

## Board of Directors Terms of Reference

### Mandate

The Board of Directors will manage or supervise the management of the activities of Technology Accreditation Canada

### Responsibilities

- Provides strategic direction and governance to Technology Accreditation Canada (TAC)
- Provides strategic and policy direction to the Executive Director, TAC
- Develops and ensures the implementation of the strategic plans for TAC.
- Approves the policies, processes and procedures by which accreditation is undertaken
- Approves the policies and processes governing the Standards Council's development and maintenance of national standards, including new or alternative standards where appropriate
- Approves for submission to the members for ongoing support:
  - TAC annual performance statements
  - Annual business plans, including budgets and deliverables for the operational unit supporting accreditation
  - Annual business plans, including budgets and deliverables for national standards development
- Establishes Committees or task forces to achieve specific objectives as required
- Ensures compliance with the Bylaw Article 4.01 respecting the holding of an Annual Meeting of members
- Ensures a periodic, independent review of performance and adherence to the principles of Quality Management Systems

### Voting Structure

Pursuant to By-law # No.1 Section 7.06, Votes to Govern, matters arising at any meeting shall be decided by a consensus of the council members present at the meeting. Should the chair of the meeting determine, after a reasonable effort to reach consensus, that a consensus will not be reached, then the matter shall be decided by a majority vote. In the equality of votes, the chair shall not have a second vote.

### Composition

Not more than eleven persons consisting of:

- Up to seven (9) provincial members (see UMA 3.04 for breakdown)
- Two directors representing academia and/or industry

The director representing academia will be appointed by the Members from individuals responding to an open call for nominees.

The director representing industry will be appointed by the Members from one of the nominees of the Members.

### **Chair**

The chair of this Board will be a Director selected by the Members by Special Resolution. See UMA: 3.04, 3.06; Bylaw #1: 5.03

### **Term**

Subject to the Articles, and any Unanimous Member Agreement, the Members will, by Ordinary Resolution, elect the Directors at the first Meeting of Members and at each succeeding annual meeting at which an election of Directors is required. Directors shall be elected to hold office for a term expiring not later than the close of the third annual Meeting of Members following the election, or such longer term as the Members may by Special Resolution determine. A Director may be re-appointed for a second term of one, two or three years with the unanimous approval of the Members. Normally, A Director shall not serve more than two consecutive terms.

### **Meeting Frequency**

At least once a year (Bylaw #1: 7.03) or more frequently as required

### **Quorum**

A quorum at any meeting of the Council shall be 75% of the Directors entitled to vote at the meeting. If a quorum is present at the opening of a meeting, the Council members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

### **Expenses**

Travel, hotel and meal expenses will be paid for by TAC In accordance with TACPOL-13.

### **Sources of Information**

CSA Report, Memo to TAC Chair dated January 12, 2012, Unanimous Member Agreement, TAC Bylaws.

