



INSTITUTE OF CHARTERED CORPORATE SECRETARIES OF SRI LANKA

Terms of Reference Policy for Subcommittees of the Board of Management of ICCSSL

1. Constitution

- (i) All Subcommittees (or committees) of the Institute of Chartered Corporate Secretaries of Sri Lanka (ICCSL or 'the Institute') :
 - a) Shall be constituted with a minimum of 4 members and a maximum of 6 members;
 - b) Shall include a minimum of two members from the current Board of Management (BOM);
 - c) Shall include at least one non-BOM member who is a Graduate, an Associate or a Fellow of the Institute and holds or has held a middle level management or senior position in a reputed corporate or institution for not less than two years;
- (ii) The Chairperson of each Committee shall be selected from the current BOM. This is to facilitate the understanding and communication of BOM's expectations to the Committee and to report to the BOM when called upon by the BOM during its meetings;
- (iii) The President and the Secretary of the Institute shall not be members of the Finance Committee and the Membership Affairs and Nomination Committee.

2. Meetings

- (i) The Committees shall meet at least once quarterly and meet online as and when required in the interim period to deliberate important proposals and effective decision making.
However, routine matters such as monthly expenditure approvals, exemptions approvals and Graduate/Associate/Fellow membership recommendations shall be carried out by circulation.
- (ii) The Chairperson of the Committees shall keep the President, Deputy President, Vice President, and Secretary of the Institute informed of all meetings convened by the respective Committees.

The President, DP, VP, Secretary may attend such meetings if they wish to attend or is/are invited to attend by the respective Chairperson.

The CEO may also be invited to meetings where information and his input is required.
- (iii) The quorum for the meetings shall be a minimum of two members.

(iv) Decisions of the Committee shall be by a majority in terms of the number of members present and where only two members are present, decisions shall be unanimous.

(v) The Chairman of a meeting shall be entitled to cast a second or casting vote in a responsible manner.

3. Reporting

Chairpersons of the respective Committees or a member designated as the Secretary to the respective committee shall conduct and record the proceedings of the meetings and circulate the summarized report of important discussions and decisions taken together with their recommendations to BOM at least four working days prior to the date of next meeting of the BOM to be tabled for discussion, approval, or decision of the BOM.

In the event the next meeting of the BOM is scheduled to be held within one week of the Committee meeting held, the report shall be forwarded to the Secretary of the BOM at least two working days prior to the date of the meeting of BOM.

4. General

(i) The Committees shall have in place a Terms of Reference (TOR) and Guidelines/Procedural document approved by the BOM.

(ii) The Chairperson of the Committee is responsible for ensuring that the objectives of the Committee as per the TOR and guidelines are fulfilled.

(iii) The Chairperson of the Committees shall delegate/entrust duties and responsibilities to the co-members to effectively carry out the objective of the Committee concerned. The Committee members shall give their fullest support to the Chairperson and coordinate with each other as well as the CEO to implement the decisions taken by the Committees and those proposals approved by the BOM and support/assist the CEO to take forward such work.

(iv) Members of the Committee shall update themselves with required knowledge and information on the Committee's subject area for effective contribution and support towards its objectives.

(v) The Governance Committee shall independently monitor the effectiveness of the Committees and evaluate the members' individual and collective contributions. The Chairpersons of each Committee shall give their unbiased assessment of each individual member to the Governance Committee to carry out the evaluation process.

(vi) Committee members who have served the Committees for at least one year and who have also been assessed as excellent contributors may be considered for nomination as members of the Board of Management.

5. Review and amendments to this Document

- (i) This policy shall be reviewed annually or, when required by the BOM to ensure its effectiveness. The Governance Committee and the Membership and Nomination Committee shall support the process and make its recommendations to the BOM.
- (ii) Any amendments to this policy shall be approved by the BOM.

6. Effective Date

This Policy is effective as of 11th September 2024, being the date on which it was approved by the BOM and will be applicable until such time it is reviewed and amended as per Section 5 above.

President

Secretary