

Executive Committee Terms of Reference

Mandate

The Executive Committee is responsible for overseeing on behalf of the Board of Directors all matters related to the operations of the Association and for advising and recommending to the Board as appropriate. It advises the President and CEO/CNA staff on matters affecting the health and performance of the organization, including retaining and expanding membership and setting the strategic objectives of the organization for its members. The Executive Committee advises on the ongoing improvement of the organization's business model to ensure maximum productivity and revenue including retaining and expanding memberships. The Committee also provides financial leadership by exercising oversight on budgets and monitoring long-term strategic plans.

Membership

The Executive Committee shall include the Officers of the Association, the President and CEO and any other members of the Board of Directors as may be appointed by the Board. The Chair and Vice-Chair of the Executive Committee shall be, respectively, the Chair and Vice-Chair of the Association. Currently, the Chair, vice-Chair, President and CEO, chair of the Finance Committee, Chair of the Governance Committee are officers who are members of the Executive Committee. The remaining members of the Executive Committee are the Chair of Regulatory Affairs Committee, the Chair of Public Affairs Committee and two members at large. The Board may from time to time appoint or elect such other officers/members as the Board may determine. All but the President and CEO have voting rights on matters before the Executive Committee.

Appointment

The Officers of the Association are elected or confirmed each year by the Membership of the Association at the Annual General Meeting. The Board of Directors shall elect any other members of the Board of Directors to the Executive Committee at the first meeting of the Board following the Annual General Meeting. All appointments are for a three-year term unless otherwise specified by the Board of Directors.

Meetings

1. The Executive Committee shall meet at the request of the Chair. It shall meet at least four times per year prior to each meeting of the Board of Directors.
2. Unless otherwise determined by the Board, each committee and advisory body shall have power to fix its quorum at not less than a majority of its members.
3. If the Chair is absent, the Vice Chair will serve in his/her role. If both are absent the Committee members will designate another member to temporarily serve in that role.
4. The Corporate Secretary will distribute the meeting materials to the Executive Committee two weeks prior to the meeting, which will include the draft agenda and the draft minutes of the previous meeting (for approval at the meeting).

Responsibilities

The Executive Committee shall be responsible for overseeing, on behalf of the Board of Directors, all matters related to the operations of the Association, as follows:

1. The Executive Committee shall make recommendations to the Board of Directors on policy and strategy on all aspects of the Association.



2. The Executive Committee shall provide oversight and direction to the President and CEO of the CNA on the operations of the Association.
3. The Executive Committee shall coordinate the activities of the Standing and Advisory Committees of the Association.
4. The Executive Committee shall take on any actions or responsibilities as delegated to it by the Board of Directors.
5. The Executive Committee shall conduct its business and procedures in conformity with the By-Laws of the Association and the relevant Federal provisions/legislation pertaining to not-for-profit business associations.

Decision Making

1. The Committee shall reach decisions where possible by consensus developed by the Chair.
2. Voting by proxy is not permitted.
3. Where consensus is not possible, the Committee shall refer the matter to the Board for resolution.
4. At the request of a mover of a motion, all votes can be recorded in the minutes.
5. The Corporate Secretary shall keep minutes of all meetings and decisions of the Executive Committee and is charged with the retention of such minutes.

Terms of Reference

The Governance Committee shall ensure that written terms of reference are developed, formally approved by the Board and implemented to guide and govern the functioning of the Executive Committee. The Terms of Reference shall be reviewed annually by the Governance Committee at the first meeting of the calendar year or more frequently as the Committee deems necessary.

Orientation

The Corporate Secretary shall ensure that every new member of the Executive Committee receives orientation training in relation to the Executive Committee, its purpose and functions and its Terms of Reference, before attending his/her first meeting. This shall include relevant federal and provincial regulations/legislation, such as the CNA's By-laws.

Confidentiality of Information

Executive Committee members are required to keep confidential any financial details or other sensitive information they receive. This means paying strict attention to the security of committee records. In order for the committee to function properly, all members of the Association must be confident and trust that no improper use will be made of the information received.

Staff Resources: Corporate Secretary

Finance Committee Terms of Reference

Mandate

The Finance Committee shall be responsible for oversight of the finances of the Canadian Nuclear Association. It is responsible for reviewing all financial statements and audits prior to submission to the Board of Directors or the Annual General Meeting. It is responsible for recommending all financial policy and investment strategy, fees or any other financial matters to the Board of Directors.

