



TERMS OF REFERENCE FOR ICAR BOARD COMMITTEE ;

Governance

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1 Objectives of the Committee for Governance and Ethics

The objectives of the Committee for Governance are to:

- a. Review and maintain the ICAR Board Handbook content up to date.
- b. Develop and maintain the Code of Ethics for the ICAR Board and ICAR groups.
- c. Develop and maintain a competency profile for board member nominations in the form of a skills matrix for current Board members.
- d. Ensures appropriate board orientation and education
- e. Ensures Board succession planning: Nomination of board members, including maintaining a list of potential candidates
- f. Ensures succession planning for the board chair and other board leaders
- g. Reviews and recommends policies and processes designed to provide for effective and efficient governance
- h. Evaluates and reviews Board function and processes.

2 Operations & Reporting

2.1 Committee Composition

The ICAR Board Committee for Governance will be governed by the ICAR Board.

The Committee will be chaired by a member of the Board of ICAR appointed by the President.

Members will be ICAR Board members.

The Chair in consultation with the President will review annually and recommend appointments to the Governance Committee to the ICAR Board for approval.

The Committee will be made up of between 3 and 5 members

The Committee, may from time to time, co-opt specialist and expert advice as required based on issue(s) at hand.

The Committee shall meet at least twice per year or more frequently if the business requires its attention.

Quorum for meeting will be 50% of the membership plus one.



Notes, minutes and recommendations of the meetings will be circulated to all ICAR Board members.

Provide an Annual Report to the ICAR Board at one of the Boards face to face meetings.

The CE maybe asked by the Committee to leave the meeting for particular items on the agenda.

Each member of the Committee shall have one vote with the Chair casting a vote to create a tie or to break a tie.

2.2 Reporting

Role of CE and Secretariat:

- **Meetings:**
- CE to schedule dates and venues in consultation with Committee.
- Provide notice of meetings to Committee members
- A Secretary of the Governance Committee will be appointed by the Chair and Committee at the start of each meeting and to, distribute minutes to the Committee and ICAR Board
- Maintain a list of Committee members with up-to-date contact details.
- Provide an Annual Report to the ICAR Board.

3 Priorities 2023

Priorities are to be established by the Committee and in consultation with the CE and President. Priorities for the Governance Committee in 2023 include:

- a. Board succession planning
 - Develop Competency matrix
 - Develop list of potential Board members
- b. Code of Ethics
- c. Develop a Board evaluation process/protocol.
- d. Review role of Associate Members in ICAR Board
- e. New Financial Inspector Nominations
- f. Associate Members position
- g. Other mutually agreeable and appropriate activities