



# CLSI Board of Directors Committee Chair Terms of Reference

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Approver	_____ Dr. William Thomlinson	_____

**The Committee Chair Terms of Reference were approved at a meeting of the CLSI Board of Directors on November 24, 2005.**

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## Revision History

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<i>Revision</i>	<i>Date</i>	<i>Description</i>	<i>Author</i>
A	2005-11-07	Formatted into CLS format	Beryl Lepage
0	2006-01-06	Updated with Revisions from Meeting	Beryl Lepage

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## 1.0 SCOPE AND AUTHORITY

The Chair of the Committee is responsible for facilitating highly effective performance by 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:

- a. provide leadership to the Committee on specific issues,
- b. act as a servant to the Committee in meeting Committee requirements,
- c. 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:

### 1.1 Pre-Committee Meeting Matters

- a. Schedule Committee meetings, in consultation with the Chair of the Board of Directors, other Committee members, the Executive Director, the Corporate Secretary and independent advisor and appropriate members of Management if and when necessary;
- b. Set the agenda for Committee meetings, in consultation with the Chair of the Board of Directors, other Committee members, the Executive Director, Corporate Secretary and independent advisors and appropriate members of Management 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.

### 1.2 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 and in consultation with the Chair of Board of Directors, as appropriate, 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.

### **1.3 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.