The Finance Committee will assist the Board in fulfilling its oversight responsibilities by reviewing:

- Financial information that will be provided to members, stakeholders and governmental institutions that require filing;
- Strategic financial plans and the annual operating and capital budgets;
- The systems of internal controls;
- Internal assurance processes and services; and
- Investment management activities.

Membership

The Finance Committee shall include the Chair, the President and CEO, at least three and as many as five other members drawn from the Board of Directors. The President and CEO does not have a voting right on the Finance Committee.

Appointment

The Board of Directors shall elect or confirm a Finance Committee Chair during the first meeting of the Board of Directors after the Annual General Meeting of the Association. Appointment to the Finance Committee Chair is for a three-year term. The Chair of the Finance Committee is an Officer of the Association, a full member of the Executive Committee and is therefore expected to serve on the Executive Committee and attend its meetings.

Vacancies in the membership of the Finance Committee shall be filled by the Board of Directors on the recommendation of the Governance Committee. All appointments are for a three-year term unless otherwise specified by the Board of Directors.

Meetings

1. The Finance Committee shall meet at the request of the Chair. It shall meet at least four times per year prior to each meeting of the Board of Directors.
2. Unless otherwise determined by the Board, each committee and advisory body shall have power to fix its quorum at not less than a majority of its members.
3. If the Chair is absent, the Committee members will designate another member to temporarily serve in that role.
4. The Corporate Secretary will distribute the meeting materials to the Finance Committee two weeks prior to the meeting, which will include the draft agenda and the draft minutes of the previous meeting (for approval at the meeting).



The Committee shall also meet with the CNA's independent auditors at least once each year to review the CNA's financial statements and the scope and results of such auditor's examinations, monitor the internal accounting controls and practices of the CNA, oversee the property and investment management of the CNA, and approve the appointment of auditors.

Responsibilities

The Finance Committee shall be responsible for:

1. The Finance Committee shall make recommendations to the Board of Directors in respect to financial responsibility; accounting practices and policies; and financial, accounting and operational controls and safeguards pursued by the Association.
2. The Finance Committee shall review all financial statements and audit statements prior to issuance to the Board of Directors.

Decision Making

1. The Committee shall reach decisions where possible by consensus developed by the Chair.
2. Voting by proxy is not permitted.
3. Where consensus is not possible, the Committee shall refer the matter to the Board for resolution.
4. At the request of a mover of a motion, all votes can be recorded.

Terms of Reference

The Governance Committee shall ensure that written terms of reference are developed, formally approved by the Board and implemented to guide and govern the functioning of the Finance Committee. The Terms of Reference shall be reviewed annually by the Governance Committee at the first meeting of the calendar year or more frequently as the Committee deems necessary.

Orientation

The Corporate Secretary shall ensure that every new member of the committee receives orientation training in relation to the committee, its purpose and functions and its Terms of Reference before attending his/her first meeting.

Confidentiality of Information

Finance Committee members are required to keep confidential any financial details or other sensitive information they receive. This means paying strict attention to the security of committee records. In order for the committee to function properly, all parties must be confident and trust that no improper use will be made of the information received.

Staff Resources: Corporate Secretary

Canadian Nuclear Association
Governance, Human Resources and Compensation Committee
Terms of Reference
FINAL June 2017

Mandate

The Governance, Human Resources and Compensation (GHRC) Committee shall be responsible for matters related to continuity with respect to the Board of Directors of the Canadian Nuclear Association and the Officers of the Association, as well as matters related to the structure of the Board of Directors, the Executive Committee and the Standing and Advisory Committees. The GHRC Committee is responsible for the management of elections to the Board, for Officer Succession planning, and for the annual review, compensation and succession of the President and CEO.

The GHRC Committee is responsible for providing oversight and direction to the President and CEO regarding CNA Human Resources policies and practices. The GHRC Committee is also responsible for the CNA By-laws and for recommending any necessary or desired changes.

Membership

The GHRC Committee shall include the Chair, the President and CEO, at least three and as many as five other members drawn from the Board of Directors. The President and CEO does not have a voting right on the GHRC Committee.

Appointment

The Board of Directors shall elect or confirm a GHRC Committee Chair during the first meeting of the Board of Directors after the Annual General Meeting of the Association. Appointment to the GHRC Committee Chair is for a three-year term. The Chair of the GHRC Committee is an Officer of the Association, a full member of the Executive Committee and is therefore expected to serve on the Executive Committee and attend its meetings.

