

**CARIBBEAN CORPORATE GOVERNANCE INSTITUTE
POLICY FOR WORKING COMMITTEES****Table of Contents**

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These policies and procedures for Working Committees of the Caribbean Corporate Governance Institute (CCGI) aim to provide consistency and accountability across initiatives where Members of the Institute have come together to work as part of the CCGI in to accomplish the Institute's aims.

1 PURPOSE AND SCOPE

Committees shall be engaged in promoting good corporate governance practices through the execution of their respective Terms of Reference, in a manner consistent with the overall Ends and Limitations of CCGI as specified in the Board Policy Manual and the Strategy, Work Plan, and Operational Policies established by the CEO

There are two types of Working Committees covered within the scope of this Policy:

- **Operational Committees** Established to accomplish operational initiatives of the CCGI
- **Policy Committees** – Established to research, develop policies, and conduct advocacy on a variety of issues on behalf of CCGI as a whole. The output of these Committees (policies) needs to always be submitted for approval through the CEO to the Board of Directors and, when deemed appropriate by the Board to the whole CCGI Membership.

2 FUNCTIONS OF A COMMITTEE

- a. The CEO shall prepare draft Terms of Reference for all Committees and through the Chair or Convener of the Committee consult with the Committee before deciding on the final version of the Terms of Reference of the Committee.
- b. The Committee shall then decide on its own strategy and work plan. Committee strategies and work plans need to be reviewed by and agreed to by the CEO.
- c. All CCGI members of committees are volunteers. Volunteers do not receive professional fees. They do receive financial and technical support financed by CCGI in accordance with the CEO's budget.
- d. Committees as a whole and their individual members are held accountable, through the Chair of the Committee, for accomplishing the agreed to results within the agreed to time and with the agreed resources.
- e. Committees, through the Chair of the Committee, report to the CEO in timely manner, at least in accordance with the agreed to time frames, but not less than quarterly on work accomplished and on challenges and risks faced or anticipated.
- f. Committees decide how they organize themselves, what sub-committees or Working Groups they create, if they coopt other, non-voting, members of the Institute or from outside of the Institute to accomplish their work. The decision of the Committee of what members to coopt needs to be reviewed and agreed to by the CEO.

- g.** In the event that a project goes beyond the anticipated scope of the Committee, or requires resources beyond originally budgeted, the project shall be discussed with the Chief Executive and approval obtained prior to the project being undertaken.

3 COMMITTEE MEMBERSHIP

Membership on CCGI Committees is open to all CCGI members in good standing.

3.1 Selection of Members

Committee members shall be invited by the Chief Executive Officer or Committee Chair, or selected based on the application process open to all members of the Institute. Where applications for Committee positions are accepted, the application shall be considered at the Committee meeting immediately following receipt of the application.

Selection of Committee Members will be based on their technical ability and / or experience in a particular area, their existing commitments and overall availability to act effectively and contribute to the objectives of the Committee and CCGI.

3.2 Structure of Committees

Each Committee shall comprise a minimum of three (3) members. Effort should be taken to include multiple viewpoints and different skill sets necessary to achieve the objectives of the Committee. All Committees shall decide on Committee Chairperson to serve for a period up to one (1) year, subject to renewal. In building a committee, the CEO may designate a person to be the “interim Chairperson”. Once the committee is constituted, the members of the committee shall decide on roles within the committee, including Chair and Vice-Chair.

3.3 Change in Employment Status and Organizational Members

Committee members who lose their membership status for whatever reason, including, for example, due to termination of employment with the organizational member company with whom their membership was originally granted, will be required to resign and inform the Committee Chair. If the individual subsequently re-establishes their membership with the CCGI as an individual member, or as part of another organization, members can request, through the Committee Chairman, to have on the Committee membership re-instated.

3.4 Non-Member Participation

Representatives of external stakeholder bodies, for example, related Government Agencies or stakeholders, who can make a meaningful contribution, may be recruited to serve as co-opted members on Committees for a specific period of time. Such participation shall be consistent with the Committee’s goals and objectives, and non-member participants must agree to abide by CCGI policies and procedures (including, but not limited to the Code of Conduct) during their tenure with the Committee. In no instances shall a non-member serve in a voting capacity or hold a leadership position on any Committee. Non-member participation should be limited to 25% of committee members.

