



## BOARD POLICIES

## BOARD GOVERNANCE SECTION

<b>SUBJECT:</b> Governance Committee Mandate	<b>DOCUMENT NO:</b> CIMARE-G-02
<b>ISSUED BY:</b> Chair	<b>EFFECTIVE DATE:</b> Jan 1, 2025
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**POLICY STATEMENT:** The purpose of this policy is to describe the general governance philosophy of the National Council (Board) and to define the key stewardship responsibilities of the National Council.

**APPLICATION OF POLICY:** This policy applies to the National Council of the Canadian Institute of Marine Engineering (the Institute).

### GOVERNANCE PHILOSOPHY

It is recognized that the National Council is legally responsible for the affairs of the Institute and has general oversight over such affairs. The National Council will delegate its responsibility for the day-to-day management of the Institute to a qualified and competent Administrator who is accountable to the National Council for the overall performance.

The National Council is committed to the effective governance of the Institute and will be guided by the following governance principles:

1. The National Council will provide strategic leadership with a proactive focus on policies affecting the future of the Institute.
2. The National Council will adhere to the highest ethical and legal standards in the conduct of National Council business.
3. The National Council speaks with one voice through the National Council Chair (or designate).
4. The National Council will base decisions on the best available evidence/information.
5. The Directors will act in the best interests of the Institute as a whole.
6. Directors must be independent and able to operate without the undue influence of the administrator or other interested parties.
7. The relationship between the National Council and the Administrator will be based on trust, collaboration and a clear understanding of and respect for their distinct and complementary roles and responsibilities.
8. The National Council governance processes (how decisions are made, how the National Council receives reports, etc.) and governance structure (committee structure, Terms of Reference, etc.) will be clear, explicit and a matter of ongoing attention.

9. Delegation of authority by the National Council to the Administrator or to a committee of the National Council carries with it an obligation on the part of the delegate to provide periodic progress reports to the National Council so that the National Council can perform its required monitoring, evaluation and accountability functions.
10. The National Council will strive for continuous improvement of its effectiveness and efficiency; it will participate actively in National Council development opportunities, and set annual governance improvement objectives for itself.
11. In a climate that values diversity, inclusion and different perspectives, the National Council will foster participation and discussion at its meetings. Deliberation will be fair, open and thorough, but also efficient, timely, orderly and focused on the issue under discussion.
12. The National Council makes decisions collectively. Once the National Council's decision-making processes are used to arrive at a conclusion or a choice, the entire National Council is responsible for respecting and supporting the legitimacy of that conclusion or choice.
13. The National Council will strive to function as a high-performance team. The National Council will use the expertise of individual directors to enhance the ability of the National Council to make decisions collectively but will not rely unduly on any single director.
14. The National Council will hold itself accountable to govern with excellence and will demonstrate self-discipline regarding its own functioning (e.g. attendance, training, preparation, conflict of interest, self-monitoring, respect for roles, maintaining the continuity of an effective, diverse and skilled National Council).
15. The National Council is accountable to the Institute's members for the performance of the Canadian Institute of Marine Engineering. It will fulfill this accountability through at least annual reports to the members.

## **KEY STEWARDSHIP RESPONSIBILITIES**

In keeping with its overall responsibility for and general oversight of the affairs of the Institute, the National Council is expected to:

### **Mission and Vision**

- Approve the Institute's Mission
- Approve the Institute's long-term Vision

### **Board-National Administrator Relationship**

- Define the role of, recruit, appoint, evaluate, compensate, support the professional development of or terminate the Administrator.
- Approve the succession plan for the Administrator.

### **Financial Oversight (Chair and Treasurer)**

- Exercise financial oversight to ensure the Institute's ongoing financial sustainability
- Approve the annual review / audit plan for the Institute
- Approve appropriate financial policies
- Approve significant transactions
- Approve the reviewed / audited financial statements
- Recommend to the membership the annual appointment of external auditors

#### Risk Oversight

- Seek advice from relevant experts as required.
- Receive regular risk reports from the Administrator.
- Monitor the adequacy of the Institute's internal controls and management information systems.
- Approve a risk management framework and policy for the Institute, including its risk appetite and tolerance.
- Understand the principal risks facing the Institute and ensure a system is in place to identify and manage risks.

#### Board Effectiveness and Efficiency

- Develop and implement governance policies and systems that are in keeping with evolving best practices.

### **ACCOUNTABILITY**

The Board Chair is responsible for the effective implementation of this policy. All directors are expected to fulfill their responsibilities in accordance with this policy.