

STEM INNOVATION ACADEMY SOCIETY

**TERMS OF REFERENCE
OF THE
EXECUTIVE COMMITTEE**

ARTICLE 1
GENERAL

- 1.01 General Terms. The General Terms of Reference for Committees ("General Terms") are incorporated herein by reference, except as otherwise provided herein.
- 1.02 Purpose. The primary purposes and functions of the Committee are to:
- (a) Provide leadership for the Board operations and coordination; and
 - (b) Ensure timely decision making in between meetings of the Board.
- 1.03 Article 1.02 of the General Terms do not apply to these Terms of Reference.
- 1.04 Authority. The Committee is authorized by the Board to investigate any matter set out in these Terms of Reference or otherwise delegated to the Committee by the Board. The Committee shall have all of the powers of the Board between meetings of the Board, as well as any other powers delegated to it by the Board. The Executive Committee may delegate to the Superintendent or any other Officer, or otherwise authorize the Superintendent or any other Officer to exercise, the powers referred to in Article 10 of the By-laws.

ARTICLE 2
INTERPRETATION

- 2.01 Defined Terms. In these terms of reference, unless the context otherwise requires:
- (a) "Terms of Reference" shall mean these terms of reference of the Committee; and
 - (b) "Committee" shall mean the executive committee established by the Board.

ARTICLE 3
MEMBERSHIP

- 3.01 Composition. The Committee shall consist of three members ("Committee Members") appointed pursuant to the By-laws. The Committee shall consist of:

- (a) The Chair;
- (b) The Chair of the Audit and Finance Committee; and
- (c) The Chair of the Human Resources Committee.

At the request of the Committee, others may attend meetings of the Committee on an *ad hoc* or regular basis.

- 3.02 Committee Chair. The Committee shall have a chair ("Committee Chair") appointed pursuant to the By-laws. The Committee Chair must be the Chair.
- 3.03 Vacancies. Any vacancy occurring in the Executive Committee for any reason may be filled by a person designated by the Chair and the person so chosen shall continue to hold office for the remainder of the term of the vacating member.

ARTICLE 4 COMMITTEE MEETINGS

- 4.01 Article 4.01 of the General Terms do not apply to these Terms of Reference.
- 4.02 Rules. The Committee is governed by the same rules regarding meetings (including the procedure used to call meetings, and conducting meetings in person, by telephone, or other means) and waiver of notice by committee members, written resolutions in lieu of a meeting. For the avoidance of doubt, a resolution in writing signed by all of the Committee Members shall be as effective as a resolution passed at a Committee meeting duly convened and held.
- 4.03 Notice. Notice of Committee meetings shall be given at least two days prior to the proposed date of the meeting by the Secretary or other person appointed by the Secretary to do so; provided, however, that in the event that the Committee establishes a regular date or dates or day or days in each calendar month and a regular place and time, no notices shall thereafter be required. Notice of cancellation of any such regular meeting may validly be given by telephone or email to each member.
- 4.04 Frequency. The Committee shall meet at the call of the Committee Chair or at the call of any two Committee Members.
- 4.05 Article 4.03 of the General Terms do not apply to these Terms of Reference.
- 4.06 Quorum. A quorum for decisions of the Committee shall be one-half of the Committee Members. If there is no quorum within thirty minutes following the time for which the meeting has been called, the meeting shall stand adjourned to the same time and place one hour later and thereafter the members of the Committee present shall constitute a quorum and the meeting may proceed.

- 4.07 Voting. All votes taken at Committee meetings shall be by show of hands and no proxies shall be permitted.

ARTICLE 5
RESPONSIBILITIES

- 5.01 Specific Responsibilities. In carrying out its mandate, the Committee should consider and make recommendations relating to:

- (a) Providing direction and timely decision making for the Officers;
- (b) Coordinating strategic planning, public relations, and communication initiatives for the Board; and
- (c) Establishing a process for receiving annual feedback from students, Parents, and School staff.