

**Communications & External Relations Standing Committee**

**TERMS OF REFERENCE**

**GENERAL PROVISIONS**

1. As provided in Policy with respect to each committee the Board of Directors shall:
  - i. Establish the terms of reference and life span;
  - ii. Establish a budget and resources required;
  - iii. Annually appoint a person to chair the committee;
  - iv. Annually appoint such other members as may be appropriate provided that at least one of the persons appointed to the committee shall be a member of the Board; and
  - v. To be considered for appointment, a person other than a member of the Board must have filed a completed Committee Appointment Form and Committee Interest Form including a commitment to be bound by the principles of ESIO Policies on Ethical Guidelines.
2. A committee established under this policy continues until the Board of Directors determines that it is no longer required.
3. The general purpose of each committee is to assist the Board of Directors in governing the ESIO by providing recommendations to the Board on any matter within the committee's terms of reference.
4. As provided in Policy, annually the Board will establish goals for each committee including topics or issues within the group's terms of reference which the Board considers require focused attention during the year. The committee will prepare an operational plan to achieve its mandate and will present the plan for Board approval.
6. Each year the Board will establish priority goals for each standing committee.
7. As provided in Policy a valid decision by a committee established under this policy may only be made at a duly convened meeting at which a quorum is present.

**Membership**

8. As provided in Policy, in appointing members to committees, the Board will consider the experience and expertise related to the committee's goals of the persons under consideration as well as to representation of industry groups.
9. The term of office of the chair and the members appointed to a committee established under this policy shall commence January 1 each year and end December 31 of that year.
10. As provided in Policy, the Chair is ex officio a member of all committees.
11. As provided in Policy, members are responsible for:
  - i. Participating in the meetings of the committee;

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- ii. Representing the interests and views of the ESIO;
- iii. Communicating with the ESIO Board regarding matters under consideration by the committee, and
- iv. Exercising the care, skill and diligence of a prudent person in carrying out his/her duties.

12. As provided in Policy, a member of a committee ceases to be a member of that committee if that person misses three consecutive meetings, unless authorized by resolution to do so.

13. Unless otherwise determined by the Board, the person appointed to chair each committee established under this policy shall be a Member of the Board of Directors.

14. As provided in Policy, a committee may select one of its members as Vice-Chair

15. The Chair of each Committee

- i. Shall report regularly to the Board on the recommendations to the Board and the minutes of each committee, and
- ii. Shall maintain liaison with any Board member who is assigned related responsibilities.

### Meetings

16. Committee meetings will be scheduled to match the business needs of the ESIO. As a general rule committees will meet not less than two and not more than four times during each term of office.

17. As provided in Policy, meetings of each Committee are to be conducted using the most efficient means (conference calls, teleconferencing, and in-person) commensurate with the meeting agenda.

18. At meetings of a committee, each member including the Chair present shall have one vote and, in the case of a tie, the motion shall be lost.

19. A member including the Chair present at a committee meeting must vote on a matter put to a vote at the meeting unless the member is required to abstain from voting under this Policy.

20. Each committee is subject to the ESIO Communications Policy.

22. A committee is expected to obtain advice and support from professional advisors as and when needed, commensurate with its objectives and available resources.

### Internal Committee Matters

23. If a matter arises in one committee which also falls within the responsibilities of another committee, the CEO will ensure that the other committee is informed and can provide its input before a recommendation is made to the Board.

24. If there is an urgency which makes it impossible to have the matter discussed at a meeting of the other committee, the CEO will determine how the information will be provided and the input will be gathered.

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25. The Committee will be comprised of three (3) Board members.

26. As a Committee of the Board, the Communications & External Relations Committee helps the Board carry out its function related to healthy development and operation of the Board, its committees and task forces, and performance of the individual Board members by performing the following tasks/functions:

- i. Review/revise the Committee Terms of Reference and make recommendations to the Board.
- ii. Work with the CEO to prepare annual strategic plans for building the reputation of the ESIO and communicating with key audiences (e.g. the City of Edmonton, other governments, industry players, private sector, public agencies, etc.)
- iii. Provide strategic advice to the CEO and the Board in terms of managing issues and media relations that impact the strategic plan of the ESIO and the achievement of its goals
- iv. Oversee and monitor implementation of the ESIO's Communications Policy and make recommendations for changes or additional policies to the Board as necessary
- v. Monitor the effectiveness of communications and external relations strategies in relation to the ESIO's strategic plan

Approved



Chair, ESIO

Date:



Chief Executive Officer, ESIO