



GOVERNANCE HANDBOOK

Committees & Task Forces

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Governance Process Policies

1) Governing Style

- All committees and sector task forces should have an Operational Plan which indicates and/or outlines specific tasks, action items and goals for the committee.
- The committee or task force shall utilize Medtech Canada's Operational Plan Template to ensure alignment with the Medtech Canada Strategic Plan.
- The Operational Plan requires annual review and approval by committee or task force members.
- Any committee or task force decisions which are outside of the approved committee's Plan require agreement, during a committee or task force meeting, by the majority of committee members in order to move forward.
- Any actions which are not aligned with Medtech Canada's Strategic Plan, must be brought forward to the Medtech Canada President & CEO and/or Medtech Canada's Board of Directors for review.
- On the rare occasion when a vote needs to be taken, members shall each be entitled to one vote per company.
- No response to a request or vote indicates that the committee member is in agreement with the specific proposal being addressed.
- Any matters which require escalation will be brought to the attention of Medtech Canada's President & CEO for decision/direction/input.

2) Committee Types

Medtech Canada has four types of committees:

- Core Committee (Procurement & Supply Chain and Regulatory Affairs)
- Regional committee (Federal, Ontario, Quebec and Western Canada)
- Functional Committee (Human Resources and Compliance)
- Sector Task Force (such as Digital Health)

3) Committee Structures

Committees may or may not use the following tools – Steering Committees, Sub-Committees, and Working Groups – to help support the work of the committee.

Steering Committee

- A Steering Committee can be established under an anchor committee to help guide the activities of the committee.
- A Steering Committee should be comprised of a sub-set of the members of the committee and its related Sub-committees.
- The Steering Committee plays a leadership role within the broader committee in an advisory capacity to help drive the activities of the committee.
- Roles & Responsibilities:
 - May provide insight into committee meeting agendas.
 - Develop and/or vet the draft operational plan for the committee.
 - Be available to attend stakeholder and/government meetings with the committee Lead.

- The number of people and duration of term on the Steering Committee shall be determined by the committee.
- Only one person per company may sit on a steering committee.

Sub-Committee(s) (for committees only)

- A Sub-Committee can be established under an anchor committee for a specific area of focus under that committee.
- Sub-Committees are permanent in nature (ongoing).

Working Groups

- Working Groups can be established at any time to complete a specific project and will end after the project is complete.
- *i.e. The Ontario Committee creates a “Ontario Budget Submission” working group that develops the draft budget submission from Medtech Canada. Once the project is complete, the working group is disbanded.*

4) Committee Membership

Representatives from companies which are Full Members or Emerging Medical Technology (EMT) company members can join Medtech Canada committees or sector task forces.

In general, Allied Members and Associate Members of Medtech Canada may be invited to participate on a committee at the discretion of the committee or sector task force. Please refer to the specific committee’s Terms of Reference for further particulars or exceptions.

Provincial Life Sciences organizations that have a Memorandum of Understanding (MOU) with Medtech Canada are invited to sit on the appropriate Regional Committee.

Committee membership shall be maintained/updated at all times and reviewed annually by Medtech Canada.

5) Role of Committees

The role of the committees is to execute their respective operational plans in alignment with Medtech Canada’s strategic objectives.

Committee Members will:

- a) Take action on agenda items and accomplishing tasks, where appropriate
- b) Make decisions and recommendations as a collective group and holding joint responsibility
- c) Serve as subject matter experts and support the Medtech Canada Lead in advocacy efforts as applicable
- d) Support the action and efforts of the overall committee.
- e) Promote the advancement of the medtech sector within the scope of the committee.
- f) Work collaboratively within the committees/sector task forces and with the members.
- g) Support, collaborate and/or complete actions as applicable with or on behalf of other

committees on certain joint actions as applicable and appropriate.

