

Governance 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;
 - ii. Representing the interests and views of the ESIO;

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- 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 Policy on Media Relations.
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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Governance Committee

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

26. As a Committee of the Board, the Governance Committee helps the Board carry out its due diligence function related to healthy development and operation of the Board, its committees and task forces, and performance of the individual Board members.

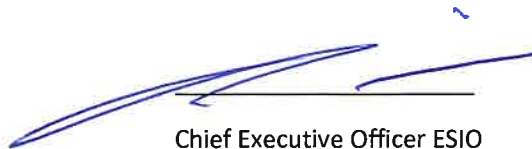
- i. Review/revise the Committee Terms of Reference and make recommendations to the Board.
- ii. Monitor the ESIO's due diligence function as it relates to governance. Recommend action to the Board.
- iii. Recommend any structure changes to assure so that the Board of Directors fulfils its legal and ethical obligations.
- iv. Monitor effectiveness of governance policies (e.g., Board operations, CEO expectations, Board Member performance, etc.).
- v. Recommend changes and/or new policies for Board action.
- vi. Recommend governance standards for Board and committee operations. Monitor adherence to said standards and engage the Board in dialogue for change, when required.
- vii. Review and recommend optimum composition for the Board including diversity screens, skills, and behaviours.
- viii. Design and execute an intentional process to recruit and retain the best Board members to help achieve the institution's mission, including the following activities:
 - a. identification, cultivation and screening of candidates;
 - b. nomination and contracting;
 - c. orientation and development;
 - d. evaluation; and
 - e. promotion and thanking and release as appropriate.

Policy approved

Date: MARCH 16, 2018



Chair ESIO



Chief Executive Officer ESIO