

Executive Committee to the Board Terms of Reference

Purpose:

The Executive Committee assists the Board in its functions by responding to urgent matters arising between regular Board meetings in cases where it is not possible to convene a meeting of the Board. The Executive Committee is responsible for establishing strategic planning process. The Executive Committee is responsible for duties delegated by the Board.

Duties and Expected Outcomes:

1. Review the organization's framework and governing policies, evaluate their implementation, and prepare recommendations to the Board for changes or additions.
2. Undertake public relations and advocacy on behalf of the Board, which includes acting as SARC's Government Relations Committee.
3. Advise, monitor, and participate on strategic Partnership Agreements and similar initiatives where required. Act on behalf of the Board on the Provincial Partnership Committee.
4. Work closely with the Executive Director, including monitoring his/her performance. The Executive Committee is responsible and accountable for the annual evaluation of the Executive Director.
5. Function as Board contact for necessary HR issues, including succession planning Review proposals from the SARC Management Team regarding wage, benefit and salary range adjustments, significant job changes and as necessary recommend human resource policies and initiatives to the Board.
6. Review the AGM Resolutions and forward the pertinent ones to appropriate stakeholders for response where appropriate. Review and refer to appropriate Committees the response from Government to the AGM Resolutions.
7. Evaluate its Terms of Reference at least annually and recommend amendments as necessary to the Board.
8. Prepare a report on its activities and submit this to the Board.

Reporting:

The Executive Committee will report to the SARC Board of Directors on a monthly basis (or as a result of a meeting) via the SARC Board President or designate.



Composition:

The Executive Committee membership will include the officers of the Board and/or other Board Directors, up to a maximum of five people.

The Executive Director shall attend all meetings of the Executive Committee and will provide advice and counsel.

Attendance of members of the SARC Management Team is at the Executive Director's discretion.

Meetings:

Meetings are held according to the Board's annual schedule and work plan. Meetings are typically held at the SARC Office, unless otherwise determined by the Board and/or Executive. Meetings usually held on a Friday, preceding the Saturday Board meeting.

Leadership:

Meetings are chaired by the President or Vice President in the absence of the President. Minutes are recorded by the Executive Assistant (or designate) or the Secretary of the Board in their absence.

Decision Making:

Decisions are made by majority vote.

Authority Limits:

At regularly scheduled meetings (according to the annual schedule), committee motions are recommendations made to the Board of Directors for its approval.

In the interim between regularly scheduled meetings, the Board will be informed, as expediently as possible, of any decisions and actions taken by the committee on matters requiring the SARC Board's attention.

Communication:

All recommendations and other necessary information are presented to the Board of Directors to be reviewed at the Board meeting.

Termination:

This committee is a standing committee of the SARC Board; therefore, it does not have a termination date.

SARCAN Committee Terms of Reference

Purpose:

The primary responsibility of the SARCAN Committee is to monitor the performance of the SARCAN Recycling Division. Committee oversees recycling program and business expansions and ensures they are sustainable and fall within the mandate of SARC.

Expected Outcomes:

1. Review SARCAN's performance measures in relation to environmental protection, employment creation and economic development.
2. Provide guidance for annual budget preparation and major questions of direction and new initiatives.
3. Provide strategic recommendations to the Board related to SARCAN.
4. To review capital budgets and make recommendations for approval to the Board.
5. Review the research and development of new province-wide recycling initiatives for SARCAN that meets the Triple E Criteria (Environmental, Economic and Employment).
6. Review proposals for new or expanded business development and make recommendations to the Board.
7. Receive quarterly updates on the Unified Dairy Recycling System's performance measures
8. That the SARCAN Committee sits on the Member contract negotiation committee.
9. Evaluate its Terms of Reference and recommend amendments as necessary to the Board.

Reporting:

The SARCAN Committee will report to the SARC Board of Directors on a monthly basis (or as a result of a meeting) via the committee Chairperson or their designate.



Composition:

The SARCAN Committee membership must consist of at least three Directors of the Board, who are directors of Regular Members who operate a SARCAN depot and one elected Director who is a manager of a Regular Member who operates a SARCAN depot(s). In the event there are not such four Directors, the Board shall have the authority to select other appropriate elected Directors to serve on the Committee.