6) Role of Task Forces

On an annual basis, Sector Task Forces are encouraged to align their Operational Plans with the Medtech Canada Strategic Objectives:

1. Assess whether the Sector Task Force should continue, based on whether there are **sector specific** projects and initiatives that have value working on as a group.
 2. Develop and agree on an Operational Plan for the Sector Task Force that is specific to the sector and ensure there is no duplication of work across other Medtech Canada Committees (i.e.: broader supply chain & procurement initiatives that impact all sectors and are not sector specific, etc.).
 3. Do an analysis of the resources needed to fulfil the objectives of the Operational Plan.
Possible options:
 - a. Light secretariat support from Medtech Canada (booking meetings, taking minutes – Task Force Chairs and Members to plan agendas, Chair meetings, drive workflow in between meetings)
 - b. Secretariat and Sector Task Force Lead support from Medtech Canada (booking meetings, taking minutes, planning agendas, supporting the Chair at meetings, driving workflow in between meetings for member led activities)
 - c. Full consultancy/special projects support and secretariat support (booking meetings, taking minutes, planning agendas, supporting the Chair at meeting, driving the agenda, driving workflow in between meetings for consultancy led activities, etc.).
Some examples of full consultancy/special projects support are:
 - i. Sector related government relations or public relations campaigns
 - ii. Sector stakeholder relations/engagement campaigns and events
 - iii. Market Data
 4. **For 3 a.** – the Sector Task Force should work with Medtech Canada to allocate appropriate resources to the Sector Task Force and/or determine if the Task Force should be instead a working group of an existing committee (i.e.: a regional committee)
 5. **For 3 b.** – the Sector Task Force should consult with Medtech Canada to ensure appropriate resources are available, and/or to determine if Sector Task Force participants need to allocate a small amount of funds to the Sector Task Force (per Sector Task Force Member)
 6. **For 3 c.** – the Sector Task Force should work with their consultant(s) of choice to get a quote for the project, and the work with Medtech Canada to survey the Sector Task Force members to determine the cost per company/member for the project and which companies will be participating.
- In cases where Sector Task Force members contribute funds for a pre-determined project, decisions which affect the funds contributed by committee members must obtain consensus from committee members who contributed funds (only one vote per member company).
 - Decisions which result in the need for additional funds from Medtech Canada, require approval from the Medtech Canada President & CEO.

7) Communication

Meeting hold/invitations will be sent via an Outlook calendar invitation as soon as a date is determined. Meeting requests to be updated regularly (adding new committee members and removing non-renewals/ no longer with company etc.).

Meeting packages will be sent via email two weeks in advance of the meeting for committee/task force member review.

Meeting agendas and minutes will be issued on the standard Medtech Canada agenda and minutes templates.

Meeting minutes will be sent via email for review by all committee/task force members once reviewed by the Lead and Chair. Committees/sector task forces utilizing collaboration sites via Microsoft Teams/SharePoint will receive a link to the document that has been saved in the appropriate team/site.

Committee/sector task force communication will be sent via the Medtech Canada Secretariat/Administrative Support Staff Member.

8) Storage of Information

All files related to the committee/sector task force will be saved in the Medtech Canada cloud servers. Medtech Canada Leads may grant members access to the cloud servers should it be deemed appropriate and beneficial. In these cases, members should treat Medtech Canada files as confidential and should not distribute beyond appropriate use for committee needs.

9) Schedule of Meetings

- Most committee meetings will be scheduled quarterly.
- Task Force meetings should be quarterly but may be less or more depending on the extent of the task force's activities.
- Steering Committees may decide to meet bi-annually or quarterly.
- Exceptions are permitted as meetings will not be scheduled if there is no reason to meet.
- Ad-hoc meetings and/or working group meetings will be scheduled at the discretion of the committee/task force Lead/Chair.

10) Role of the Committee/Sector Task Force Chair/Co-Chairs/Vice Chair

For the purposes of good governance and/or succession planning, every committee or sector task force shall have either Co-Chairs or a Chair and a Vice-Chair.

