

## TSDSI EAC Committee –Terms of Reference

Approved by Governing Council in its 32nd meeting

# Terms of Reference of the TSDSI EAC Committee

## 1. Duties of the Committee

- Help the Chair and Vice Chair to provide clarity and compliance on aspects related to R&R, working procedures, operating methods, technology robustness as it applies to the functioning of TSDSI.
- Ensure that the Chair, Vice Chair, Director General and other TSDSI Staff are in sync on all strategic and operational matters and serve in an advisory capacity to the Secretariat.
- Review the business/operating plan of TSDSI for the year and progress therein on a periodic basis and ensure alignment to the vision of TSDSI.
- Monitor compliance to policies, procedures and budgets that have been recommended and approved by the GC, GBM and the standing committees.
- Provide guidance to the Secretariat in matters related to prioritisation and allocate investment and resources.
- Enabling resolutions for any conflicts associated with interpretation of R&R Policy, Society Byelaws and Working procedures of TSDSI.
- Review and facilitate the various standing committee's, task forces as required for ensuring that task forces and committees are adequately staffed, represented and productive.
- Manage, and develop talent.
- Manage the compliance/financial/operational risk profile of TSDSI.
- Management and regular review of operational and financial performance of TSDSI.
- Review IT systems and operating procedures to ensure the integrity of all management information reported.

- Ensure succession planning is in place.
- Review the setting up of and progress of ad-hoc committees and taskforces such as the opens source task group.
- Review and if necessary, initiate conformance of TSDSI processes and procedures to ISO or such other excellence certification.

The Committee shall implement the policy and strategy adopted by the General Council and deal with all operational matters impacting the performance of TSDSI and its Secretariat. It shall, of its own or at the request of the GC, make available to the GC such information, reports and other documents to assure traceability of activities conducted by TSDSI.

The committee will also oversee the implementation and currency of technology adopted within TSDSI and benchmark its technology, policies, and procedures with SDO's of repute.

## **2. Composition of the Committee**

- The Executive/Administration Committee shall comprise:
  - (i) The Chair;
  - (ii) The Vice Chair; and
  - (iii) Members as appointed by the Chair and ratified by GC.
- The Committee members are appointed for such term as they hold their office and will be reviewed annually.
- The Committee will meet, as required, which is expected to be at least once a month or as required by the Chair/Vice Chair/Secretariat in person or by Audio/Video means.

## **3. Chair of Executive / Administration Committee**

The chair at meetings of the Committee shall be the Chair of TSDSI GC if in attendance, or if he/she is not present, the Vice Chair of TSDSI GC.

#### **4. Quorum**

The quorum for any meeting of the Committee shall be two-thirds of its membership, including either the Chair or the Vice Chair, at the time of the meeting.

#### **5. Procedures and resolutions**

Except as otherwise stated in this document, the Executive/Administration Committee shall determine its own procedures. Other than set out herein, the Committee shall reach decisions by a simple majority of those voting on the issue in question. If the numbers of votes for and against a certain topic/proposal are equal, the Committee Chair has a casting vote.

Committee members shall abstain from participating in official deliberations of the committee if there is an apparent conflict of interest.

Each year, the Chair will lead members in a review of its relevance, the value of its work, the effectiveness of its work, process over the past year, and its terms of reference.

The committee may propose amendments to this ToR, such amendments to be duly placed before the GC, for its consideration.

#### **6. Notice of meetings**

The Committee meeting agenda and papers shall be circulated at least one week prior to the Committee meeting.

Minutes of the Executive Committee meetings are to be kept and held at the Secretariat of TSDSI.

The Executive Committee reports to the GC.