

Governance Policy of the Combustion Institute

This Governance Policy is intended to help institutionalize effective governance practices for The Combustion Institute. The Policy is to provide general oversight for the perpetuation of good governance practices. In the event of a conflict between this policy and the By-Laws, the By-Laws take precedence.

The governance responsibilities of The Combustion Institute are handled through the Executive Committee, the Secretary and Executive Administrator, and the Nominating Committee. This Governance Policy describes the principles and practices that the Combustion Institute Board of Directors will follow in carrying out its duties and responsibilities. This Governance Policy supplements The Combustion Institute By-Laws. [\[Link to the By-Laws\]](#)

Executive Committee

The Executive Committee's primary responsibility is to provide Board leadership and as noted in the By-Laws, "the Executive Committee shall possess and may exercise all the powers of the Board of Directors in the management and direction of the business and affairs of the Institute."

The Executive Committee reviews and updates The Combustion Institute long-term strategic plan, approves CI activities and operating budgets for its activities, and provides general oversight of the management of CI risks. The Executive Committee also has the responsibility of seeing to it that the CI governance practices remain up-to-date and relevant to the mission of the Institute, and that procedures are in place for self-evaluation of Board activities, for the evaluation of decisions, and for facilitating change in Board practices and operations when change is needed.

Specific responsibilities. The Executive Committee's responsibilities include, but are not limited to, the following:

a. Long-term strategic plan:

The Executive Committee shall maintain a long-term strategic plan that lays the framework for how the CI intends to realize its vision and meet its objectives. Before assuming the role of President, the Vice President (President-elect) shall propose to the Board of Directors a three-to-five year strategic plan that includes a budget. After Board approval of the strategic plan, the Executive Committee has the primary responsibility for implementing it, including review of and changes to the budget and capital plan. Major changes will require Board approval.

b. Initiation of new activities aligned with the long-term strategic plan:

The Executive Committee shall propose new initiatives to the Board and if approved, provide a path towards their realization. It is the responsibility of the Executive Committee to approve budgets for activities sanctioned by the Board.

c. Appraisal and modification of the strategic plan:

The Executive Committee shall review the long-term strategic plan annually and

update it as deemed necessary based on Board assessments.

d. Committee purpose and responsibilities:

The Board of Directors has two standing committees, as identified in The Combustion Institute By-Laws, the Executive Committee and the Finance Committee. The purpose and responsibilities of these committees are set forth in the By-Laws. There are also committees associated with the international symposia (Site and Awards Committees), committees associated with selecting new Board members (Nominating and Tellers Committees), and committees associated with specific Board activities (Publications, ICISS, Industrial Relations, and Media Outreach Committees). Under the direction of the President, the Executive Committee may create ad hoc committees (*e.g.*, By-Laws, Nominations Policy, and Program Advisory Committees), as deemed appropriate, to help carry out CI activities. It is the responsibility of the Executive Committee to approve the purpose and responsibilities of each ad hoc committee formed.

It is the responsibility of the Executive Committee to approve chairpersons for all CI committees, upon consideration of candidates nominated by the President. The chairmanships of committees shall be rotated periodically.

Committee chairpersons shall determine the schedule for its meetings with input from the CI President. Committee chairpersons will determine the agendas for the committee meetings, taking into account recommendations from the President. Each committee chairperson (or designee) shall provide a report on the committee's deliberations to the Executive Committee, when requested by the President.

e. Board self-evaluations, self-assessments and development:

The Executive Committee shall conduct evaluations of the performance of the Board, identifying Board strengths and weaknesses and assessing the effectiveness of Board initiatives. It is the responsibility of the Executive Committee to explore ways of improving Board effectiveness and to approve budgets for Board development activities.

f. Performance of Board members:

The Executive Committee shall evaluate the performance of Board members in efforts to ensure that the Board is performing at its potential. Members of the Board of Directors are expected (i) to have regular attendance at Board meetings, (ii) to stay informed and provide advice to the President about CI business, (iii) to participate on CI committees, as requested by the President, (iv) to regularly attend the international combustion symposia, and (v) to comply with, as applicable, any CI guidelines and procedures, this Governance Policy, and the CI By-Laws.

