



## **Strategic Advisory Board Terms of Reference**

### **Purpose**

The O'Brien Institute for Public Health Strategic Advisory Board helps the Institute define strategies for achieving positive health impacts for Albertans and populations beyond the province, while also striving for academic excellence at national and international levels. The Board is advisory to the Institute's leadership and its Executive Committee.

### **Roles and Responsibilities**

The Strategic Advisory Board shall:

- Provide input to the Institute's strategic planning, business plan development, leadership, and Institute governance
- Suggest strategies that will increase the Institute's effectiveness in community outreach and stewardship initiatives
- Contribute to the Institute's community outreach, fundraising, and stewardship activities
- Advocate for the Institute in the community
- Aid the Institute leadership in identifying indicators of success and benchmark comparators for assessing the Institute's success by national and international standards of excellence
- Review the goals set by Institute management and the management's overall performance

### **Board composition**

Board membership is comprised of normally not more than 15 persons who will come from the following constituencies:

- Chair (a community leader)
- Vice-chair
- No less than three additional community leaders
- O'Brien Institute Scientific Director
- Delegated member of the Institute's Executive Committee
- Delegated senior leader from Alberta Health Services
- Delegated senior leader from Alberta Health
- Delegated senior leader from the Institute membership
- Cumming School of Medicine Dean or delegate

Ex-officio members of the SAB who will attend to support SAB deliberations as required include:

- O'Brien Institute Associate Scientific Director
- O'Brien Institute Administrative Director
- A representative from the Development Office
- Representatives of the Institute's Executive Committee
- Representatives from Alberta Health Services
- Representative senior leaders from Alberta Health
- Representative senior leaders from the Institute membership
- O'Brien Institute Communications Manager
- O'Brien Institute Project Manager
- Representatives from the Cumming School of Medicine's Dean's Office
- Original naming donor(s)

Board membership is for three years, and renewable upon review. SAB members will initially be appointed by the Institute Scientific Director, in consultation with founding SAB members and the Cumming School of Medicine Dean's Office as appropriate. Thereafter, the Scientific Director will chair, with no less than two other SAB members or outgoing members, an *ad hoc* Nominations/Membership Review Committee which will be convened every three years or as required. The Chair will be an *ex officio* member of the nominating committee. The nomination of the Chair is subject to SAB approval.

### **Meetings**

The Strategic Advisory Board shall meet quarterly or as required, with the possibility of intervening subcommittee and individual meetings and telecommunications. Board members' meeting expenses (eg. parking) are reimbursable.

### **Decision Making**

The Board normally functions in an advisory capacity, and decisions are normally reached by general agreement of the members present as determined by the Chair, unless a vote is requested by any member. In the latter case the vote will be made with consideration to the quorum.

### **Quorum**

Quorum is reached with 50% or more voting members of the Strategic Advisory Board present. If quorum is not reached during a regularly scheduled quarterly meeting, decision-making and approvals cannot proceed and will be tabled for a future meeting with quorum. Scheduled meetings will proceed without quorum, but without voting, which shall occur occasionally in accordance with 50% +1 standard.

### **Recording**

Minutes of the Strategic Advisory Board meetings shall be recorded and shared among all members of the Board.

### **Sub-Committees**

*Ad hoc* sub-committees may be struck, when relevant and necessary. Terms of Reference for these sub-committees should be created in consultation with the Board.