



CHAPTER CHARTER AND MANDATE 2020

Based on the provisions of CAPIC Bylaws and Policies

MANDATE

1.0 Objective

Chapter Committees play a pivotal role in the advancement of CAPIC's mission, vision, core values and strategic plans at local level. To achieve this mandate, Chapter Committees shall:

- 1.1 Act as regional liaison of Standing Committees that the Board has established, disseminate and collect information between the National Committee, Chapter Committee, as well as the local general membership;
- 1.2 Work closely with Management and Staff in all regional events and activities and ensure that all events and activities are conducted in compliance with the CAPIC Bylaws, policies and protocols;
- 1.3 Conduct regular meetings as per the provisions of section 4 of CAPIC Bylaws;
- 1.4 Contribute to the development the regional and national plans;
- 1.5 Address local issues and defer national issues to the Board.

2.0 Composition

- 2.1 The Chair of the Chapter must be a Director of the Corporation assigned by the Board. Any time the Chair position is vacant, the Human Resources and Compensation Committee shall fill that Chair position until such time as a Director is appointed or elected to the position by the Board.
- 2.2 Chapter Committee members are appointed by the Board of Directors with the recommendation of the Governance and Nomination Committee. Chapter Committee members must be members of good standing of the Corporation in either one of the membership classes with their registered addresses in the region that the Committee is serving.
- 2.3 Any Committee member may be removed by resolution of the Board.
- 2.4 The Chair of the Committee may appoint ad-hoc non-voting members to the Committee, as required to assist in fulfilling its mandate.

2.5 The Chair of the Committee may from time to time, invite guests to attend meetings.

2.6 The Chair is an Ex-Officio member of the Chapter Committee, entitled to attend and speak at all meetings of the Committee but shall not be entitled to vote.

2.7 The Chief Executive Officer is entitled to attend and speak at all meetings of the Committee but shall not be entitled to vote.

2.8 **Formation**

2.8.1 Upon the recommendation of the Member Services Committee, a Chapter Committee will be established when the following criteria are met:

- i. The Committee serves a geographical area (hereinafter a region) which is not already served by another Chapter Committee; a geographical area can be a province or territories, or a combination of provinces or territories within Canada or overseas
- ii. There are at least 30 members of good standing in the region
- iii. The Corporation has sufficient resources to support activities in the region
- iv. The approval of the Directors of the Corporation is received by a majority vote
- v. Chapters that have met the requirements of these criteria include British Columbia Chapter, Ontario Chapter, Prairies Chapter and Quebec Chapter.

2.9. **Selection**

2.9.1 Upon the approval of the Board, the Chair, assisted by GNC, will set up a Chapter Committee according to the following process:

- i. The members of the Committee are canvassed to express interest for volunteering work at the Chapter and sitting as Committee representatives in the Standing Committees;
- ii. Members will express their areas of interest and provide a summary of their background, strength and skills;
- iii. The list of Committee members is compiled and recommended to the Board for approval;

- iv. A Chapter Committee shall include at least 4 but no more than 17 members, with the maximum number of members not more than the number of Standing Committees that accept Chapter representation established by the Board of Directors.

CHARTER

The Charter outlines how the Committee will satisfy the requirements set forth in its Mandate. This Charter comprises:

- Operating Principles
- Operating Procedures
- General Duties and Powers of the Committee
- Specific Responsibilities and Powers of the Committee
- Committee Member Conduct
- Accountability

3.0 Operating Principles

The Committee shall fulfill its responsibilities within the context of the following principles:

3.1 Values

Members of the Committee shall act in accordance with CAPIC Code of Ethics and Policies.

3.2 Communications

Members of the Committee shall communicate among themselves in a direct, open and professional manner at all times.

3.3 Work Plan

The Committee shall develop an Annual Committee Work Plan as per the Strategic Plan and consistent with the Balanced Score Card of the Governance and Nomination Committee. The Work Plan should be responsive to the Committee's responsibilities as set out in this Charter. The Chair shall present the Work Plan to the Board for approval.

3.4 Meeting Agenda

The Chair shall develop meeting agendas in consultation with the members of the Committee, Management and receive input from other relevant staff and Committees.

3.5 Meeting Materials

The Committee Chair shall endeavor that all meeting materials are sent out to the Committee members, seven (7) calendar days before the day the Committee meets.

However, special consideration may be given to urgent matters that arrive in the last few days before a meeting.

3.6 Expectations and Information Needs

The Committee expects that written material supporting agenda items will be received from Management at least seven (7) calendar days in advance of the meeting dates.

3.7 In Camera Meetings

At each meeting of the Committee, the members at their discretion may meet in a private session without staff members present, in accordance with the Board's in-camera meeting policy.

3.8 Resources

The Committee should have adequate resources to discharge its duties in accordance with the mandate established for Committees.

4.0 Operating Procedures

The Committee shall fulfill its responsibilities within the context of the following procedures:

4.1 Committee Self-Assessment

The Committee shall annually review, discuss and assess its own performance and the performance of individual members, based on the criteria and procedures developed under section 6.11. In addition, the Committee shall annually review its roles and responsibilities. The Committee shall reconsider its Mandate and Charter at the beginning and the end of the applicable term.

4.2 Frequency and Calling of Committee Meetings

The Committee shall meet at least 6 times a year, but additional meetings may be scheduled as required. Meetings shall be held at the call of the Chair or upon the request of two members of the Committee.

4.3 Quorum

A quorum shall be a majority of the voting members of the Committee. Each voting member will be entitled to one vote, and the Chair will not have a second or casting vote in the case of an equality of votes. A tied vote is a failed vote.

