



# CLSI Board of Directors Executive Committee Terms of Reference

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**The Executive Committee Terms of Reference were approved at a meeting of the CLSI Board of Directors Executive Committee on September 12, 2008.**

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### Revision History

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A	2005-11-01	Original Draft	Beryl Lepage
B	2006-01-05	Put into CLS Format	Erin Dolter
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## **1.0 SCOPE/PURPOSE**

The purpose of the Executive Committee is to:

- a. Supervise the affairs of CLSI between meetings of the Board;
- b. Deal with emergency matters when it's impractical or impossible to call a meeting of the Board.

## **2.0 AUTHORITY**

The Executive Committee has all the powers of the Board with respect to management and direction of the business and affairs of CLSI, unless otherwise constrained by resolution of the Board or law.

## **3.0 MEMBERSHIP**

The Executive Committee includes at least three members and not more than five members of the Board of Directors. In accordance with the Corporate bylaws, membership will include the Board Chair, Vice Chair and either the University of Saskatchewan Vice President of Research or Finance respectively.

### **3.1 INDEPENDENCE AND EXPERTISE**

The majority of the committee members will be independent pursuant to the standards adopted by the Board. The bylaws require that the Executive Director may not be appointed to this Committee. The Chair and Vice Chair of the Board must be members of the Executive Committee.

### **3.2 TERM OF OFFICE**

Membership will be for a three-year term, renewable for no more than one term. To ensure continuity, terms will be staggered with typically one seat filled each year, as appropriate. Any member may be removed or replaced at any time and shall cease to be a member of the Committee upon ceasing to be a Director.

### **3.3 COMMITTEE CHAIR**

The Executive Committee will be chaired by the Board Chair or, in the Chair's absence, by the Vice Chair. If both the Chair and Vice Chair are not present at a meeting, the members of the Executive Committee will elect a chair for that meeting.

### **3.4 COMMITTEE SECRETARY**

The Corporate Secretary will appoint a secretary to the Executive Committee.

## **4.0 PROCEDURES**

### **4.1 MEETINGS**

#### **i. Schedule of Meetings**

The Committee will meet at least once annually and as many additional times as the Committee deems necessary.

#### **ii. Quorum**

No business may be transacted by the Committee except at a meeting of its members at which a quorum is present. A majority of members constitutes a quorum.

#### **iii. Meeting Format and Agenda**

The standard meeting procedures are noted below:

- a. Meetings may be held in person, by video conference, by telephone, or electronic network
- b. A resolution approved by all members of the Committee is as valid as if it had been passed at a meeting of the Committee. A copy of such resolution, in writing, shall be kept with the minutes of the proceedings of the Committee
- c. The Committee may meet in camera
- d. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials
- e. Minutes will be prepared

#### **iv. Meeting Attendance**

The Executive Director and Chief Financial and Administrative Officer will be expected to attend Committee meetings. The Committee may invite other such officers, directors, CLSI employees or outside resources as it sees fit from time to time to attend a meeting of the Committee and assist in the discussion and consideration of matters. The Committee has the right to determine who shall and shall not be present at any part of the meeting.

### **4.2 REPORTING**

The Executive Committee will report on its activities at the next Board meeting following the Committee meeting.

## **5.0 ROLES AND RESPONSIBILITIES**

The Committee is not intended as a substitute for the Board but as an extension thereof to take appropriate action where necessary and where it is not practicable or convenient to convene a meeting of the Board.

Whenever a meeting of the Board is not in session, the Committee shall have and may exercise, subject to the Canada Business Corporation Act (the "Act") and subject to such

direction, if any, as may from time to time be made by the Board, all the powers and authorities of the Board in the management and supervision of the business and affairs of the CLSI; however with the following restrictions:

- a. The Committee shall have no authority to approve the annual budget of CLSI, nor the financial statements of CLSI.
- b. The Committee shall have no authority to fill a vacancy among the directors or in the office of Auditor.
- c. All expenditures authorized by the Executive Committee shall be incurred consistent with the Board-approved strategic direction and objectives of CLSI.