



Advisory Board Terms of Reference and Mode of Operation

Approved: CRKN Board of Directors, June 1, 2005

Terms of Reference:

The CRKN Advisory Board is established by the Board of Directors as per clause 15 of the Corporation's By-laws. The Advisory Board's role is:

- to assist and advise the Board of Directors with respect to strategic planning and other matters as determined by the Board from time to time;
- to provide a vehicle for development of partnerships and joint ventures; and
- to advance strategic, collaborative and complementary approaches to research infrastructure development among Members and other organizations.

The Advisory Board plays a proactive role in guiding CRKN planning and program development, initiating dialogue with the Board of Directors on matters of strategic interest as well as responding to matters referred from the Board of Directors.

Membership:

The Advisory Board shall consist of the Chair plus 10 members as follows:

- 2 individuals from the library sector in Canada
- 2 individuals from the research sector in Canada
- 2 individuals from the publishing sector in Canada
- 2 prominent individuals from public and private sector in Canada
- 2 individuals external to Canada

The CRKN Executive Director and CRKN staff may participate in meetings of the Advisory Board as resource personnel, as required.

Appointment Process:

- Advisory Board members are appointed by the Board of Directors

Term:

- Advisory Board members serve terms of either two or three years, once renewable, with the length of term established by mutual agreement between the member and the Chair of the Advisory Board.

Chair:

- The Chair is appointed by the Board of Directors, and serves as a full-voting member of the Board of Directors

Meetings:

- Meetings may be held at any place as the Chair may determine, within approved budget parameters and with due consideration for the travel constraints of members
- Meetings may be held at any time provided written notice has been given to each Advisory Board member at least 30 days, exclusive of the day on which notice is given, before the meeting is to take place. Notice of meetings may be waived by unanimous written consent of Advisory Board members
- Quorum for meetings is a majority of Advisory Board members
- The Advisory Board normally meets in person at least once annually and may also meet by teleconference as required
- Additional deliberations may be conducted via email between meetings, as required
- In order to maintain the balance of representation and to ensure continuity and effectiveness of the Advisory Board, substitution of representatives at meetings is not permitted

Lines of Accountability and Communication:

- The Advisory Board is accountable to the Board of Directors
- The Chair of the Advisory Board reports on its activities to the Board of Directors, and submits written recommendations as required for the Board of Directors' consideration
- In order to ensure transparency of operations as well as accurate and consistent distribution of information to appropriate parties, the distribution of meeting documents, summaries, and minutes is handled by the Executive Director through the corporation office
- Upon approval of the minutes of Advisory Board meetings, the Executive Director posts a copy in the password-protected Committees area of the website, accessible to members of the Advisory Board and the Board of Directors
- Official documents and communications are made available in French and English

Financial and Administrative Policies:

- Service on the Advisory Board is non-remunerative
- Travel and meeting expenses for Advisory Board members are reimbursed according to the policies of CRKN and consistent with policies and procedures of the University of Ottawa
- Members of the Advisory Board will comply with Board-approved conflict of interest guidelines and procedures