4.4 Secretary of Meetings

Management shall delegate a staff member who shall take minutes and assist in coordinating meetings and materials for the Committee and the Sub-Committees, if any. One member will be assigned to take in-camera minutes when needed.

4.5 Chair of Meeting

In the absence of the Chair at any meeting or process of the Committee, the Vice Chair will assume the duties of the Chair. Any member of the Committee or Sub-Committee can be designated by the Chair or the Vice Chair as the Chair of any meeting.

4.6 Minutes of Meetings

A copy of the minutes of each meeting of the Committee shall be provided to each member of the Committee no later than 7 calendar days from the date of the meeting. Once the Committee approves the minutes, a copy of the minutes will be made available to the Board upon request.

4.7 Conflict with Bylaws

The purpose of this Mandate and Charter is to supplement the CAPIC Bylaws. If there are any inconsistencies between the Mandate & Charter and the Bylaws, the Bylaws govern.

5.0 General Duties and Powers of the Committee

Subject to the Act, Bylaws, Policies and any resolution passed by the Board, the Committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it deems fit and may from time to time adopt, amend or repeal rules or procedures in this regard. The Committee shall operate in accordance with the direction provided by the Board from time to time.

5.1 Operational Plan

The Committees shall deliver its operational plan to AFC for budgeting purposes at the end of each fiscal year, for approval by the Board.

5.2 Remuneration

The members of the Committee shall receive no remuneration for serving as such, but are entitled to reimbursement of reasonable expenses incurred in the exercise of their duties, as determined by the Board.

5.3 Annual report

The Committee Chair shall present a yearly report to the Board summarizing the activities of the Committee over the previous year and its objectives for the upcoming year in accordance with the Committee's Mandate and Charter.

6.0 Specific Responsibilities and Powers of the Committee

Subject to the Act, Bylaws, Policies and any resolution passed by the Board to fulfill its responsibilities contained in Section 1, the Committee shall:

- 6.1** develop and propose amendments to the Code of Conduct and Ethics, Conflict of Interest Policy, and Confidentiality Policy;
- 6.2** recommend to the Board, the goals and priorities for the Governance and Nomination Committee;
- 6.3** be responsible for monitoring, examining, developing and advising the Board of compliance with the governing instruments of the Corporation, including the Act, the Articles, the Bylaws and the Policies of the Corporation; and guidelines respecting matters relating to corporate governance;
- 6.4** ensure the structure, order and general continuity of the Corporation;
- 6.5** develop and propose a long-term and annually updated plan for Board composition that takes into consideration the current tasks strengths, skills and experience, and effectiveness of the Board, retirement dates and the strategic direction;
- 6.6** develop and propose a plan for the orientation and ongoing development of existing and new Directors, Officers and Committee members;
- 6.7** be responsible for the conduct of elections and annual meetings of the members;
- 6.8** engage in the process of succession planning for the Directors and Officers of the Board, and members of Governance and Nominating Committee;
- 6.9** propose eligible members for election or appointment to the Board and provide a slate of nominees to the Board, taking into consideration the Board's short-term needs and long-term succession plans;
- 6.10** ensure that the Board maintains representation from each Chapter pursuant to the terms of the Bylaws;
- 6.11** develop and propose the process of annual assessment and evaluation of the performance of the Board, the Chair, Members, Committees, and Management;
- 6.12** develop and propose amendments to position descriptions for the Officers of the Board;
- 6.13** develop and propose the amount and nature of remuneration, expense reimbursement policy, and any other payments to Directors and Officers of the Board;

6.14 assess the needs of the Committee in terms of the frequency and location of meetings, meeting agendas, discussion papers, reports and information, and the conduct of the meetings;

6.15 liaise with and monitor the activities of any Sub-Committee;

6.16 perform such other tasks as the Board may from time to time determine.

7.0 Committee Member Conduct

7.1 Each Chapter Committee member is expected to become an active participant in a body that functions effectively as a whole. In addition to assisting in the exercise of the major duties of the National Standing Committees they serve, Committee members are responsible to exercise due diligence in the performance of their duties. They are responsible to:

7.2 be informed of the Articles of Incorporation and Legislation under which the Corporation exists, its Bylaws, Mission, Values, Code of Conduct and Policies as they pertain to the duties of a committee member;

7.3 keep being generally informed about the activities of the Corporation, the community and general trends in the business in which it operates;

7.4 attend meetings regularly and contribute from personal, professional and life experience to the work of the Corporation;

7.5 exercise the same degree of care, diligence and skill that a reasonably prudent person would show in comparable circumstances;

7.6 offer personal perspectives and opinions on issues that are the subject of discussion and decision;

7.9 be available and responsive in all communications and provide input in all national and regional activities;

7.10 voice clearly and explicitly, any opposition to a decision being considered by the Committees, at the time a decision is being taken;

- 7.11 maintain solidarity with fellow Committee members in support of a decision that has been made in good faith in a legally constituted meeting by Committee members in reasonably full possession of the facts;
 - 7.12 Ask the Directors to review a decision, if he/she has reasonable grounds to believe that the Committee has acted without full information or in a manner inconsistent with its fiduciary obligations, and; if still not satisfied after such review, ask that the matter be placed before the Board of Directors;
 - 7.13 Exercise vigilance for and declare any apparent or real personal conflict of interest in accordance with the Corporation's Bylaws and Policies.
- 8.0 Accountability**
- 8.1 The Committee shall report its deliberations to the Chair through written reports.
 - 8.2 At the end of each year of its term, the Committee shall report its activities for the year completed and propose a recommended Work Plan for the subsequent year for the incoming year and/or Committee.