with the Act, Regulations made thereunder, and the By-laws.

In addition to the above duties, the National Council will:

- cultivate a sense of group responsibility. The National Council will use the expertise of individual Directors to enhance the ability of the National Council as a body, but will not substitute individual judgments for the National Council's collective values;
- hold itself accountable to govern with excellence. This self-discipline will apply to matters such as attendance at meetings and training sessions, preparation for and active participation in meetings and planning sessions, policy-making principles, respect of roles, and ensuring

the continuity of an effective, diverse and skilled Board;

- guide and inspire the Institute by being a policy driven National Council. The National Council's major policy focus will be on the intended long-term benefits for the Institute and its membership;
- ensure National Council development includes ongoing education of Directors in the governance process and matters within the National Council's responsibility, and periodic National Council discussion and self-evaluation to ensure continued development and improvement;
- produce written governing policies which, at the broadest level, address:
 - Mission and Results;
 - Executive Limitations;
 - Financial Controls; and
 - Board Governance;
- review and approve policies for major initiatives and activities;
- ensure that the selection, performance, management, evaluation and compensation of the Administrator are in accordance with policy, and that there is a succession plan in place;
- take an active role in the choice, review and approval of broad strategies and business objectives and approve strategic plans;
- approve business plans and monitor performance against business objectives, strategies and plans, and the Institute's mission, vision and values;
- approve and monitor organizational structure and controls and satisfy itself that these controls are operating effectively; and
- annually review and approve a code of conduct for the Institute, which will be annually acknowledged and signed by all Board members.

The Chair will ensure the National Council behaves consistently within the policies for Board Governance. Specifically, the Chair will:

- ensure meeting discussion will only concern issues within the National Council's area of responsibility;
- ensure deliberation is fair, open and thorough, but also efficient, timely, orderly and kept to the point;
- ensure there is an opportunity for input from individuals and organizations as appropriate, that have expertise and interests specifically related to National Council decisions and policies;
- conduct National Council meetings with the commonly accepted power of that position; and
- represent the National Council to outside parties in announcing stated positions, decisions and interpretations within the areas delegated.

The Vice Chair will perform the functions of the Chair when they are unavailable to do so.

The National Council commits itself and its members to ethical, businesslike and lawful conduct, including proper use of authority and appropriate decorum when acting as Directors.

Accordingly, all Directors:

- represent the interests of the Institute itself, with a view to the interests of all its members and stakeholders. This accountability supersedes any conflicting loyalty to other advocacy or interest groups, and membership on other boards or employment with other organizations. It also supersedes the personal interest of any Director who is a member or employed by any shareholder, Accounting Firm, Legal Firm or Government Official directly involved with the Institute's interests;
- will not attempt to exercise individual authority over the Institute except as explicitly set forth in National Council policies:
 - Directors' interaction with the public, media or other entities must recognize the same limitation and the inability of any Director to speak for the Board except to repeat explicitly stated Board decisions or key messages; and
 - Directors will not publicly make or express individual negative judgments about the Institute, the Administrator or subcontractor performance;
- will always participate in at least one Board Committee.

The National Council will hold a minimum of eight (8) regular meetings, and the Chair will determine a place and a time.

To the extent possible, the National Council will schedule all meetings in advance for all regular and committee meetings as well as the annual Planning Session. The Chair, Vice Chair, any two Directors or the National Administrator of the Canadian Institute of Marine Engineering under the direction of any of the above may convene a meeting.

Directors are required to attend all National Council and Committee meetings, in person or electronically, including the Planning Session, unless excused by the Chair of the National Council (in the case of a National Council Meeting) or the Chair of the Committee (in the case of a committee meeting) or for adequate cause, or if an emergency arises. Directors must contact the Chair as soon as they become aware of an expected absence and discuss possible options for attendance.

A Director will cease to hold office when the Director is absent for three (3) consecutive meetings of the Board without reasonable cause. For the purpose of defining "adequate cause", the following rules apply:

- Attendance at other meetings or other events does not constitute adequate cause unless specifically authorized by the Chair. For example, attendance at a meeting of another Board, even if membership on that Board is authorized by the Institute does not constitute adequate cause.
- Vacations do not constitute adequate cause, unless circumstances are such that the conflict could not be avoided. For example, the Board meeting date is changed or the vacation was booked before the meeting dates are set.

If the Chair has excused a director for any reason that will constitute adequate cause.

A quorum for each National Council meeting will be the majority of directors. Directors may be present in person or participate electronically.

The National Council will schedule its agenda items in a manner that leads to timely resolution and

appropriate linkage to other Institute activities.

REPORTING REQUIREMENTS:

Attendance at meetings will be publicized in the Annual Report and reported to the AGM.