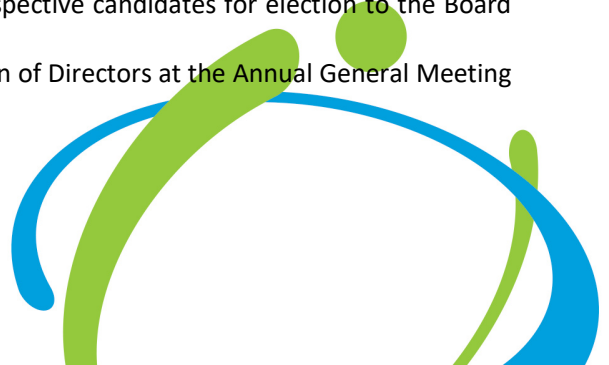
Vacancies in the membership of the GHRC Committee shall be filled by the Board of Directors on the recommendation of the GHRC Committee. All appointments are for a three-year term unless otherwise specified by the Board of Directors.

Meetings

1. The GHRC Committee shall meet at the request of the Chair. It shall meet at least four times per year prior to each meeting of the Board of Directors.
2. Unless otherwise determined by the Board, each committee and advisory body shall have power to fix its quorum at not less than a majority of its members.
3. If the Chair is absent, the Committee members will designate another member to temporarily serve in that role.
4. The Corporate Secretary will distribute the meeting materials to the GHRC Committee two weeks prior to the meeting, which will include the draft agenda and the draft minutes of the previous meeting (for approval at the meeting).

Responsibilities

1. The GHRC Committee shall circulate notices for upcoming elections to the Members at least 30 days prior to the Annual General Meeting.
2. The GHRC Committee shall receive all nominations from prospective candidates for election to the Board of Directors.
3. The Corporate Secretary shall conduct the process for election of Directors at the Annual General Meeting in accord with directives from the GHRC Committee.



4. The GHRC Committee shall provide a written report to the Board of Directors on any actions taken or recommendations made by the GHRC Committee.
5. The GHRC Committee shall table recommendations to the Board of Directors regarding any desired or necessary changes to the By-laws of the Association.
6. The GHRC Committee shall conduct an annual review of performance of the CNA President and CEO and provide its findings and recommendations for compensation to the Executive Committee of the board. The Chair of the board shall communicate the compensation decisions to the President and CEO of the CNA.
7. The CNA President and CEO will inform the GHRC committee of any compensation changes for CNA staff annually.
8. Each year, the GHRC Committee will review and recommend to the Executive Committee for approval the parameters/limits for CNA staff compensation and consider such factors as inflation, market conditions, and financial capacity of the CNA.
9. The GHRC Committee shall conduct an annual review of CNA Human Resources policies and practices, including staff succession planning, and shall provide advice and direction to CNA President and CEO. It shall report to the Executive Committee any matters it deems appropriate.
10. The GHRC Committee shall review the Terms of Reference of the Association's Committees on a periodic basis, or as otherwise specified, to recommend to the Board updates to the terms as required and ensure conformity with the Association's by-laws.
11. The GHRC Committee shall recommend to the Board of Directors the appropriate fees to be levied by the various membership classes of the Association.
12. The GHRC Committee shall table recommendations to the Board of Directors regarding membership issues and structure.

Decision Making

1. The GHRC Committee shall reach decisions where possible by consensus developed by the Chair.
2. Voting by proxy is not permitted.
3. Where consensus is not possible, the GHRC Committee shall decide by majority vote of the GHRC members in attendance.
4. At the request of a mover of a motion, all votes can be recorded in the minutes.

Terms of Reference

The GHRC Committee shall ensure that written terms of reference are developed, formally approved by the Board and implemented to guide and govern the functioning of all Committees. The Terms of Reference shall be reviewed annually by the GHRC Committee at the first meeting of the calendar year or more frequently as the GHRC Committee deems necessary.

Orientation

The Corporate Secretary shall ensure that every new member of the committee receives orientation training in relation to the committee, its purpose and functions and its Terms of Reference before attending his/her first meeting.

