**TOR Teleconference 4th September 2015 Draft Minutes**

**Attendees**: Donna Bliss, Jaqueline Cahill, Katherine Moore, Giovanni Mosiello

**Apologies**: Nucelio Lemos

**Also in Attendance**: Jenny Ellis

**Agenda**

1. **General discussion regarding the committee- Key deliverables, timeline, report etc.**  
     
   KM outlined the background for striking the committee- 1) inconsistencies in TOR between ICS committees 2) lack of guidance on qualifications nominees for Chair positions

TheIssue was raised by the Scientific Committee who argued that someone in a chair position should have experience within that committee. The Board acted on this issues and the *ad hoc* committee is intended to advise the Board on how TOR can be linked to the bylaws and how the nomination process for Chairs can be strengthened. It is important we tighten the governance of the committees and bylaws.

Points raised:

1. Experience: DB and GM agree with JC, need recent experience on the committee to understand and take forward the committee projects and plans. Recent experience, timeframe defined, should be included in TOR.
2. An exception is no one eligible applies to be the Chair – how then does a committee proceed? Do the Trustees appoint someone?
3. Who should vote for Chairs: JC I wonder whether it’s the ICS membership who vote on chairs, would it not be better for the committee members to vote on it. Committee members know what the best chair would be. KM good point, will come back to that.
4. Committee member appointments: DB how committee members how they are appointed- is the status quo satisfactory? Do we need to review? Previously friends invited, closed groups, now more open. Closed system lends itself to bias- something to consider in future. DB I have mixed feelings about it, to have a functioning committee needs to be a group of people that they can work with. If you have a disruptive committee member it can affect the whole committee. Sometimes by appointment it can ensure it’s a group that is cohesive. Need some criteria on how to decide whether someone should be asked to leave. JE advised on bylaws. KM agrees that needs to be clearer.

GM thinks that no common criteria for committee member selection and may need to be different for different committees. JE advised if it’s defined in bylaws then difficult to change.

KM: One suggestion was that membership vote for committee members but with the large number of ICS committees, lack of knowledge about the committee and its roles, and voter fatigue, this would likely not work. There are pros and cons of this – for example the scientific committee people are elected but this is a very focussed committee (as is Education) and represents the whole of ICS rather than a discipline. The principles of the chair position could be across the Board, your role is to review this and make a recommendation to the Board. DB agree with Jenny, could be difficult if defined in bylaws, would need to stand test of time. So we could have more general in bylaws, so the committees would define annually. KM thinking about who should determine the Chair or is it the committee? JC that goes for all committees? KM yes DB & JC agrees should be decided by committee. KM confirmed the new chair position on Scientific Committee background.

KM not criteria for GS, JC can we address that? KM yes but your mandate is to review the issue at hand which is committee chairs, committee members and then more broadly at GS. DB nursing want new/younger people involved, will have small pool of people. So committees open but chairs have experience. Don’t know if other people feel the same way? JC agrees. GM I think it would be useful to define criteria in TOR.

KM one of the jobs is to appoint a Chair, Nucelio initially was considered due to background but he was unable to make this call and I suggest one of the 3 of you.. DB on sabbatical, GM would prefer not to; JC? JC how much time commitment? Need to wrap it up by 24th September, so short term. JC I am keen, but I am travelling a lot, but yes I will do it! KM 4 points that have come from discussion:

1. Chair definition- DB & JC. KM to send some background to them as basis.
2. Definition of Committee member- GM.
3. All to review process- recommend changes. To be included in report.
4. JE to set up another call- around 24th September.

5. Nucelio (post conference call) will review whether the Chair should be elected by the committee or the membership. Would this apply to all committees or are there exceptions such as the Scientific and Education committees which represent the broader interests of the ICS members?

Definition= description/criteria on what they should be/have.

KM will help as Board liaison. JE will provide support for information.