In the below table the word “Chair” represents Co-Chairs and/or Vice-Chairs.

Terms of Reference	Committee/Sector Task Force Chair/Co-Chairs/Vice Chair
Purpose	The Role of the Chair/Co-Chair/Vice Chair is significant and requires occupants of the position to agree to set aside approximately one-half day per month for Medtech Canada-related work.
Accountability	<ul style="list-style-type: none"> a) The Chair is empowered to chair committee/task force meetings with the commonly accepted power of that position (e.g., ruling, recognizing). b) The Chair’s authority does not extend to interpreting policies, nor to setting directives and initiatives not directed by Medtech Canada. c) The Chair’s authority does not extend to supervising or directing the Lead. d) The Chair’s authority does not extend to making decisions of which is within the scope of the CEO and/or the Committee Lead.
Responsibilities	<ul style="list-style-type: none"> 1. The Chair ensures the committee/sector task force behaves consistently with its own rules and those legitimately imposed upon it from outside the organization. The role of the Chair is to manage the committee/task force, not the organization. Accordingly, <ul style="list-style-type: none"> a. The Chair shall ensure that the Medtech Canada Competition Act statement is read prior to committee meetings. b. The Chair shall keep discussions on track, periodically re-stating the issue and the goal of the discussion and ensure that the agenda items are flowing in a timely manner. c. The Chair shall seek consensus from committee/task force members. d. The Chair shall announce the results of actions taken and explain the follow-up to be taken and by whom. 2. The Chair serves as an ambassador for the committee/task force representing the committee/task force with stakeholders. 3. The Chair maintains direct contact with the Lead on behalf of the committee/task force and provides advice to the Lead. <ul style="list-style-type: none"> a. It is anticipated that the Chair will make themselves available for at least one hour per month to spend with the Lead discussing current issues and providing input/feedback.

	<ol style="list-style-type: none"> 4. The Chair reviews the committee/sector task force agenda for consistency with policies, practices and priorities of the committee/task force. 5. The Chair reviews the committee/task force meeting minutes. 6. The Chair reviews and supports compliance. 7. The Chair identifies general issues of concern (lack of communication, perceived value, etc.) 8. It is expected that the Chair will have support of their country manager/general manager or equivalent, and that there is an understanding that the role of a Chair must dedicate half a day each month to fulfill their responsibilities as Chair.
Term of Office	The Chair shall hold office for two years.
Staff Liaison	A staff lead will be appointed for each committee/task force.

To ensure continuity, the position of Chair will come up for re-election every 2 years.

- If the Chair wishes to remain and there are other candidates, an anonymous vote among the committee members will be taken. If there are no other candidates, then the Chair will be re-elected automatically.
- If the Chair decides to step down during their term, the Co-Chair or Vice-Chair will be asked to step up or a call for nominees will be sent out, and an anonymous vote among the committee members will be taken for a new Chair.
- Minimum requirements for Chair candidates: Have been a member of the committee for at least 1 year.

To ensure continuity, the position of Vice-Chair will come up for re-election every 2 years.

- If the Vice-Chair wishes to remain and there are other candidates, an anonymous vote among the committee members will be taken. If there are no other candidates, then the Vice-Chair will be re-elected automatically.
- If the Vice-Chair decides to step down during their term, the Co-Chair or Vice-Chair will be asked to step up or a call for nominees will be sent out, and an anonymous vote among the committee members will be taken for a new Vice-Chair.
- Minimum requirements for Vice-Chair candidates: Have been a member of the committee for at least 1 year.

For more detail about the election/re-election procedure, click [here](#).

