

## **OPERATING COMMITTEE TERMS OF REFERENCE AND GUIDANCE**

It is the desire of the Association to encourage member firms to be active in activities and initiatives of CADSI and for them to find value in contributing volunteers to Association Committees and working groups of interest to their firm and of benefit to the objectives of the Association.

Committees are one of the most critical and important parts of CADSI's advocacy agenda, which in turn is of utmost importance to its President, Board of Directors. Committees are one of the principal ways in which the industry delivers feedback on policy, performance and our needs to the Government of Canada.

Committees are also important for feedback to the Association on how events, programs and services can be made better for the membership.

In turn, the Chairs of these committees hold a level of responsibility and importance, ensuring that the aggregate voice of the community is brought forward in a consolidated, constructive, and timely manner so that we can affect change in the best interests of the defence community as a whole.

### **I. Mandate**

- Operating committees shall provide policy, program and business development (i.e., member value-added services and programs) advice and support to the CADSI President – such advice will be a source of material for consideration by the President.
- The Committees shall operate within the policies and strategic direction established by the Board of Directors.
- Operating committees shall be advisory to the Board of Directors acting through the President on matters related to policy, business development programs and activities of the Association that best advance the objectives of the Association.

### **II. Objectives**

- Advising the President of CADSI on key operational and policy-related issues;
- Increasing CADSI's knowledge and awareness of member's corporate interests and priorities as experienced first-hand within the domestic and global business environment;
- Improving upon the understanding and knowledge of committee members and CADSI staff on key issues through the mutual sharing of information and through inviting expert speakers to attend meetings to provide information and briefings to the committee;
- Maximizing input of members in the delivery of value-added services to membership;
- Increasing the engagement of the membership (reach-back) on key industry and Association priorities;
- Dissemination of CADSI key messages, positions and core values back to members to allow for a more fulsome grassroots engagement;
- Achieving Pan-Canada involvement, understanding of industry, government and like-minded organizations.

### III. Membership

- Committee membership in CADSI is open to any member firm in good standing as well as representatives from affiliated and like-minded organizations and is at the discretion of the Chair of the Committee.
- Members are all volunteers.
- Members are nominated by an existing member of the committee and confirmed by a majority of the committee members.
- Members will be selected based on direct, practical expertise of the individual related to the subjects undertaken by the committee and not the company which they represent. (i.e. non-transferable)
- Members should have skills pertinent to the business of the committee and should reflect a good cross-section of the community – large, medium and small firms from a varied demographic across Canada.
- Member's role is an advisory distinct from the responsibilities carried out by Management.

### IV. Terms

- Operating Committees shall be reviewed, established or abolished by the President in conjunction with a discussion with the Board of Directors at the time of approval of the Annual Operating Plan (December each year);
- The President shall have discretion to establish additional committees or subcommittees throughout the year to address emergent priorities;
- Membership of the operating committee shall be composed of not less than three (3) and not more than twenty (20) members. The members shall review the number of committee members from time to time, especially with a view to having a broad representation of the community.
- The members shall be elected annually by the operating committee for a term of three (3) years or until their successors are elected by the Members.
- President may choose to extend a members' term by two years to enable a transition, if required.
- Members are not required to commit to a term of three (3) years to become a member of a committee, although it is preferable. It is acceptable to request a shorter term in the interests of increased member participation.
- Ad hoc committees – committees which are stood up to address specific issues over a limited period of time – by their nature fall outside of the term durations.
- Operating committees will ensure that one-third (1/3) of the committee is refreshed in each year, in so much as possible. The purpose being to, over time, increase engagement of the membership.
- Any committee member may be removed by resolution of the operating committee, the President or the Board of Directors at any time.

### V. Chair

- The Committee Chair is proposed by the Committee membership annually and will be approved by the President and the Board of Directors at the time of approval of the Annual Operating Plan (December each year). The Board of Directors may choose to remove a Chair at any time if it feels that it is in the best interests of the Association.
- Chair is responsible to set the agenda thereof in consultation with the President and to align the Committee objectives with the priorities of the Association.
- In the absence or disability of the Chair, the Vice-Chair, or suitable alternative, shall act as Chair of the meeting.
- The Committee Chair shall provide a year-end report at the Annual General Meeting.

- The Committee Chair may be asked to provide a written briefing note quarterly to the President summarizing the Committee's activities which may be included in the Board of Director's package.
- The Committee Chair may be asked to engage or report to the broader CADSI membership via webinar up to twice a year.

## **VI. Sub-Committees & Working Groups**

- Committees and sub-committees there under will be established by the President in consultation with the Chair based on the expressed interest of members. Working Groups may also be established on an as needed basis.

## **VII. Meetings**

- The in-house portion of Committee meetings shall take place on CADSI premises and outreach to Committee members who cannot be present will occur by telephone or other remote means.
- For meetings that do not take place on CADSI premises and have been undertaken in the spirit of advancing CADSI business interests or at the specific request of CADSI, the President and/or her/his designates shall be present in order to respect the letter and spirit of the Lobbyist Registration Act.
- Committee recommendations are arrived at by a general agreement of Committee member or, if necessary, with a positive vote of at least 50% + 1.
- Committee recommendations are forwarded to the President in whose judgement it is left to decide if the recommendations require Board consideration and/or approval.

## **VIII. Other Committee Deliverables and Reports**

- The Committee shall be responsible for administration including, but not limited to, producing and distributing meeting minutes, publishing meeting requests and meeting reference material and confirming attendance at meetings.
- In recognition of the volunteer nature of the Committees, a CADSI staff member will produce an agenda in consultation with the Chair and the President. In addition, a CADSI staff member will produce minutes of the meeting which will be reviewed, revised and circulated by the Chair.
- Minutes are to be reviewed for approval by the Committee at the following meeting.

## **IX. Communications**

- CADSI's only spokespersons are the President and the Chair of the Board of Directors;
- To ensure full compliance with the letter and spirit of the Lobbyist Registration Act, all CADSI communications with the Government of Canada in respect of committee business/positions are to be carried out by the President, the Chair of the Board of Directors and her/his designates. In the interests of clarity, individuals and corporations shall not present themselves as representing the CADSI position in public nor in private meetings with officials, key stakeholders and influencers;
- Due to concerns regarding Access to Information and Privacy (ATIP), data or studies developed or compiled by committees must be approved by the President and/or Chairman of the Board of Directors prior to sharing with the Government of Canada or Government of Canada ex officio members of the committees. Items which are provided for the purposes of discussion – as opposed to official CADSI positions – must be marked "Background Information - For Discussion Purposes Only".

- Upon request, committee members may be required to assist the Board of Directors, president and permanent staff with representation duties such as VIP visits at CANSEC, CADSI representation at international tradeshows and trade missions.

#### **X. Remuneration and Funds**

- The Committees, Sub-Committees and Working Groups are not authorized to commit the Association's funds. Recommendations regarding the retaining of consultants, the expenditures of funds for publications, research, meetings, seminars, events etc. must be approved by the President consistent with the authority vested in her/him by the Board of Directors.
- Travel, living and meeting expenses incurred by Committee members when attending meetings of the Association are at the members' expense.