Meetings:

Meetings are held according to the Board's annual schedule and work plan. Meetings are typically held at the SARC Office, unless otherwise determined by the Board and/or Executive. Meetings are usually held on a Friday, preceding the Saturday Board meeting.

Leadership:

Meetings are chaired by the committee member selected to be the chairperson. Minutes are recorded by the SARCAN Administrative Assistant or a designated Administrative Assistant.

Decision Making:

Decisions are made by a majority vote.

Authority Limits:

All committee decisions are recommendations made to the Board of Directors for its approval.

Communication:

All recommendations and other necessary information are presented to the Board of Directors to be reviewed at the Board meeting.

Termination:

This Committee is a standing committee of the SARC Board; therefore, it does not have a termination date.

Revised: September 2014



Member Services Committee Terms of Reference

Purpose:

The Purpose of SARC Member Services Committee is to provide advice and recommendation to the Board on policies regarding existing and new Member Services initiatives. The Committee also has responsibility in dealing with membership issues, nominations, and reviewing the association's constitution.

Expected Outcomes:

1. Review and recommend policies related to training, consultation, and other services under the division's purview.
2. Provide guidance and feedback to the Director of Member Services on key priority/policy items for SARC Member Services staff for the coming months and years, including oversight for a proactive approach to service delivery and growth.
3. Review membership applications and bring recommendations to the Board based upon established membership criteria.
4. Review the association's constitution and bylaws on an annual basis.
5. Ensure that the yearly nominations process and elections has been communicated to the respective regions and facilitate regional elections/meetings as much as possible; oversee board recruitment initiatives.
6. Oversee the process of annually appointing SARC's Treasurer in accordance with SARC's Treasurer Appointment Policy.
7. Present the slate of new Board Members to the Annual General Meeting.
8. Prepare a report on its activities and submit this to the Board as necessary.
9. Evaluate its Terms of Reference and recommend amendments as necessary to the Board.
10. Collaborate with the Finance Committee and SARCAN Operations Committee as necessary.
11. Oversee work in the area of SARC Member Agency Board Development.

Reporting:

The Member Services Committee will report to the SARC Board of Directors on a monthly basis (or as a result of a meeting) via the SARC Committee Chairperson or designate.

Composition:

Members of the Committee will be members of the SARC Board with particular interest and expertise in Member Services. This Committee from time to time may require consultation from resources outside of the Board. The Director of Member Services and Manager of Program Support shall be the staff resources for this Committee and when relevant, other Member Services employees will be present to assist the Committee.

Meetings:

Meetings are held according to the Board's annual schedule and work plan. Meetings are typically held at the SARC Office, unless otherwise determined by the Board and/or Executive. Meetings are usually held on a Friday, preceding the Saturday Board meeting.

Leadership:

Meetings are chaired by the Chairperson. Minutes are recorded by the Member Services Administrative Assistant.

Decision Making:

Decisions are made by majority vote.

Authority Limits:

All committee decisions are recommendations made to the Board of Directors for its approval.

Communication:

All recommendations and other necessary information are presented to the Board of Directors to be reviewed at the Board meeting.

Termination:

This committee is a standing committee of the SARC Board; therefore, it does not have a termination date.

Finance/Pension and Benefits Committee Terms of Reference

Purpose:

The primary responsibility of the Finance/Pension and Benefits Committee is to ensure the accountability of SARC as it pertains to financial matters and the administration of the pension plan and benefit plans.

Scope of Responsibilities:

Finance

1. To provide orientation to new committee members on reading and understanding financial statements. (when necessary)
2. To review the operating and capital budgets prepared by management and recommend revisions where appropriate.
3. To review the internal financial statements on a regular basis, comparing operating results to budgets and prior years' results and recommend revisions where appropriate.
4. To review ongoing capital expenditures comparing actual to budget and recommend revisions where appropriate.
5. To coordinate with SARC Board Committees to ensure new initiatives and projects fall within overall budgets and are fiscally viable.
6. To ensure procedures are maintained in respect of the annual audit and financial reports are distributed as required.
7. To provide financial guidance as required where activities may impact the membership and/or SARC.
8. To provide financial guidance as required in organizational and staffing changes, space planning and renovations, management information systems, purchasing policies, and other issues.
9. To provide the full Board with the appropriate report in respect of all of the foregoing matters.
10. To evaluate its Terms of Reference and recommend amendments to the Board.

