

STANDARDS MANUAL COMMITTEE

Terms of Reference

1. INTRODUCTION

The Architectural Woodwork Manufacturers Association of Canada (“AWMAC”) has elected to form, and to undertake activities through, a Standards Manual Committee (“Committee”). This Terms of Reference (“TOR”) sets forth the terms and understanding of the Committee.

2. PURPOSE AND AUTHORITY

- 2.1. The purpose of the Committee is to assist AWMAC to successfully provide quality woodworking architectural standards (“AWMAC’s Standards”), including testing processes and procedures, to the woodworking industry in North America.
- 2.2. The Committee is wholly without any ability to legally bind either AWMAC, including any AWMAC volunteers, employees, and contractors, in any way, including but not limited to, entering into any contractual obligation, procuring or selling goods or services, hiring employees or retaining consultants, entering into partnerships or commercial arrangements of any kind with any person or business, incurring costs or making expenditures other than those approved in advance pursuant to this TOR, or borrowing or lending money on behalf of AWMAC or on its own behalf.
- 2.3. The Committee has no authority to set, implement, amend or publish AWMAC’s Standards or its policies and procedures independently unless otherwise directed by the AWMAC’s Executive Director (“ED”) for consideration and approval by AWMAC’s Board of Directors (“Board”) and/or the ED, as applicable.
- 2.4. Committee participants are subject to the requirements of AWMAC’s bylaws, policies, and procedures.

3. COMPOSITION AND APPOINTMENT

- 3.1. The Committee is classified as a Technical Committee of AWMAC and is a working advisory committee that makes recommendations regarding AWMAC’s Standards to the ED for consideration and approval by the Board and/or the ED, as applicable.
- 3.2. The Committee is composed of:
 - a) One (1) National Director who is a Director of the Board and is appointed by AWMAC’s ED.
 - The Director shall serve as the Committee Chair (“Chair”).
 - The Chair will be a voting participant.

- o The Chair will collaborate with the GIS Committee Chair regarding AWMAC Standards questions and concerns, when required.

b) Three (3) additional AWMAC **Manufacturing Members** in good standing, appointed by AWMAC's ED.

3.3. It is important to note that the Chair of the Committee does not necessarily mean that they are the Chair of the joint AWMAC and Woodwork Institute *North American Architectural Woodwork Standards* (NAAWS) *Committee* ("NAAWS Committee"). The Chair of the NAAWS Committee may be a member of Woodwork Institute in accordance to the NAAWS Committee Terms of Reference.

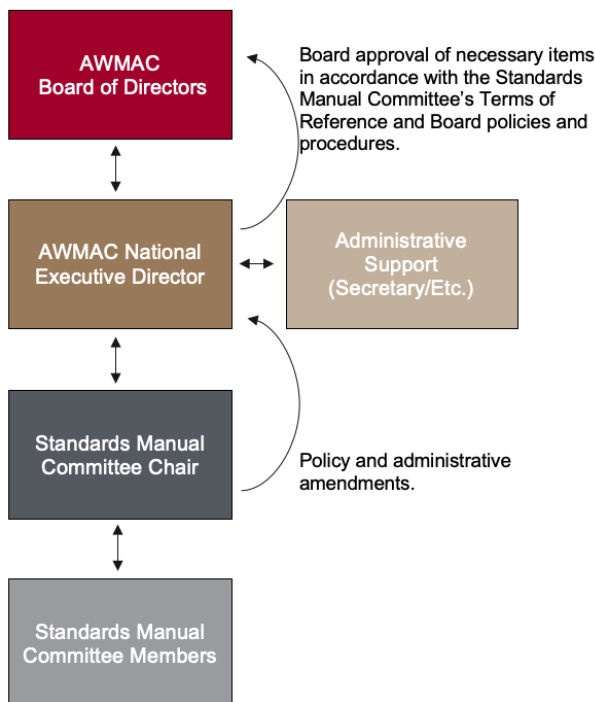
3.4. To assist with Committee succession, observers may be appointed to the Committee by the ED. The role and term of the observer(s) will be at the discretion of the ED.

3.5. The ED shall have the right to attend all Committee meetings in an ex-officio capacity.

3.6. The term of each Committee member shall be one year, and may be renewed annually.

3.7. The Committee's TOR will be reviewed and amended, as required, and approved by the Board.

3.8. The Committee's structure is shown in the chart below.





4. REPORTING AND ACCOUNTABILITY

- 4.1. The Committee is accountable to and reports to the ED on behalf of the Board.
- 4.2. The ED and/or the appointed National Director (“Director”) reports to the Board on behalf of the Committee as determined by the ED. Typically, the ED will report on policy and operational items and the Director will report on technical matters.
- 4.3. The ED will confirm what is a policy or procedure on behalf of, or in consultation with, the Board as required.

