

Strategic Planning 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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Strategic Planning Committee

25. The Strategic Planning Committee is established to assist the Board in its responsibility for developing and setting the strategic direction of ESIO.
26. The Committee will be comprised of three (3) Board members.
27. As a committee of the Board it supports the Board carrying out its obligation to build a strategic vision, mission and strategies that enable the ESIO to accomplish its goals.
- 28.. Minutes of the Committee's meetings will be made available to all Directors once approved by the Committee.
29. The Board in determining membership consideration should be given to the following:
- The key competencies include strategic thinking, organizational change, business innovation, current trends in technology and risk oversight; and
 - Should reflect a cross section of the various stakeholder groups and opinions present on the Board of Directors
30. The CEO will provide staff support to the Committee.
31. A quorum for any meeting of the Committee will be the majority of the members of the Committee.
36. Meetings will be held at the call of the Chair in accordance with a timetable that is agreed by the Committee.
52. The Committee will:
- Explore strategic issues seen as relevant to the ESIO and as determined by the Board;
 - Provide the Board with options including benefits, risks, and strategic and financial implications for strategic issues identified by the Board; and
 - Make recommendations to the Board on strategic issues in support of key decisions that will determine and affect the development of ESIO's strategic direction and resulting strategic plan.

Policy Approved

Date: MARCH 16, 2018



Chair ESIO



Chief Executive Officer ESIO