4 DUTIES OF INDIVIDUAL COMMITTEE MEMBERS

Individual Committee members lend their time and energies to the CCGI with the understanding that volunteering is critical in the foundation for CCGI and that member involvement in the activities of CCGI are always *pro bono* in nature.

All Committee members shall:

- a.** Understand the objectives of the CCGI and abide by the Byelaws as well as any Policies or Guidelines which govern CCGI or its members.
- b.** Attend meetings regularly and diligently prepare beforehand. A minimum of 60% attendance is required in a 12-month period and no more than 3 consecutive meetings can be missed with prior approval of the Committee Chair.
- c.** Actively participate in the Committee work.
- d.** Assist in the planning and execution of Committees' events and projects, which includes, but is not limited to:
 - d.1. Preparing a strategy and annual work plan, including a budget
 - d.2. Preparing marketing plan
 - d.3. Assisting in obtaining sponsors
 - d.4. Assisting in marketing the event through their contacts
 - d.5. Generating and encouraging interest in other CCGI Members qualified to serve the CCGI in Committee roles.
 - d.6. Where knowledgeable of any funding opportunities (Local, Regional and International) specific to Committee Sector/work and recommend these to the CCGI.
- e.** Attend events hosted by the Committee, free of charge, once registration is completed at least one week before the date of the event. This cost must be incorporated into the committee's budget for the event.
- f.** Only serve on a maximum of two (2) Committees, unless otherwise approved to do so by the Chairmen of each Committee.

5 RESPONSIBILITY OF THE COMMITTEE CHAIR

For new Committees, the Chief Executive Officer shall appoint a member to act in the role of Committee Lead for a specified term, of no more than one (1) year, subject to renewal. For existing Committees, the Committee Lead shall be elected from amongst existing Committee members. Individuals may not serve as Committee Lead for more than one (1) Committee.

Committee Lead duties shall include, but not be limited to:

- a.** Sets the agenda and chairs all meetings efficiently, starting and ending on time, following the agreed agenda and encouraging input by all committee members.
- b.** Ensure that members receive complete and timely information about the items included in the agenda of the meetings.

- c. Sets tone for the committee work. Guides the process using good group discussion and decision making techniques.
- d. Leads the development of the strategy for the Committee, its budget, and annual work plan in a way that assures the integration of all resources within the committee and member agreement with the strategy, budget, and annual work plan.
- e. Is the primary contact for the CEO in reviewing, negotiating, and agreeing to the strategy, budget, and annual work plan
- f. Oversees the logistics of committee's operations. Works to maintain active interest and involvement of all committee members and recruits as needed for expansion of the committee.
- g. Approve the admission of Committee members, assist in the recruitment and onboarding of additional committee members.
- h. Prepares timely reports summarizing activities of the Committee for submission to the Chief Executive Officer. Deadlines for submission of the report will be established based on the Terms of Reference of the Committee and in conjunction with the Chief Executive. .
- i. Prepares annual report for inclusion in the CCGI's printed Annual Report to be submitted no later than the 20th of January each calendar year.
- j. Works closely with the CEO of CCGI, and other relevant staff members.
- k. Initiates and leads the Committee's annual evaluation of work plan and members contributions referred to in point d. above.
- l. Secures funds to cover the cost of the virtual project assistant and other costs associated with the operations of the committee.

6 ROLE OF THE COMMITTEE PROJECT ASSISTANT

The CEO may assign a (Virtual) Project Assistant to support the Committee, in accordance with work plans and budgets agreed to with the Committee. Project Assistant duties shall include, but not be limited to:

- a. Arranging and attending meetings, record notes and prepare minutes
- b. Acting as a liaison between the CEO's office and the Committee. Ensuring that matters referred to a Committee, by other bodies, are included on the Committee's agenda (with the approval of the Committee Chair), and that the feedback from the Committee are communicated to the relevant bodies.
- c. Assist in the preparation of reports as required.
- d. Providing research as requested by the Committee to meet its objectives.
- e. Assisting in event coordination with the Committee or relevant sub-committee.
- f. Assisting in the preparation of relevant correspondence.
- g. Keeping track of meetings held and Committee Members attendance at meetings for each year.