11) Role of the Committee Lead

Terms of Reference	Committee Lead
Purpose	The Committee Lead acts as a resource to the Chair and the committee/sector task force.
Accountability	The Committee Lead will provide input and awareness of policies/processes, historical perspective, continuity and support to the Chair and committee/sector task force. The Committee Lead is to ensure that all committee activities ultimately align with Medtech Canada's strategic objectives.
Responsibilities	<ol style="list-style-type: none"> 1. Support Committee/Sector Task Force Chair in their role. 2. Draft meeting agenda with the Chair. 3. Attend all meetings. 4. Review draft minutes. 5. Facilitate discussions with the Chair. 6. Provide counsel/advise on issues and processes. 7. Recruit new members for committee/sector task force with support from committee/task force. 8. Enforce Medtech Canada Competition Act Policy with the Chair. 9. Ensure Operational Plan is developed, by the committee, and is aligned with the Medtech Canada Strategic Plan. 10. Ensure all member and committee communications flow through Medtech Canada (via the Administrative Support for the committee). 11. Ensure committee/task force action items are being followed up on in between meetings. 12. Lead, with the Chair, all advocacy efforts including and not limited to, participation in consultations, stakeholder and government engagement, work with members to identify and address industry challenges/issues. 13. FOR SECTOR TASK FORCES: facilitate the annual review process and then meet with the Medtech Canada President & CEO to determine next steps on an annual basis.

12) Role of the Committee/Task Force Members

Terms of Reference	Committee/Task Force Members
Purpose	Committee/Task Force members are the content experts from their respective organizations and bring forward focused and relevant comments to facilitate the efficiency and effectiveness of the committee.
Accountability	Committee/Task Force members are encouraged to read the pre-meeting materials before attending meetings to ensure robust discussions.
Responsibilities	<ul style="list-style-type: none"> • Attend committee/task force meetings and voice objective opinions on issues. • Pay attention to association and/or market activities that affect or are affected by the committee or task force's work. • Support the efforts of the committee or task force chair and carry out individual assignments. • Work as part of the committee/sector task force and staff team to ensure that the committee or sector task force's work and recommendations are in keeping with the general association mission and goal. • Committee/Sector Task Force members are to indicate their attendance to the Administrative Support by accepting or declining applicable meeting requests. • Medtech Canada members, regardless of membership type, are responsible for contacting the appropriate Medtech Canada Committee/Sector Task Force Administrator to advise of changes to committee/task force membership (i.e., addition of a representative to the committee or task force, change from one representative to another, removal from the group etc.).
Term	Members may remain on the committee for as long as their organization remains a member of Medtech Canada. In the event of termination of employment or organizational restructuring, Medtech Canada's President & CEO may offer the individual member an "Honourary Membership" valid for 1 year. The "Honourary Membership" is based on the discretion of the President & CEO and reviewed on a case-by-case basis.

13) Role of the Committee Coordinator

Terms of Reference	Committee Coordinator
Purpose	Act as liaison between Lead and Admin Support to ease the workload.
Accountability	Take primary responsibility for completing and managing committee projects, including but not limited to, submissions, position papers, administrative duties.
Responsibilities	<ul style="list-style-type: none"> • Project Management • Main tech operator during meetings • Assist Lead/Chair in drafting meeting agenda. • Assist Lead/Chair with committee/sector task force action items & ensure action items are being carried out in a timely manner. • Ensure that Lead/Chair and Administrative Support are following the appropriate timelines as referenced in the timeline guidance. • Track special requests sent to committee/sector task force. • Ensure meeting dates are set (entire year, if possible) • Facilitate time-sensitive working groups that emerge from Committees/Sector Task Forces.

14) Role of the Admin Support

Terms of Reference	Administrative Support
Purpose	Provide valuable clerical and administrative services, allowing work processes to operate seamlessly and for decision makers to focus on value-adding tasks and responsibilities.
Accountability	<ul style="list-style-type: none"> • Ensure pre-meeting materials are circulated to the Committee/Sector Task Force 1-2 weeks prior to the meeting. • Ensure actionable items from meetings are shared with the Lead, Coordinator (if applicable) and Chair(s) within 1 week after the meeting. • Meeting minutes should be provided to the Lead for review within 4 weeks after the meeting.
Responsibilities	<ul style="list-style-type: none"> • Back up tech support • Keep committee/task force membership list current. • Poll for meeting dates when required. • Send meeting requests via Outlook Calendar to all committee/sector task force members & manage responses. • Format meeting agenda and supporting documents, once approved by Lead/Chair and send to committee/sector task force members. • Take meeting minutes and send to Lead for review prior to sending to Chair, once approved send to committee/sector task force members. • Send communication to committee/task force members as directed. • Assist with Action items as directed.

