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APPROVED BY: BOARD OF DIRECTORS	APPROVED ON: 2014/06/12	
STRATEGY COMMITTEE TERMS OF REFERENCE		

Unless the context otherwise indicates, capitalized terms in these Terms of Reference are defined in the CATSA Act and the Bylaws.

I - MANDATE

According to Bylaw No. 3, the mandate of the Strategy Committee (the “**Committee**”) is to perform oversight of matters relating to or affecting the Authority’s strategic direction in accordance with the Authority’s legislated mandate, provide oversight and advice to Management in the development and implementation of all such strategic initiatives, and make recommendations to the Board on such matters.

II- AUTHORITY

The Committee has the authority to conduct or authorize investigations into any matters within its scope of responsibility and it is empowered to:

- a) retain outside counsel or consultants as the Committee deems necessary in consultation with the Chairperson, when appropriate, to advise the Committee or to assist in the conduct of investigation;
- b) seek any information it requires from any Officers or employees of the Authority and external parties; and
- c) meet with the Authority’s Officers, Chief Audit Executive, external auditors, or internal and external legal counsel, as necessary.

III - COMPOSITION

The Committee shall be composed of at least three (3) Directors. The Chairperson also serves on the Committee as provided in Bylaw No. 3. Except as otherwise provided herein, the Board will appoint Committee members and the Committee Chairperson. Members shall serve until the member ceases to be a Director for any reason and the Director’s appointed successor shall serve on the Committee until the Board decides otherwise or the Chairperson makes an interim appointment as provided in the Guidelines for Board Committees. The Board may fill a vacancy in the Committee at any time.

All members of the Committee will be independent, as determined by the Board, i.e. free of any interest and business or other relationship which would reasonably be perceived to materially interfere with the exercise of independent judgment.

IV - MEETINGS

The Committee shall meet at least four (4) times per year and the Committee Chairperson may convene additional meetings as circumstances require. All Committee members are expected to attend each meeting, in person or via teleconference. A majority of the number of Committee members shall constitute a quorum. The President and Chief Executive Officer may attend the meetings. The Committee Chairperson may invite Officers or employees of the Authority as the Committee Chairperson deems appropriate.

In the event of a Director's absence or conflict of interest, the Chairperson may identify alternate Director(s) to stand in the stead of the absent or conflicted member(s), and the Directors so acting shall be deemed to be a member(s) of the Committee for that particular meeting.

V - DUTIES AND RESPONSIBILITIES

1.0 Overseeing the Authority's Strategic Initiatives

The Committee will, in accordance with the Authority's legislated mandate, consider Management's proposals, provide oversight and advice to Management and provide oversight of, and recommendations to the Board on, matters relating to the Authority's proposed and ongoing strategic initiatives and future direction which may include performing the following duties and responsibilities:

- a) consider proposals on the Authority's strategic direction in accordance with the Authority's legislated mandate, which may be set out in various corporate documents, such as in the corporate plan, a memorandum to cabinet or any other corporate document before they are submitted to an external party;
- b) consider the proposed non-financial contents of the Authority's annual report and corporate plan before they are submitted to an external party;
- c) receive reports from Management, as required by the Board, on any new and significant emerging threats which may impact the Authority's operations with a view to ensuring, where possible, that the Authority takes appropriate action to address those threats;
- d) receive reports from Management on corporate performance with a view to ensuring that the Authority delivers its mandate in a consistent, effective and efficient manner and that actions are taken by Management as appropriate;
- e) receive reports from Management on trends, techniques and technologies within the aviation security sector with a view to evaluating the impact of such trends, techniques and technologies on the Authority's strategic direction and considering proposals from Management as applicable;

- f) consider evaluations of and proposals for modifications to the Authority's service delivery model, at least two (2) years in advance of the contract expiry date(s);
- g) consider proposals on the Authority's long term capital expenditure plan;
- h) provide oversight of, and advise Management on, any material change to the Authority's service delivery model or any other major element of its business model, as the Committee deems necessary;
- i) receive reports from Management on any operational risks and factors relating to screening contractors and other major contractors to the Authority with a view to obtaining assurance that any such risks or factors are properly managed; and
- j) provide oversight, advise or make recommendations in accordance with the Authority's legislated mandate, with regard to any other issues that may arise requiring strategic consideration.

2.0 Overseeing Management's Approach

The Committee will:

- a) ensure the appropriate policy framework is in place for matters relating to the Committee's mandate, review Management's consideration of updates to the Authority's policies assigned to the Committee and make recommendations to the Board for approval of any amendments to such policies;
- b) recommend approval of board-level contracts as required by the Authority's contracting policies for requirements relating to the Committee's mandate, including but not limited to those requirements not otherwise assigned to other Board committees, and recommend approval of procurement strategies for procurements resulting in such contracts;
- c) recommend approval-in-principle of projects as required by the Authority's project management policy, for projects relating to the Committee's mandate, including but not limited to those projects not otherwise assigned to other Board committees;
- d) receive regular reports on such projects from Management as required by the Authority's project management policy and any such information it deems relevant to fulfill its mandate and report back to the Board; and;
- e) report to the Board on the Authority's compliance framework in specific high legal risk areas for which the Committee is assigned responsibility.

VI – OTHER RESPONSIBILITIES

The Committee will:

- a) review when appropriate its Terms of Reference;

- b) confirm annually to the Board that the responsibilities outlined in these Terms of Reference have been carried out;
- c) regularly report to the Board on Committee activities, issues, recommendations and requests for Board approval as required; and
- d) keep Management informed and seek its advice as required with regard to issues, views, and preferences that are being considered by the Committee.