Confidentiality of Information

GHRC Committee members are required to keep confidential any financial details or other sensitive information they receive. This means paying strict attention to the security of committee records. In order for the committee to function properly, all parties must be confident and trust that no improper use will be made of the information received. **Staff Resources:** Corporate Secretary, Senior Disclosures Officer.¹

¹ A Senior Disclosures Officer is included in the CNA Handbook as a staff resource for addressing sensitive concerns and/or complaints (e.g., harassment). The CNA President, plus one additional senior staff member are to serve as Senior Disclosures Officers. The Senior Disclosure Officer is responsible for enlisting a neutral third party (e.g., a lawyer, a human resources specialist, or a health and safety practitioner, as appropriate) to investigate and document the complaint.

Public Affairs Advisory Committee Terms of Reference

Mandate

The Public Affairs Advisory Committee shall be responsible for advising the Board of Directors on Policy, Government Relations, Communications and related strategies to be pursued by the Association.

This mandate will be supported by achieving the following objectives:

Assist the CNA staff in identifying emerging issues of importance to the industry, and advising on the effectiveness of strategies developed to address those issues;

Advise and support CNA staff efforts to assure a systematic and coordinated flow of information, and exchange of effective policy, government relations and communications strategies and techniques, within the nuclear industry; and

Provide advice on projects being implemented by the Working Groups and related Task Forces of the Public Affairs Advisory Committee, which are comprised of members of the Association.

Membership

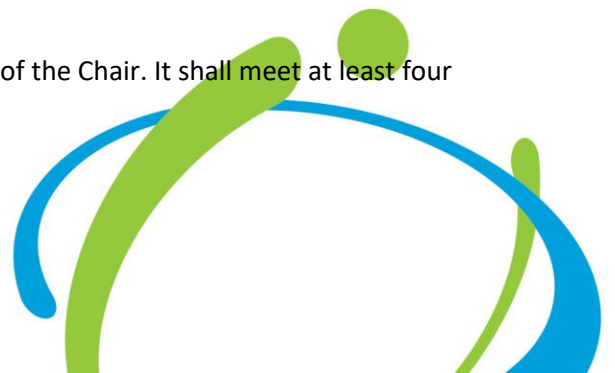
The Public Affairs Advisory Committee shall consist of no more than 10 members in total and include: a Chair appointed by the Board of Directors and CNA staff as appointed by the President. CNA staff are to support the Committee functions, but do not serve as members. All members of the Board of Directors are entitled to nominate a member of the Public Affairs Advisory Committee. The President may in addition name members of the Committee who are not employees of members of the Association, as advisors. Membership should reflect the diversity of the CNA and should include representatives of companies in the forefront of major communication issues, or challenges.

Appointment

The Board of Directors shall appoint a Public Affairs Advisory Committee Chair during the first meeting of the Board of Directors after the Annual General Meeting of the Association. Appointment to the Policy and Communications Committee Chair is for a three-year term. Vacancies in the Chair of the Committee shall be filled by the Board of Directors with the consideration of recommendations from the Executive Committee. The Chair of the Public Affairs Advisory Committee is a member of the Executive Committee with full voting rights, and is therefore expected to serve on the Executive Committee and attend its meetings.

Meetings

The Public Affairs Advisory Committee shall meet at the request of the Chair. It shall meet at least four times per year prior to each meeting of the Board of Directors.



Quorum for the committee shall consist of one half of its members without substitution.

The Public Affairs Advisory Committee will periodically report on its activities to the Board of Directors and if appropriate, recommend actions to be taken by the nuclear industry.

Responsibilities

The Public Affairs Advisory Committee shall advise the Association on emerging issues and associated strategies to address those issues based upon direction from the Board of Directors.

The Public Affairs Advisory Committee shall provide guidance on annual plans developed by the Association, as well as plans prepared by relevant Working Groups and Task Forces.

The Chair may establish additional working groups/task forces on particular topics. The working groups shall report to the Committee and meet the same reporting requirements as the Committee has to the Board of Directors. All working group reports shall be tabled with the Board of Directors along with Committee Reports.

The Public Affairs Advisory Committee shall advise the Board of Directors on areas within the Committee's competence, including public policy issues, communications policies of the CNA, and related strategies.

CNA staff shall keep minutes of all meetings of the Public Affairs Advisory Committee, and these minutes shall be tabled at the subsequent meeting of the Board of Directors.

CNA staff will be responsible for execution of any actions approved by the Committee.

The Chair of the Public Affairs Advisory Committee is a member of the Executive Committee with full voting rights and is therefore expected to serve on the Executive Committee and attend its meetings.

Decision Making

The Committee shall reach decisions where possible by consensus developed by the Chair.

