

## **Canadian Federation of Medical Students**

### **Terms of Reference- Governance Committee**

**Drafted; September 13, 2018**

**Approved:**

**Revised:**

#### **INTRODUCTION**

The Governance Committee is a standing committee of the Board of Directors (the “Board”) of the Canadian Federation of Medical Students (“CFMS”) and must be comprised of at least three Board members and three non-board members.

The Governance Committee will be a support committee for both the General Assembly and Board in developing and overseeing governance processes for the Federation.

The CFMS is a registered Canadian Not-For-Profit (NFP) as per the Canadian Not-for-Profit Corporations Act (the ‘Act’) as such is required to follow regulations set there forth.

#### **MEMBERSHIP**

The committee shall be comprised of:

- Past-President (Chair)
- President (ex-officio)
- Executive Vice-President
- One Regional Director, appointed by the Board
- One Medical Society President, appointed by Presidents Roundtable
- One Regional Representative, appointed by CFMS Representatives Forum
- Four Members-at-large, appointed by Nominations Committee

\*A vice-chair shall be nominated by the chair and approved by the committee

\*Note- the committee may from time to time have CFMS office staff support. These individuals are considered resource and not members of the committee.

For decisions at the committee level where voting is required for decision-making, all members of the committee shall have one (1) vote, with the exception of the non-voting ex-officio. The Chair shall only vote to break a tie.

Quorum is at least 5 members and greater than 50% of voting members are non-Board.

A two-thirds majority will be required for all decisions made by the committee.

## **MEETING FREQUENCY**

The Committee must meet at least once between General Meetings and deliver a report to the Board and General Assembly twice annually.

Additional meetings may be called at the discretion of the chair or at the request of 2 members of the committee.

## **DUTIES AND RESPONSIBILITIES**

Subject to the duties and responsibilities of the Board and to the requirements of the Act, as per Bylaws, will perform the following duties:

### **1. Governance Documents and Initiatives**

- Develop and recommend to the Board and/or General Assembly, as per Bylaws & the Act, for approval, the By-laws and governance-related policies of the Federation.
- Following consultation with the Executive Director/General Manager and Board Chair, develop terms of reference for the Board.
- Through delegated authority of the Board and Membership, ratify all Terms of Reference (ToR), as well as, revisions of Federation committees or Task Forces ToRs.
- Ensure that all committees have ToRs, which undergo bi-annual review and revision, if necessary.
- Support the Federation in development of policies, procedures, and processes where appropriate
- Monitor and report to the Board with respect to the implementation of the governance-related policies.

### **2. General Assembly**

- Provide Expertise to members of the General Assembly and the Board regarding Act requirements and operations aspect of General Meetings.
- 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 GC within seven (7) days of the meeting.

### **3. Board and Committee Effectiveness**

- Ensure Committee Chairs and the Board deliver a report biennially at General Meetings.
- In partnership with Board Chair and Committee Chairs, assess and support their needs with regards to items including, but not limited to, frequency and location

of Board and Board Committee meetings, meeting agendas, reports, information and discussion papers, and the conduct of meetings.

#### 4. Directors' Orientation

- Support the President, Board Chair, and General Meeting Chair in developing orientation resources.

### **REPORTING**

Minutes of all meetings shall be taken and stored in the Federations data repository.

Minutes shall be provided to the Board and General Assembly annually and should be made available to any member upon request.