15) Conflict of Interest and Ethics

Members, staff, and volunteers must represent loyalty free of conflict of interests of the ownership (members). This accountability supersedes any conflicting loyalty such as to advocacy or interest groups and membership on other committees/organizations. This accountability also supersedes the personal interest of any member acting as an individual consumer of the organization's services. Members, staff and volunteers must also avoid conflict of interest concerning their fiduciary responsibility. Accordingly,

1. There must be no direct or indirect self-dealing or any conduct of private business or personal services between any member, staff member or volunteer and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
 - a) Members, staff, and volunteers must refrain from using their positions to obtain for themselves, family members or close associates' employment within the organization.
 - b) Should a member be considered for employment, they must withdraw from deliberation, voting and access to applicable information. Should a member obtain employment with the organization, they shall immediately resign their position.
2. In the case of consultants, they must disclose at the beginning of meetings whether they are representing a client or themselves.

Procedure for Declaring Conflict and Disclosure

- c) At the start of every meeting, the Chair will ask for disclosure of conflict of interest on any topics on the agenda.
- d) A member must identify a conflict and then recuse themselves from any issues for which a conflict of interest is perceived or identified.
- e) Members may not attempt to exercise individual authority over the organization (CEO and staff members) except as explicitly set forth in Board policies.
 - i. Members' interaction with the CEO or staff must recognize the lack of authority in any individual member or group of members except as noted above.
 - ii. When a member is delegated to act on behalf of the committee/task force, their interaction with the public, media or other entities must only reflect what is consistent with and outlined in Board policies.
 - iii. Members will make no judgments of the CEO or staff performance except as that performance is assessed against explicit Board policies by the official process.
- f) Members are to treat information deemed by the organization as confidential.

16) Committee/Task Force Performance Expectations & Meeting Process

Medtech Canada acknowledges the important role committees/task forces play and is committed to respecting and valuing the commitment required by members.

With these thoughts in mind, and the knowledge that poor performance left unaddressed will lead to additional poor performance, members agree to the following:

At meetings, the Chair will:

- Start the meeting on time (or as soon as quorum is present) and end the meeting on time.
- Control the meeting, and respond to the following unacceptable behaviours: repetition, side conversations, nit-picking, interrupting, and straying off topic.
- Endeavour to encourage and invite opinions, imagination and innovation while respecting the agenda and timeframe of meeting, inviting all to speak and contribute.
- Take action to ensure discussions come to an appropriate conclusion (i.e., identify consensus, seek motions, etc.).

At meetings, members will:

- Arrive on time and prepared (having read and understood the meeting package prior to arrival) and be prepared to discuss and comment on the issues.
- Contribute at the meeting rather than afterwards (i.e., hallway chatter, parking lot meetings).
- Practice active listening and respect those making presentations.
- Constructively participate.

At all times:

- Members will strive to attend regularly scheduled Committee/Task Force meetings and honour all commitments they make to the Committee/Task Force. If a committee/task force member has not attended any meetings in one calendar year, they will be removed from the committee/task force list. This process will be managed by Medtech Canada.
- Members will be engaged and attentive to the business of the Committee/Task Force.
- Members will act in the interest of the Association and support the decisions of the Committee/Task Force regardless of how the member may have voted.
- The Committee/Task Force will not call meetings unless there is a demonstrated need.
- Advocate on behalf of the industry as required and in alignment with Medtech Canada policies and positions.

17) Governance & Monitoring

Committees/Task Forces will review the governance handbook and Terms of Reference every 2 years.