

ESIO Advisory 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 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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ESIO Advisory Committee 25. The mandate of the ESIO Advisory Committee is to advise the Board of Directors and the CEO on screen media sector issues. To act as a strategic engagement mechanism designed to:

- i. advise on areas where ESIO should be taking a lead, facilitating, or convening;
- ii. provide a forum to identify and discuss major issues impacting the sector;
- iii. give structured input to ESIO's planning at a formative stage;
- iv. extend ESIO's range of connection and interface;
- v. extend ESIO's municipal, provincial, national and international profile;
- vi. build a broader range of active friends and allies into the structure and planning process of ESIO;
- vii. expand ESIO's resources; and
- viii. deepen and extend ESIO's thinking.

26. The ESIO Advisory Committee will provide a link to the views of the screen media industries to ensure that ESIO's policies and programs are aligned with the needs of the sector;

- i. Although the ESIO Board must always work to "connect" with the sector through its own efforts. The establishment of an ESIO Advisory Committee provides additional structure and processes to support the connection with the sector;
- ii. The role of the ESIO Advisory Committee will be advisory to the ESIO Board and CEO; and
- iii. The ESIO Advisory Committee is accountable to the ESIO Board to effectively carry out its mandate.

27. The ESIO CEO will chair meetings of the ESIO Advisory Committee. The input and feedback given by the Committee will be brought before the Board by the CEO.

28. There will, of course, be dialogue between the Committee and management of ESIO; however, it will be understood that such dialogue will be informal and ESIO Advisory Committee members should not provide direction to ESIO management or staff.

29. The ESIO Advisory Committee is not intended to replace any of the Committees or task forces of ESIO's Board that form part of the formal governance of the organization.

30. The ESIO Board commits to engaging with the ESIO Advisory Committee on key issues impacting the Edmonton screen media sector.

31. The ESIO will provide only administrative staff support (meeting arrangements, meeting materials) to the Committee.

32. The ESIO Advisory Committee may be called on during the non-business part of the Annual General Meeting of the ESIO for comment, input or celebration.

33. Directors of ESIO Board will not be members of the ESIO Advisory Committee. Board Directors are invited to attend any meeting of the ESIO Advisory Committee.

34. The CEO will discuss on a regular basis how the ESIO Advisory Committee is fulfilling its mandate and how the Board of ESIO is using the information provided by the Committee.

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35. The ESIO Advisory Committee will be composed of knowledgeable and informed individuals who:

- i. Reflect the broad spectrum (geography, sub-sector, organization size, etc.) of the Edmonton screen media sector.
- ii. Can think strategically on behalf of the sector as a whole, beyond just the interests of their own sub-sector, company or organization.
- iii. Reflect a diversity of voices in terms of gender, age, disabilities, visible minorities, FNMI and LGBTQ.

36. The size of the Committee will be as small as possible in order to ensure effectiveness, but large enough to allow for broad representation of the sector.

37. The ESIO Advisory Committee will be expected to conduct an annual self-assessment of its performance versus its mandate and share that assessment with the Board of ESIO.

38. The Board of ESIO will, on a regular basis, review the performance of the ESIO Advisory Committee with regard to achieving its mandate and share its assessment with the ESIO Advisory Committee.

39. Positions on the ESIO Advisory Committee will not be allocated or reserved to any organization, network, region or sub-sector, although some of the individuals on the Committee will likely play a role with one or more such organizations.

40. All ESIO Advisory Committee members will be appointed by the Board based on their personal knowledge, breadth of experience and capability to add to the dialogue at meetings of the Committee.

41. As ESIO Advisory Committee members are appointed as individuals, substitutes cannot attend meetings or teleconferences on behalf of members.

42. The process to choose ESIO Advisory Committee Members will be as follows:

- The CEO will undertake consultations with industry members and seek referrals and recommendations for potential ESIO Advisory Committee members.
- Following this Industry outreach, the CEO will assemble and present a list of proposed ESIO Advisory Committee members to the ESIO Board at a Board meeting.
- The ESIO Board will review the list, consult with the CEO and table a motion to approve the proposed candidates.
- If the motion fails, the CEO will revise the list and bring the revised list back to the next Board meeting for another motion and vote.
- If the motion passes, the CEO will contact the candidates and formally offer them positions on the ESIO Advisory Committee. There will be a time limit on the offers.

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- Candidates who accept will be asked to abide by the Policies of the ESIO, which will be posted publicly on the organization website.
- ESIO Advisory Committee members will serve two-year terms and if asked to return by the CEO, can serve a second consecutive two-year term. The maximum contiguous term will be four years.
- 1/3 of the inaugural ESIO Advisory Committee will serve initial one (1) year terms. 1/3 will serve initial two (2) year terms and 1/3 will serve initial three (3) year terms.

43. It is expected that the ESIO Advisory Committee will meet a minimum of four times per year, with teleconferences called by the CEO at other times as required.

44. The agendas for ESIO Advisory Committee meetings will be organized by the CEO with input from the ESIO Board, ESIO Advisory Committee members, or other organizations in the sector.

45. The criteria for selecting ESIO Advisory Committee appointees will be reviewed and approved from time to time by the Board of ESIO.

46. It is expected that the ESIO Advisory Committee meetings will be scheduled to avoid conflicts with other screen media industry events.

Policy Approved

Date: September 12, 2018



Chair ESIO



Chief Executive Officer ESIO