5. RESPONSIBILITIES

- 5.1. The Committee will focus on developing, reviewing, assessing, updating, and clarifying AWMAC’s Standards for approval of AWMAC in accordance with:
 - a) This TOR.
 - b) The North American Architectural Woodwork Standards (“NAAWS”) Committee (“NAAWS Committee”) TOR.
 - c) AWMAC’s and Woodwork Institute’s Joint Development Agreement.
 - d) Any work plans, schedules, policies or procedures adopted by AWMAC.
- 5.2. In addition to those items outlined above, the Committee will:
 - a) Recommend amendments to or new AWMAC Standards policies and procedures within the following tenets:
 - Changes to policies must be approved by the Board. Policies presented to the Board may be amended by the Board prior to approval. The Board may approve and implement policies of its own at any time.
 - Policy change may be defined as, but is not limited to, any alteration to AWMAC’s Standards that may or will:
 - impact an AWMAC and AWMAC Chapter member’s membership; or

- significantly increase the risk of AWMAC or one or more AWMAC Chapters (e.g. compliance risk, external risk, financial risk, information technology risk, reputational risk, governance risk, strategic risk); or
 - alter the authority of the Committee, one or more AWMAC Chapter, or AWMAC.
 - Recommendations for procedural changes and/or additions or deletions will be submitted to the ED for consideration. The ED may approve and implement new or amended procedures at any time.
 - Procedural changes may be defined as any amendment that clarifies, augments, streamlines, or otherwise effects change to AWMAC's Standards operational procedures.
 - b) Assist AWMAC in relation to marketing and education of AWMAC's Standards when required.
 - c) Assist AWMAC with AWMAC Standards' related information contained within current or new competency programs, such as, but not limited to, the Inspector Certification Exam ("ICE"), the Manufacturer Standards Exam ("MSE"), the Installer Standards Exam ("ISE"), and the Student Standards Exam ("SSE"), when required.
 - d) When applicable, ensure that their Committee replacement is provided with, or access to, all applicable Standards Manual Committee and program documentation and be briefed on all related policies, procedures, current goals, and issues.
 - e) Submit pre-approved expenses and supporting documents (per AWMAC's policies and procedures) to the designated AWMAC administrator using AWMAC's current expense form within 30 days of the expenditure.
 - f) Must have successfully completed the current MSE or MSE Upgrade (a shortened version of the MSE), as applicable.
 - g) Shall report any AWMAC Standards' issues to the ED and NAAWS Committee.
 - h) Shall assist AWMAC Chapters in relation to AWMAC Standards interpretation in relation to AWMAC's Guarantee and Inspection Service ("GIS") when applicable.
- 5.3. In addition to specific roles required by committees, Committee members are expected to actively participate in the work of the committee, provide thoughtful input to committee deliberations, and

focus on the best interests of AWMAC and the Committee's goals rather than on personal interests. As such, Committee members should:

- a) Review all relevant material before Committee meetings.
- b) Attend Committee meetings and voice objective opinions on issues.
- c) Pay attention to AWMAC activities that affect or are affected by the Committee's work.
- d) Support the efforts of the Committee Chair and carry out individual assignments made by the Chair.
- e) Work as part of the Committee and staff team to ensure that the Committee's work and recommendations are in keeping with the general AWMAC mission and goals.

5.4. Committee participants will, at all times, treat one another, and AWMAC's volunteers, employees, and contractors, with respect, participate fully in the work of the Committee by freely sharing their expertise and informed perspectives, make every effort to attend meetings, attend meetings fully prepared having reviewed any materials provided in advance, and make recommendations in the best interest of AWMAC as a whole, free from personal interest or consideration.

6. COMMITTEE COSTS

The Committee shall advise the ED of any anticipated costs for each calendar year to the ED within the timeline specified by the ED. The Committee may only incur such costs as are approved by AWMAC.

7. COMMITTEE SUPPORT PERSONNEL

7.1. The ED shall engage the services of volunteers, employees, or contractors to support the Committee's work on an as-needed basis, assuming the cost of such has been approved by AWMAC.

7.2. Committee support personnel are accountable to the ED with respect to all matters relating to this TOR. The terms and conditions under which their services are retained will be determined by the ED in accordance with the direction and authority granted by AWMAC.

8. COMMITTEE MEETINGS

8.1. Frequency and Type - the Committee will meet by telephone or virtual conferencing when needed. Meetings will be called by the Chair or ED.



- 8.2. Quorum - minimum of 50% plus one (1) of voting participants.
- 8.3. Voting – minimum of 50% plus one (1) of voting participants. If a vote is not unanimous, the minority opinion will be recorded in the minutes and if requested, will include the name(s) of those who opposed the motion. The Committee will only vote on the approval of meeting agendas and minutes and the recommendations it makes for consideration by the ED or Board, as may be applicable.
- 8.4. Agenda – the Chair will set the meeting agenda in collaboration with the ED. The designated AWMAC administrator will forward the agenda and any supporting materials to the Committee no less than five days prior to a meeting.
- 8.5. Minutes – the designated AWMAC administrator will draft the minutes of meeting. A summary of agenda items discussion and all decisions of the Committee, shall be recorded in the minutes of meetings. The minutes will be approved by the Chair and ED prior to being released to the Committee.
- 8.6. Order – meetings will be conducted according to the most current edition of Robert’s Rules of Order unless otherwise stated in this TOR.
- 8.7. Guests - may be invited to meetings if pre-approved by both the Chair and ED. Guests shall not have a vote. Guests shall not incur expenses unless pre-approved by the Board.

9. RIGHT TO DISSOLVE COMMITTEE

The Committee will remain active until dissolved by the Board.

10. CONFIDENTIALITY

No Committee participant, volunteer, staff, contractor, or guest is to disclose, directly or indirectly, any confidential information shared during a Committee meeting, other committee or task force related meeting, or electronic or verbal communication, to any party, aside from the AWMAC Board, or NAAWS Committee, if appropriate, without written consent from the ED or Board, unless required by law.