g. The international symposia:

The Executive Committee shall initiate timely planning for the biennial international symposia, considering the activities of the Site Committee, the Preferred Professional Conference Organizer (PPCO) and the Local Host Team (LHT). It is the responsibility of the Executive Administrator to work with the PPCO and LHT, and of the Executive Committee to monitor Symposium-related budgetary issues.

h. Risk management and oversight:

The Executive Committee shall have general oversight of the management of the Combustion Institute's risks. As appropriate, the Executive Committee shall consider risks, among other factors, in reviewing the CI long-term strategy, business plan, budgets, and major transactions.

Secretary and Executive Administrator

The duties of the Secretary of The Combustion Institute, with the support of the Executive Administrator, are described in the By-Laws of The Combustion Institute. The primary responsibilities of the Secretary and Executive Administrator are associated with keeping the minutes of all meetings of members and of the Board of Directors. The Executive Administrator also has the responsibility of managing The Combustion Institute Office.

Specific responsibilities. With respect to governance of the activities of the CI Board of Directors, the responsibilities of the Secretary and Executive Administrator include, but are not limited to, the following:

a. By-Laws dissemination:

The Secretary and Executive Administrator shall provide a copy of the CI By-Laws to newly elected Board members and encourage them to read the By-Laws so as to become aware of how the CI operates. The Secretary and Executive Administrator shall periodically prompt Board members to review the By-Laws by sending out reminders via e-mail.

b. Review of Board actions and minutes for possible By-Law violations:

The Secretary and Executive Administrator shall ensure that all actions of the Board are in accord with the CI By-Laws.

c. Maintenance of CI documents and committee reports:

The Secretary and Executive Administrator shall maintain copies of key CI documents and reports, documents needed for introducing/describing The Combustion Institute, and of committee reports. It is the responsibility of the Secretary and Executive Administrator to see to it that these documents and reports are made available to members of the Board of Directors, upon requests, and to CI members who state a specific, appropriate purpose for documents in a written request.

d. Maintenance of records of Board-member nominations history:

The Secretary and Executive Administrator shall maintain records of past Board members as well as records of individuals who have been nominated for the Board.

e. Maintenance of CI website:

The Secretary and Executive Administrator are responsible for information on the CI website and for keeping the website current.

f. Dissemination of this Governance Policy and CI By-Laws:

The Secretary and Executive Administrator shall provide copies of this Governance Policy to members of the Board of Directors. The By-Laws of The Combustion Institute shall also be provided. This Governance Policy and the CI By-Laws shall be posted on The Combustion Institute website.

g. Governance review and disclosure:

The Secretary and Executive Administrator shall review this Governance Policy no less than annually and shall recommend changes to the Executive Committee. Consideration will focus on whether principles and practices have been, and are likely to continue to be, effective in enabling the Board to fulfill its responsibilities.

h. Voting:

The Secretary and Executive Administrator shall oversee all instances of voting by members of the Board of Directors and by members-at-large.

With respect to the election of Board of Directors, the Secretary and Executive Administrator shall serve on the Tellers Committee. The Tellers Committee is responsible for providing the slate of nominees to the electronic voting company and emailing ballots to CI members by the deadline.

i. Orientation and training for new Board members:

The Secretary and Executive Administrator shall provide orientation and training for new Board members, making new members aware of the vision, goals, objectives, programs, and services of The Combustion Institute and how the Board operates.

Nominating Committee

As noted in the Combustion Institute By-Laws, the Nominating Committee is responsible for soliciting nominations and proposing a slate of candidates for election to the Board of Directors. The appointment of this committee and its operations and responsibilities are described in the Guidelines for the Nominating Committee of the Combustion Institute. [\[Link to the Guidelines\]](#)

Original date of adoption: 22 September 2015