
Terms of Reference of the Executive Oversight Committee (EOC)

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Subject to byelaw 60, the following terms of reference shall apply to EOC:

1. Membership

Membership of the (Committee) shall consist of:

- The President,
- Up to three Vice-Presidents
- Immediate Past President,
- The Chair of the Professional Standards Committee (PSC)

The President shall chair all meetings of the (Committee) except where a conflict of interest may occur. In such cases, the (Committee) will nominate one of the other members of the Committee to chair the meeting during the absence of the President.

At no time, shall membership of the (Committee) comprise more than two (2) elected members from one division. Where this occurs, one of that division's members (not the President must withdraw from the (Committee). The Council will then appoint a replacement from amongst its members to ensure the composition of the (Committee) is maintained in accordance with these Terms of Reference.

Arrangements for chairing meetings of the Committee will be governed by byelaw 60.

The Director-General and the Institute Secretary are entitled to attend meetings of the Committee (in accordance with Byelaw 71.3) without voting rights.

2. Secretary

Secretariat services will be provided by the Institute Secretary.

3. Quorum

The quorum of the Committee at any meeting shall comprise not less than half of the membership of the Committee: Provided always that there shall only be a quorum if members from not less than three divisions of the Institute are participating in the meeting. If the total number of members of the Committee is not an even number, then the quorum is the number nearest to but above one half of the members.

A duly convened meeting of the Committee at which the quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4. Frequency of meetings

The Committee shall meet bi-monthly or as required and at least once between meetings of the Council. Meetings can be by electronic means. Decisions can be made by the Committee by unanimous circular resolution.

5. Notice of meetings

Meetings of the Committee shall be called by or on behalf of the Institute Secretary at the request of its members and, unless otherwise agreed, the notice, agenda and papers shall be forwarded no later than five working days before the meeting.

6. Minutes of meetings

The Institute Secretary, or an alternative, will minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.

Chair approved draft minutes of Committee meetings shall be circulated to Committee members within 10 business days following the meeting date.

7. Duties

- Support the DG in the development of CGI Global's long-term strategy and business plan approval by Council.
- Advise on and work with the DG to implement the strategy at a practical level between council meetings.
- Monitor CGI-Global's risk management and internal control frameworks and periodically review their appropriateness and effectiveness. This includes to:
 - Review, at least annually, the risk register, and report on any material changes to the risk profile.
 - Make recommendations to the Council for risk mitigation.
 - Maintain and monitor a Risk Register
 - Provide a report at all council meetings.
- Ensure the integrity of financial accounting and reporting, including annual budgets, quarterly reports, financial reserves, and related policies for Council approval.
- Make recommendations to the Council for the remuneration of the DG, IS and PSC Chair
- Monitor the performance of the DG, IS and committee chairs with key performance measures against the agreed strategy, annual business plan and budget.
- Establish and annually review a succession plan for the DG, IS and committee Chairs.
- Develop a process for the review of the effectiveness of the Council, Committees, and Individual Council Members to be conducted once every two years, including periodic external review.
- Perform other duties as are necessary to further the Committee's purpose, or as the Council may from time to time assign to it.

8. Reporting responsibilities

The Committee shall regularly provide a full report, including details of financial and business performance against the strategy, annual business plan and budget to the Council.

EOC records, including terms of reference, policies, meeting agendas, and minutes and papers, are kept in a centralised online portal accessible by EOC and Council members.

9. Conflicts of interest

The Institute Secretary shall ensure a Conflicts of Interest register is maintained and updated at every meeting.

In line with the Conflicts of Interest Policy, Committee members must disclose all potential conflicts of interest arising through business or other relationships and notify the Chair of the Committee and the Institute Secretary as soon as they become aware of the interest or ought reasonably to have become aware of the interest.

Whenever a Committee Member has a business or other relationship relating to a matter to be discussed at a meeting, they must:

- declare an interest before discussion begins on the matter.
- withdraw from that part of the meeting unless expressly invited to remain.
- At the Chair's discretion, the member may:
 - Be asked to leave that part of the meeting.
 - Stay with no speaking rights.
 - Stay with a right to answer questions if needed.
 - not be counted in the quorum for that part of the meeting; and
- withdraw during the vote and have no vote on the matter.

The Institute Secretary shall cause these to be minuted accordingly.

10. Confidentiality

Committee deliberations are confidential, and committee members should always maintain the Committee's confidentiality. It is the expectation of the committee, and an obligation of each member, that such confidentiality be maintained.

11. Other matters

The Committee shall have access to sufficient resources to carry out its duties, including access to staff as reasonably required. Resources shall include an agreed provision to facilitate at least once a year a review of its own performance, constitution, and terms of reference to ensure it is operating effectively and recommend any changes it considers necessary to the Council for approval.

12. Authority

The Committee acts under delegated authority (detailed above) from the Council and may:

- Seek any information it reasonably requires from any division of the Institute to perform its duties.
- Obtain, at the institute's expense, outside legal or other professional advice on any matter within its terms of reference, subject to the available budgetary provision.