

EXPORT DEVELOPMENT CANADA Terms of Reference - Advisory Council on Corporate Social Responsibility

ABOUT THE ADVISORY COUNCIL:

An Advisory Council on Corporate Social Responsibility (CSR) was established in November 2001 with a mandate and role to provide advice and guidance to Export Development Canada (EDC) on matters related to evolving best-in-class practices with regard to CSR.

The duties of the Council are solely advisory in nature – to act as a sounding board in the formulation of CSR-related procedures and policies. The Advisory Council will report to the President and CEO of EDC.

FREQUENCY OF MEETINGS & COMPILATION:

The Advisory Council should meet two times a year for one day, at a convenient locale or by teleconference.

These meetings may occur approximately once every six months.

Members of the Advisory Council will be selected from among, but are not limited to, civil society groups; industry and business; and academic and educational institutions.

The compilation of such a council should include appropriate representatives. The Council should not exceed 9 member participants, not including EDC members.

EDC members will include:

- the President & CEO of EDC;
- EDC's Senior Vice President responsible for Corporate Social Responsibility;
- EDC's Vice-President, Corporate Social Responsibility; and
- a representative from the EDC Board of Directors (ex-officio).



MEMBERSHIP CRITERIA:

1. Recognized leader in the CSR field, including issues related to:
 - environment
 - sustainable development
 - human rights
 - stakeholder engagement
 - community investment, and
 - other fields related to CSR
2. Practical exposure / experience in CSR-related issues, including:
 - business culture that fosters CSR
 - managing stakeholder relations
3. Ability to share good / best practices in relation to CSR such as:
 - strategy
 - environmental management
 - CSR reporting, policies / practices
 - CSR performance measurement
 - stakeholder management
 - transparency and disclosure
4. International experience / involvement by way of:
 - professional experience
 - research
 - publications
 - business practices
 - affiliations
5. General involvement in, exposure to, or knowledge of international trade, business, or finance by way of:
 - professional experience
 - research
 - publications
 - business practices
6. Council members should have no potential for conflict with EDC's mandate, or have other conflicts of interest in undertaking this role.



TERMS OF REFERENCE

Meetings:

- Each meeting will be conducted in accordance with an agenda that EDC will provide in advance thereof.
- Meetings will take place twice a year at a locale that is convenient for the members, or by teleconference.
- Meetings are to be closed to all but Council members, EDC personnel and any invited guests.
- EDC will provide all administration and co-ordination personnel requirements, i.e.: logistical support; prepare pre-meeting briefing materials and post-meeting summary of meeting proceedings, etc..

Council Reports:

- EDC personnel will take notes at the meeting and present a Summary of Proceedings to EDC Management and to Council Members for their review as soon as possible after each meeting.
- This Summary of Proceedings will form the basis for a report by the President of EDC to EDC Management and to the Board of Directors.
- The Summary of Proceedings of Council meetings will be available on EDC's website.

Chair:

- The Chair of the Advisory Council shall be nominated by the President of EDC for a period of two years, renewable for a third year.
- The President of EDC shall act as the Chair for the first meeting of the Council and any other meetings where the Chair or Chair's designate cannot be present.
- The Chair will open and close the meetings and ensure that the topics as noted on the meeting agenda are discussed.

Advice on issues:

- The duties of the Advisory Council are solely advisory in nature.
- Council will act as a sounding board for certain key CSR-related issues relevant to EDC that may arise from time to time.
- EDC will identify various topics for discussion that refer to industry best practice, sharing of mutual experience on key issues such as stakeholder engagement and internal implementation of CSR practices and policies.
- EDC will actively seek input on topics proposed for discussion and will provide as much information as possible regarding topics prior to Council meetings.
- Members of the Council may wish to provide advice on best-in-class practices on new and innovative topics as they arise.



General

- The Advisory Council shall have no role in the day-to-day management and operations of EDC, and no authority over EDC's activities.
- EDC will take full responsibility for inviting interested and knowledgeable individuals to participate in this Council and to maintain their involvement therein.
- No sub-committees will be struck.
- The concept of quorum will not be necessary.
- The Advisory Council will be a vital link between EDC and knowledgeable stakeholders who will provide information on the state of the art as it pertains to Corporate Social Responsibility practices.
- Advisory Council members may be asked to provide to the Council and management suggested names for participation in the Council, or for presentations on CSR practices and issues.
- The term of Council membership is a minimum of three (3) years with an option to renew for a term of up to a maximum of three (3) years based on the mutual consent of the member and EDC.
- Advisory Council members (except the EDC members) will receive an annual honorarium to be directed to a charity of their choice and shall be reimbursed for all reasonable travel and accommodation expenses incurred in the performance of their duties.