Call Ends

**Agenda**

**Attendees**: Nucelio Lemos, Donna Bliss, Jaqueline Cahill, Katherine Moore

**Also in Attendance**: Jenny Ellis

**Agenda**

1. General discussion regarding the committee- Key deliverables, timeline, report etc.
2. Discuss the differences between the Committee Chair definitions on the TOR for each committee
3. Discuss the current TOR process- how to streamline going forward
4. Assign tasks to committee members
5. AOB

**Information for the call.**

As previously provided please see the below deliverables, composition and procedure:

**Key deliverables:**

1. Recommendations for a transparent, efficient and strategically aligned process for reviewing, updating and approving committee terms of reference.

2. Recommendations for qualifications and experience of committee chairpersons.

3. Consensus on the process for nomination and selection of committee members.

**Composition:**

The working group will consist of four chairs (maximum) and a Trustee. The members will be:

• Nucelio Lemos

• Jacky Cahill

• Donna Bliss

• Giovanni Mosiello

Katherine Moore will be the Board representative on the Committee.

**Procedure:**

1. ICS office:

a. provide each Ad Hoc member with all committee TOR

b. will facilitate any document preparation

c. set up any meetings requested by the ad hoc ctm.

d. set up a Forum discussion as requested.

2. AD hoc Committee members:

a. Select a Chair of the ad hoc committee

b. Compare the 11 committee TOR for consistency

i. Number of members

ii. Qualifications of Chairs

iii. Selection of Ctm members

iv. Review the TOR for consistency in addressing the goals of the ICS Strategic Plan

3. Trustee assigned to ad hoc committee:

a. Assists with questions, background information, liaison with ICS office

b. Reminds Chairs of Strategic Plan goals (as needed)

c. Facilitates rather than a voting member

d. Assists with report preparation for Board

All ICS committees must have a terms of reference document. The TOR standard format describes:

• The mission and background to the committee

• Functions (key duties)

• Composition

• Meetings (number of each year)

• Quorum

• Minutes

• Reporting and roles

The committee will be required to produce a report on their proposed changes, to the TOR process, by the Montreal meeting. The report deadline is therefore Thursday 24th September (the report will be discussed at the Board meeting at ICS 2015 Montreal on 5 October.) I have therefore drafted the below rough timeline for the Committee to use as a guide:

**Timeline**

• Committee Chairs to confirm their position on the Committee

• Office to create the TOR Committee on website

• Call to take place within the next 2 weeks to discuss the role of the committee, actions required and delegation of tasks (by 27th August)

• Committee Chairs to vote on TOR Chair position

• Call on/around 17th September to finalise the report details

• Report due 24th September

• Meeting in Montreal?

The Committee Chairs information from each committees TOR is available on the TOR forum here: <http://www.ics.org/Documents/Documents.aspx?DocumentID=3081>

**Current TOR procedure**

1. All committees review their TOR at the annual meeting. Any changes need to be agreed by the committee and confirmed to the office.
2. Once the Chair has confirmed the updates to the office the final document is saved ready to go to the Board representative to sign off (currently Katherine.)
3. Once we have a few TOR to review the office emails these to Katherine to review and sign off, on behalf of the Board. Katherine reviews the TOR to check that none of the changes contradict the ICS Bylaws.
4. Once Katherine has signed off the TOR they go to the Board, as a whole, to sign off. If this is before the January meeting then it will be discussed at this meeting, if not they are reviewed on the Board forum.
5. Once the Board have signed off the TOR the office updates its files, notifies the Committee Chair and updates the TOR folder on the [website](http://www.ics.org/Documents/Documents.aspx?FolderID=135).

As the above should hopefully highlight this is a lengthy process to follow and it can take months for the TOR to be finalised by the Board. Also as we don’t have any deadlines for the updated TOR to be confirmed by, some committees can take months to finalise what changes they would like. It is not uncommon for the Committee to finalise their TOR a few months before the next meeting- when the process starts all over again! We therefore need to review this process and implement changes to clarify and streamline the process.