



Canadian Light Source Inc.

Board of Directors Executive Committee Terms of Reference

0.13.1.10 Rev. 1

Date: 2013-05-06

Copyright 2013, Canadian Light Source Inc. This document is the property of Canadian Light Source Inc. (CLSI). No exploitation or transfer of any information contained herein is permitted in the absence of an agreement with CLSI, and neither the document nor any such information may be released without the written consent of CLSI.

Canadian Light Source Inc.***
44 Innovation Boulevard
University of Saskatchewan
Saskatoon, Saskatchewan Canada

Signature

Date

Original on File – Signed by:

Author

Corporate Secretary, Board of Directors

Reviewer

Executive Committee Chair

Approver

Governance & Nominating Committee Chair

The Executive Committee Terms of Reference were approved at a meeting of the CLSI Board of Directors on March 7, 2013.

TABLE OF CONTENTS

1.0	Scope/Purpose.....	1
2.0	Authority.....	1
3.0	Membership	1
3.1	Independence and Expertise.....	1
3.2	Term of Office	1
3.3	Committee Chair	1
3.4	Committee Secretary	3
3.5	Resources.....	3
4.0	Procedures.....	3
4.1	Meetings	3
	i. Schedule of Meetings	3
	ii. Quorum	3
	iii. Meeting Format and Agenda	3
	iv. Meeting Attendance.....	4
4.2	Reporting	4
5.0	Roles and Responsibilities	4
	Revision History	5

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. The Committee has the authority to retain services necessary to assist in carrying out its duties.

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 the University of Saskatchewan Vice President (Research).

3.1 INDEPENDENCE AND EXPERTISE

The majority of the committee members will be independent pursuant to the standards adopted by the Board. The Chair and Vice Chair of the Board must be members of the Executive Committee.

3.2 TERM OF OFFICE

Members will normally be appointed for a three-year term, renewable as recommended by the Board of Directors. To ensure continuity, terms will be staggered with typically one seat filled each year, as appropriate. With the exception of the University of Saskatchewan Vice President, 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

- a. 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.
- b. The Chair of the Committee is responsible for facilitating the effective performance of the Committee. The Chairperson is not an executive of the Corporation in the sense that the Chairperson is not responsible for the management of any aspect of the Corporation's business.

In discharging his/her responsibility, the Chairperson will, from time to time:

- I. provide leadership to the Committee on specific issues,

- II. act as a servant to the Committee in meeting Committee requirements,
- III. in accordance with the direction of the Committee, act as the spokesperson for the Committee.

Without limiting the generality of the responsibility of the Chairperson as described above, the Chairperson shall carry out the following:

Pre-Committee Meeting Matters

- a. Schedule Committee meetings, in consultation with other Committee members, the Executive Director, or the Corporate Secretary, if and when necessary;
- b. Set the agenda for Committee meetings, in consultation with other Committee members, the Executive Director, or Corporate Secretary and other members of management as appropriate;
- c. Ensure that Committee members are receiving written information in a timely manner and are exposed to presentations from Management consistent with fulfilling the Terms of Reference of the Committee; and
- d. Allot sufficient time during Committee meetings to discuss fully agenda items of relevance and importance to Directors.

CONDUCT OF COMMITTEE MEETINGS

- a. Know the minimum number of members required to be present to constitute a quorum and if a quorum is present, to declare the meeting properly constituted;
- b. Provide effective Committee leadership, overseeing all aspects of the Committee's direction and administration in fulfilling its Terms of Reference;
- c. Retain, oversee and terminate, in conjunction with the Committee, independent advisors to assist the Committee in its activities or assist an individual member if and when necessary;
- d. Chair all meetings and executive sessions of the Committee;
- e. Ensure that the deliberations and decisions of the committee are appropriately recorded in the minutes;
- f. Communicate with appropriate members of Management in fulfilling the Terms of Reference of the Committee;
- g. Conduct the meeting so as to ascertain the sense or wishes of the members and attain consensus;
- h. Ensure that the Committee meets in non-management executive sessions, as necessary;
- i. Ensure that the culture of the Committee encourages full and constructive participation from all the members; and
- j. Undertake the internal assessment of the performance of the Committee annually.

POST-COMMITTEE MEETING MATTERS

- a. Report the results of each Committee on a timely basis as necessary, independent of the next meeting scheduled;
- b. Initiate action to implement decisions;
- c. Receive a draft of the minutes from the Secretary and indicate changes he or she wishes in order to give his or her approval of the text as submitted; and
- d. Provide feedback to Committee members related to their contributions to the Committee.

3.4 COMMITTEE SECRETARY

The Corporate Secretary will act as secretary to the Executive Committee.

3.5 RESOURCES

The Committee may invite other officers, directors, CLSI employees or outside resources as it sees fit from time to time. In order to aid in maintaining confidentiality, the observer(s) will be required to sign an agreement of confidentiality.

4.0 PROCEDURES

4.1 MEETINGS

i. Schedule of Meetings

The Committee will meet at the call of the Chair, at least once annually.

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. The Committee may meet in camera
- 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 separately with management and with external advisors
- d. Meetings may be held in person, by video conference, by telephone, or electronic network
- e. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials

- f. Minutes will be maintained

iv. Meeting Attendance

The Executive Director will act as a resource and 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.

All recommendations, directions, decisions and resolutions of the Committee shall be recorded by the Secretary in the minutes of the meetings of the Committee; such minutes will be circulated to the members of the Committee prior to the next meeting. The deliberations of the Committee will be confidential to the extent legally possible.

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.

REVISION HISTORY

<i>Revision</i>	<i>Date</i>	<i>Description</i>	<i>Author</i>
0	2008-09-12	Approved by Board. Issued for use.	Erin Weist
0A	2013-04-08	Removal of section 4.3 Confidentiality and moved the confidentiality requirement under 3.5 Resources	Beryl Lepage
1	2013-05-06	Issued for Use	Beryl Lepage