Pension and Benefits

Responsibilities shall include but are not restricted to the following:

1. Recommending to the Board of Directors:
 - (i) The appointment/replacement of the custodian, investment manager(s) third party administrator and/or consultants;
 - (ii) The investment policy for the pension fund and communicating the approved policy to the custodian and investment manager;
 - (iii) The asset classes and investment options to be offered to Plan members;
 - (iv) The commissioning of reports and analysis from the custodian, investment manager and/or consultants in order to carry out their necessary oversight role;
 - (v) The structure and processes that will be followed to provide the necessary administration services including the engagement of any third party administrators and consultants;
 - (vi) Any structural changes to the Pension Plan's governance, or Benefit Plan contracts;
 - (vii) Amendments to terms and conditions of the pension and/or benefit plans.
2. Advising the Board of Directors of concerns of the participating employers and their employees, as deemed appropriate, in regard to pension and/or benefits;
3. On a quarterly basis, monitoring the investment performance of the various investment options available under the Plan;
4. On an annual basis, reviewing the investment policy for the Plan, and recommending to the Board any amendments if necessary;
5. Promoting awareness and understanding of the pension and/or benefit plans among participating employers, employees and former employees.
6. Ensuring the Plans are administered in the best interests of all plan members and their beneficiaries;
7. Establishing policies with respect to administration, communication, documentation, investment, strategic planning, codes of conduct, skills and knowledge and expenses as they pertain to the pension and/or benefit plans;
8. Ensuring adequate management control and processes are in place for the administration, financial reporting and investment activities related to the plans;

9. Ensuring the Plan is administered in accordance with the *Pensions and Benefits Act, 1992 (Saskatchewan)*, the *Income Tax Act*, and the CAPSA Guidelines;
10. Ensuring the terms of the Plan are in compliance with the *Pension Benefits Act, 1992 (Saskatchewan)* and the *Income Tax Act*;
11. On an annual basis, reviewing the performance and/or appropriateness of the services provided by both internal and external delegates;
12. On an annual basis, reviewing and assessing the reasonableness of expenses paid from the Plans;
13. Advising the Board if a participating employer is in non-compliance with their participation and/or liability agreements;
14. Maintaining minutes of the meetings of the Committee; and
15. On an annual basis reviewing and evaluating the adequacy of the Pension Plan Governance Policy and reporting any recommendation for changes to the Board;
16. On a triennial basis, completing CAPSA's Pension Plan Governance Self-Assessment Questionnaire, and retaining the completed questionnaire with the minutes of the Committee.
17. On an annual basis, the Committee will submit a report to the Board which will contain a summary of the Plan, a summary of investment performance for the Plan, and confirmation that the Plan is in compliance with applicable legislation.
18. Any other duties and responsibilities as delegated to it and review such other matters as are from time to time referred to it by the Board.

Reporting:

The Finance/Pension and Benefits Committee will report to the SARC Board of Directors on a monthly basis (or as a result of a meeting) via the Finance Committee Chairperson.

Composition:

The Committee shall consist of at least three individuals who are members of SARC's Board of Directors, and they are the voting members of the Committee. Committee members are as determined and appointed by the SARC Board of Directors. One member must be the Treasurer, representing all Member agencies.

The Committee shall also include the following non-voting members:

- SARC, Director of Finance; and
- SARC, Manager, Payroll and Benefits.

Outside representative(s) may be invited at the discretion of the chair in consultation with the Director of Finance.

Meeting:

Meetings are held according to the Board's annual schedule and work plan. Meetings are typically held at the SARC Office, unless otherwise determined by the Board. Meetings usually held on a Friday, preceding the Saturday Board meeting.

Leadership:

Meetings are chaired by the Treasurer or another committee member in the absence of the Treasurer. Minutes are recorded by a SARC Administrative Assistant.

Decision Making:

Decisions are made by majority vote.

Authority Limits:

All committee decisions are recommendations made to the Board of Directors for its approval.

Communication:

All recommendations and other necessary information are presented to the Board of Directors to be reviewed at the Board meeting (at which the Executive Director is in attendance).

Termination:

This committee is a standing committee of the SARC Board; therefore, it does not have a termination date.

Revised: September 2014