- h.** Provide information to the Committee Chair on members who have missed two consecutive meetings.
- i.** Participates in discussions and acts as a resource for the Committee where CCGI staff knowledge, training or experience can be utilized in guiding the committee procedure.

The Project Assistant may be virtual – participating and supporting the committee through remote means only. Where there is no Project Assistant support or the required support is outside the ability of the Virtual Project Assistant, the Committee Chair will be responsible for ensuring that the duties listed in this section are executed by, for example, assigning different roles, including that of a secretary, from among the committee members.

7 COMMITTEE OPERATIONS

7.1 Committee Member Terms

Committee members have no term limit and may continue to serve as long as they comply with these Rules and Guidelines. Term for Committee Chairs shall be no more than one (1) year. Leads may serve a maximum of three (3) consecutive terms. However, in the event that no one else is willing to take the role of Committee Chair they can continue in the position as long as voting takes place. After at least one year break from a Chair role, a former Chair may nominate themselves again for the post.

7.2 Quorum

A quorum shall be present in order for any Committee decisions to be made. A quorum shall be the nearest whole number over half of the number of committee members.

7.3 Nominations

Nominations for Committee Chairs and Vice Chairs should be submitted via request for nomination papers sent out to Committee members.

7.4 Voting

Voting by Committees may be done by a show of hands or by secret ballot or by prior written notice if unable to attend the meeting. If there is only one candidate for a vacancy, that candidate will be deemed elected.

7.5 Proxy voting

Proxy voting is not allowed.

7.6 Member Discharge

Members would be requested to resign from a Committee by the Chief Executive, upon recommendation of the Committee Chair, if in violation of any of the Policies for the Working Committees or for any other unacceptable violation of CCGI policies.

7.7 Public Statements

All public statements from a Committee shall be vetted and released through the CCGI. No Committee or member of a Committee may make public statements on behalf of the Committee or the CCGI without express approval in writing from the CCGI. CCGI's Board Policy Manual, media relations, and other relevant policies are binding for committees.

7.8 Contracts/Agreements

All MOUs/Contracts/Agreements must be sent to the Chief Executive, who may, as required, present to the Board of Directors, for review and approval.

7.9 Expenditure

No Committee member has the authority to legally bind the CCGI without first obtaining written approval of the CEO.

7.10 Committee Merger or Discharge

Committees may be merged or discharged by the CEO. This may occur if the purpose of the Committee would be better served by merging Committees or if considered no longer relevant to the mission and strategic objectives of the CCGI.

7.11 Support from CCGI

The CCGI CEO shall attend Committee meetings at least once a quarter to provide guidance, support and contribute to the Committee's deliberations. Committee Leads may be invited to present to the Board of Directors of the CCGI to discuss their plans, projects and major activities.

8 COMMITTEE PROJECTS & FINANCING

All projects/events should be planned by October of the preceding year and the budget revenue and expenditure submitted to the Chief Executive for inclusion in the CCGI's budget, which is approved by the Board of Directors.

- a. For major projects/conferences, the proposal/marketing plan and budget should be submitted to the Chief Executive at least nine (9) months in advance for approval by the CCGI Board.
- b. Other events: proposal/marketing plan and budget to be presented to the Chief Executive for approval at least three (3) months before the Event.

All surpluses from projects or events are part of the CCGI's revenues. The proceeds from events are a source of income for the CCGI to enable it to provide services to its members and Committees. A Statement of Accounts for events must be submitted to the Chief Executive at most one month after the event.

- a. CCGI is encouraging and supporting multi-year plans and budgets. All committees are encouraged to develop such plans and these should include specific provision for targeted surplus generation, which constitutes fund raising for CCGI, operating expenditures for committees. . The project must be clearly identified and funds can only be used for that identified project in accordance with the work plan.
- b. Sponsorship funds received for particular projects are allocated specifically to that project and may not be used for any other purpose, unless the funds become surplus to the project financing required. In such a case, the Chief Executive Officer, and if necessary with the consent of the sponsor, may give approval for the funds to be allocated to another project.