Where consensus is not possible, the Committee shall reach a decision by means of a majority vote upon a question.

The results of all votes shall be recorded in the minutes.

At the request of a mover of a motion, all votes can be recorded.

Orientation

The CNA staff resources shall ensure that every new member of the Public Affairs Advisory Committee receives orientation training in relation to the Committee, its purpose and functions and its Terms of

Reference, before attending his/her first meeting. This shall include relevant federal and provincial regulations/legislation, such as the CNA's By-laws.

Confidentiality of Information

Public Affairs Advisory Committee members are required to keep confidential any financial details or other sensitive information they receive. This means paying strict attention to the security of Committee records. In order for the committee to function properly, all members of the Association must be confident and trust that no improper use will be made of the information received.

Regulatory Affairs Advisory Committee Terms of Reference

Mandate

The Regulatory Affairs Advisory Committee (RAAC) is responsible for advising the Board of Directors on regulatory affairs issues that are of concern to CNA members and to the nuclear industry in general; and for the strategies to be pursued by the Association in resolving those issues.

This mandate will be supported by achieving the following objectives:

- Identify and prioritize the regulatory affairs issues that are of concern to the industry and to provide guidance on their solution;
- Establish working groups and task forces to address specific issues and to develop an industry position on priority issues;
- Encourage broad participation by the CNA members in its Government and Regulatory Affairs Programs and;
- Facilitate the dissemination of the information to CNA member and governmental policy makers on regulatory affairs issues of concern to the nuclear industry.

Membership

The Regulatory Affairs Advisory Committee (RAAC) shall include a Chair who is appointed by the Board of Directors. The Chair shall nominate CNA members to the Regulatory Affairs Committee. The Committee shall consist in total, including the Chair of no more than ten (10) members and shall be reviewed on an annual basis. The Board may from time to time appoint or elect such other members as the Board may determine. All but the President and CEO, and CNA staff have voting rights on matters before the Regulatory Affairs Advisory Committee (RAAC).

Appointment

The Board of Directors shall appoint a Regulatory Affairs Committee Chair during the first meeting of the Board of Directors after the Annual General Meeting of the Association. Appointment to the Regulatory Affairs Committee Chair is for a three (3) year term. Vacancies in the Chair of the Committee shall be filled by the Board of Directors with the consideration of recommendations from the Executive Committee.



Meetings

1. The Regulatory Affairs Advisory Committee (RAAC) shall meet at the request of the Chair. It shall meet at least four times per year prior to each meeting of the Board of Directors.
2. Quorum for the Regulatory Affairs Advisory Committee (RAAC) shall consist of one half of its members without substitution.
3. The Regulatory Affairs Advisory Committee (RAAC) will periodically report on its activities to the Board of Directors and if appropriate, recommend actions to be taken by the nuclear industry.

Notice of Meetings

Notice of meetings shall be provided at least 14 calendar days prior to the meeting of the Committee. Special meetings may also be called at the discretion of the Chair without regard to the requirement for notice period.

Responsibilities

The Regulatory Affairs Advisory Committee (RAAC) shall be responsible for:

1. Providing the Association with guidance on the strategy for addressing regulatory affairs issues (policy and legislative) based upon direction from the Board of Directors.
2. Working to ensure consistency of approach or strategy in addressing regulatory affairs issues among the member organization of the Association.
3. Advising the Board of Directors on regulatory affairs issues and the strategy for addressing them.

The Chair may establish working groups within the Committee on topics. The working groups shall report to the Committee and meet the same reporting requirement as the Committee has to the Board of Directors. All working groups reports shall be tabled with the Board of Directors along with the Committee reports. CNA staff shall be responsible for the execution of any actions approved by the Committee. CNA staff shall keep records of all meetings of the Regulatory Affairs Advisory Committee and, these records shall be tabled at the subsequent meeting of the Board of Directors.

Decision Making

1. The Committee shall reach decisions where possible by consensus developed by the Chair.
2. Voting by proxy is not permitted.
3. Where consensus is not possible, the Committee shall reach a decision by means of a majority vote.
4. The results of all votes shall be recorded in the minutes.
5. At the request of a mover of a motion, all votes can be recorded in the minutes.

Confidentiality of Information

Regulatory Affairs Advisory Committee (RAAC) members are required to keep confidential any financial details or other sensitive information they receive. This means paying strict attention to the security of committee records. For the committee to function properly, all members of the Association must be confident and trust that no improper use will be made of the information received.