



EXECUTIVE COMMITTEE TERMS OF REFERENCE

A. PURPOSE

The Board of Directors (the Board) of the General Insurance Statistical Agency (GISA) has established an Executive Committee (the Committee) to provide strategic direction to, and ongoing oversight of, GISA and the GISA Secretariat (GISA Operations).

B. FUNCTIONS OF THE COMMITTEE

The functions of the Committee are as follow:

- Provide ongoing direction and advice to GISA Operations in implementing decisions of the Board;
- Act as the Nominating Committee for appointments to the Board and its Committees;
- Review and approve key communication documents and correspondence;
- Focus direction for strategic planning to ensure GISA is meeting the needs of its Member jurisdictions;
- Establish priorities and approve the agenda for Board meetings; and
- Make ongoing decisions as necessary.

The Committee is also responsible for any other duties as assigned by the Board.

C. GOVERNANCE

C.1 Membership

The Committee's membership comprises:

- One (1) Chair and two (2) Vice-Chairs, each of whom must be a Members Director; and
- One (1) Industry Director.

C.2 Appointment and Terms

The Board nominates and appoints the Chair and Vice-Chairs of the Committee.

The Chair and Vice-Chairs nominate the Industry Director member, who is then appointed by the Board.

The Chair, Vice-Chairs and Industry Director can each serve terms of up to two (2) years and can be re-appointed.

C.3 Meeting Schedule

The Committee meets in person or by conference call on a quarterly basis, prior to the corresponding quarterly Board meeting. The Committee can meet more often if requested by the Board Chair.

C.4 Attendance and Substitution

Substitutes may attend meetings of the Committee with the Chair's consent.

C.5 Secretariat Support

The GISA Secretariat (GISA Operations) provides ongoing administrative, technical and governance support to the Committee.

D. GENERAL

D.1 Confidentiality

Members of the Committee may be asked to hold certain information confidential. When asked to do so, none of the information or material provided by the Board of Directors or other party is to be discussed with or disclosed to anyone who is not a Committee member or Chair-approved substitute.

The Board-approved Code of Conduct for Directors is posted on GISA's website. The Code of Conduct governs the behaviour of Committee members.

D.2 Amendment of Terms

No more than three (3) years can pass between the review of these Terms of Reference, although the Terms can be amended at any time at the request of the Board. The Board must approve any changes to the Terms of Reference.

E. PERFORMANCE REVIEW

At least once a year, the Committee will review its Terms of Reference and assesses individual and collective success in the performance of its duties.