

## **STRATEGY COMMITTEE TERMS OF REFERENCE**

### **PURPOSE**

The Strategy Committee shall be a standing committee of the Board. The Strategy Committee will assist the Board in reviewing and providing guidance to the management with respect to the development of an organizational strategic plan that conforms with and furthers the vision and mission of the Organization.

### **MEMBERSHIP**

The Strategy Committee shall consist of the following:

- Up to seven Board members appointed by the Board
- Board Chairperson, SAG Chair, and Director General as non-voting ex-officio members

Committee members shall be nominated by the GNC and appointed by the Board. One of the members will be appointed as the Chair of the Committee by the Board nominated by GNC. The members shall be appointed for a term of three years and renewed for once, provided that the duration of the Board membership has not completed.

### **ROLE OF THE DIRECTOR GENERAL**

The Director General has an important role in the activities and success of the Committee and should participate in Committee meetings. The Director General will assist the Strategy Committee in the following ways, by:

- Providing training, information and other assistance to support and encourage the success of the Committee and its members.
- Briefing the Committee on key issues, changes or trends that might impact the strategic plan.
- Preparing and overseeing staff and organizational work plans that complement and serve to implement the strategic plan objectives.
- Presenting complete, accurate, reliable and timely data as it relates to strategic plan metrics.
- Providing other resources, cooperation and support as needed by the Committee to perform its vital role and responsibilities.

### **RESPONSIBILITIES**

The Strategy Committee, as a subcommittee of the Board, is entrusted with the following responsibilities:

- Oversee and provide guidance to the management and the Board with respect to the

development of the strategic plan in conformance with the Organization's vision and mission including future potential strategic transaction and business development opportunities.

- Provide programmatic guidance, direction and metrics of success for the strategic plan under development.
- Foster a cooperative, interactive strategic planning process between the Board and management.
- Assure that the Board has the opportunity for timely, concurrent, and thorough review of the Organization's strategic plan under development.
- Endorse the strategic plan developed by the Management in consultation with the Committee.
- Other functions delegated by the Board.

## PROCEDURES

- The Strategy Committee shall meet as necessary to fulfill its responsibilities, but at least once each year. The location of the meetings shall be decided by the Committee Chair in consultation with the Director General, taking into account the financial and environmental (reducing unnecessary travel/ green initiative) implications.
- The Committee may request that any Trustees, officers or employees of the Institute, or other persons whose advice and counsel are sought by the Committee, attend any of its meeting to provide such pertinent information as the Committee requests.
- The Secretary of the Board shall serve as Secretary of the Strategy Committee.
- The Committee shall keep minutes of its meetings and regularly report on its meetings and activities to the Board.
- The presence of a majority of the members of the Committee shall constitute a quorum.
- Decisions shall normally be reached by consensus. However, in the absence of consensus, decisions shall be taken by a majority of Committee members present and voting. Actions may also be taken by mail, email, teleconference or videoconference consultation at the discretion of the Chair.
- A Board member representing a government or an organization other than the Director General may delegate his or her authority as a Board member to a single subordinate, who shall be permitted to vote in any matter before Committee on behalf of the delegating Board member; provided that the delegating member shall inform the Committee Chair and Secretary of the delegation in writing prior to the meeting and that the Chair approves the delegation of authority. Such notice shall clearly state the duration of the delegation of authority.
- At the discretion of the Committee Chair, observers may be invited to participate in discussions in all open sessions or part of the meeting.
- Management and the Strategy Committee will seek advanced budget funding approval

from the Board of Trustees for Strategy Committee related work, and that the BOT delegates to the Strategy Committee and management to employ strategic, legal, business, and financial advisors necessary to fulfill its duties and functions within the BOT approved budget.

