



THE GOVERNANCE COMMITTEE OF THE IP FEDERATION
Terms of reference in the case (expected to be the norm) where the
president and the director under the articles are the same person

definitions

- 0.1. “articles” means the articles of the Federation.
- 0.2. “president” means the president under the articles, who is also the director under the articles.
- 0.3. “committee” means the “governance committee” under the articles.
- 0.4. “governance committee”, “governor”, “council”, “councillor”, and “secretary” have the meanings in the articles.
- 0.5. “chairman” has the meaning given in 1 below.

membership, meetings

1. The committee will consist of governors as follows:

- (a) as its chairman, a councillor other than the president;
- (b) the president *ex officio*;
- (c) up to five other councillors; and
- (d) optionally, one or two further other councillors,

provided that the number of governors under (c) and (d) shall be at least three.

On a vacancy becoming available, the chairman will be nominated by the current president and will serve subject to approval under articles 23.6 and 23.7 (by an ordinary resolution or by council and at the annual general meeting of the Federation). The chairman will nominate governors as specified under (c), who will serve subject to like approval. The president may nominate a chairman who is standing down, and the chairman may nominate a president who is standing down, as a governor under (d), who will serve subject to like approval.

Service in categories (a), (b), and (c) may not exceed 5 years in total, save that this limit shall not prevent any current president from serving as a governor *ex officio* and save that this limit shall not prevent a chairman from completing three years’ service in that capacity. Service under (d) may not exceed 1 year from the date of standing down.

- 1a. The quorum of a meeting of the committee shall be four governors. Decisions shall be taken by simple majority vote unless otherwise prescribed by council for a specific class of decision, with the chairman having a second or casting vote.

2. The committee will meet quarterly, with the meeting in two parts, the secretary attending only the first part. Additional meetings will be called if and when appropriate, including extraordinary meetings as contemplated in paragraph 5 below.

function

3. The committee will review the financial outturn to date and the forecast for the full year against the approved budget and against the president's current business plan for the Federation, which plan will cover lobbying activity, publications, events, marketing, website, etc.
4. The committee will review Federation resources such as investments, accommodation, secretariat, and consultants, including in the latter two cases contracted hours and rates of pay and other staff matters.
5. Except in unavoidable emergency, no material changes regarding resources will be made by the president, or proposed to council, unless the committee has first considered them, if necessary by an extraordinary meeting of the committee.
6. The president will submit the forthcoming year's Federation budget to review by the committee before he proposes it to council.
7. The chairman, and through him or her the committee, will have access to Federation records, to the bookkeeper (if any), and to the auditors (if any).
8. The committee will review any matters affecting the Federation as the chairman sees fit, or at the request of the president or of council.
9. The chairman shall invite nominations to be made for the presidency when a presidential retirement is imminent, and nominations made of any councillor (including of any governor) shall be governed by article 23.8.

reporting of the committee

10. The chairman will report to council, on behalf of him- or herself and the councillors specified under (c) of paragraph 1, independently of the president.
- 10a. The minutes of the committee shall be circulated to council, save for an Annex dealing specifically with individual persons.