

## Ad Hoc Committee – Strategic Planning Terms of Reference

### 1. BACKGROUND

- 1.1 An Ad Hoc Committee of the GTH Board of Directors (the “Board”) was created by the Board on December 5, 2018. The Board has authorized the creation of an Ad Hoc Committee (the “Committee”) to carry out the request to establish a potential strategic partnership with an outside advisor(s) to support the Global Transportation Hub Authority.
- 1.2 The Board has asked the Committee to assist management in finding a strategic partner(s) for the Global Transportation Hub Authority.

### 2. CONSTITUTION

- 2.1 The committee will be comprised of up to three Directors of the Board, the Chair of the Board, and potentially one external representative as chosen by motion of the committee.
- 2.2 The Chair of the Committee, as appointed by the Board.
- 2.3 The Committee Chair presiding at any meeting of the Committee shall have a vote in all matters considered by the Committee. In the event of a tie, the Committee will be deadlocked and the matter will need to be referred to the Board for decision.
- 2.4 The members of the Committee will remain members of the Committee until they are either removed by Board resolution, they are no longer members of the GTH Board or when the Committee shall cease to exist.
- 2.5 The Committee shall cease to exist once the new strategic vision for the Global Transportation Hub is established.

### 3. DUTIES AND RESPONSIBILITIES:

- 3.1 In discharging its obligations to the Board, the committee has the following specific duties and responsibilities:
  - 3.1.1 Review the scope of the Request for Qualification document;
  - 3.1.2 Evaluate the materials received;
  - 3.1.3 Select a short list of candidates to continue with the RFQ process;
  - 3.1.4 Evaluate the presentations and proposals received from the short list of candidates;
  - 3.1.5 Recommend a successful strategic partner(s) to the Board;

- 3.1.6 Assist in negotiations and approve the contract with the selected firm(s) that is awarded with the scope of work; and
- 3.1.7 Manage the relationship with the selected firm(s) until the completion of the contract.

#### **4 MANAGEMENT OR EXECUTIVE MANAGEMENT RESPONSIBILITIES**

- 4.1 To prepare the Request for Proposal document and manage the procurement protocol as dictated by the Saskatchewan Government leading up to the selection process of a successful strategic partner(s).

#### **5 MEETINGS**

- 5.1 The time and place of meetings of the Committee and the procedures at such meeting shall be determined from time to time by the members of the Committee provided that:
  - 5.1.1 The quorum for meetings of the Committee shall be three members, either present in person or present by teleconference or videoconferencing; and
  - 5.1.2 Meetings will be called by consensus of the Committee or call of the Chair.
- 5.2 The secretary of the Committee shall be Kandace Monastyrski or such alternate GTH employee as the Committee shall appoint from time to time.
- 5.3 Draft minutes of the meetings shall be circulated to the members of the Committee for approval.

#### **6 REMUNERATION**

- 6.1 The rates of remuneration and reimbursement of expenses for Directors of the committee, other than government employees, is fixed at the rates established by Crown Investments Corporation of Saskatchewan (CIC) for Directors of subsidiary Crown Corporations at the level of a Tier II Crown Corporation. (Section 13)

#### **7 MINUTES AND REPORTING RESPONSIBILITIES**

- 7.1 An outline of material proceedings and deliberations addressed by the committee, and all recommendations, decisions and directives of the committee shall be recorded by the Board Secretary in the minutes of the meeting.
- 7.2 A draft copy of the minutes of a committee meeting, approved by the Chair of the committee, shall be circulated to members of the committee prior to the next meeting. A Director may request a revision to the minutes to include specific deliberations. Following approval of the minutes of the meeting by the committee, if substantive revisions have been made to the draft minutes, the minutes approved by the committee shall be re-circulated to members of the committee.

## **8 SUPPORT TO THE COMMITTEE**

- 8.1 In performing any of its duties and responsibilities, the Committee shall have access to any and all books and records of GTH required for the execution of the Committee's responsibilities and, as necessary, shall discuss with appropriate GTH officers and employees on such records and other relevant matters.
- 8.2 As is the purpose of this committee, the Committee will be obtaining the advice and counsel of an external advisor to assist the Board to properly discharge its responsibilities. The cost of such adviser shall be paid by GTH.

## **9 CONFIDENTIALITY**

- 9.1 All deliberations of the committee and all records, material and information pertaining to the GTH obtained by a Director of the Board, shall be considered confidential. Board members shall maintain the confidentiality of such deliberations and shall safeguard such records, material and information from improper access.