# Canadian Research Data Centre Network
# Terms of Reference for the Board

Version: 1 April 2026

## 1.0 Scope and authority

1.1 The fundamental purpose of the Board of the Canadian Research Data Centre Network ("CRDCN" or "the Network") shall be the protection and enhancement of the value of the Network's assets.

1.2 The Board's primary role shall be the stewardship of the Network on behalf of the collaborating institutions and other stakeholders, in partnership with Statistics Canada.

1.3 The Board shall provide governance and strategic direction to the total affairs of the Network to ensure its development and financial sustainability and to enhance the value of its research products and services to its constituents, and impact in Canada.

1.4 The Board shall also provide for the quality, depth, and continuity of management required to achieve the Network's major strategic objectives. As such, the Board shall oversee the conduct of the Network's business and supervise CRDCN management, which is responsible for the day-to-day realization of the Network's mission.

1.5 The Board, while maintaining the independence of its governance role, shall function in a manner that recognizes Statistics Canada's authority and obligation to represent the interests of the agency in all matters related to the security and confidentiality of, and access to, Statistics Canada data.

1.6 The Board's principal duties and responsibilities are outlined in section 4 of this document and the obligations of each of the primary stakeholders (i.e. Statistics Canada, collaborating institutions, the host institution and Network management) are documented in the *Schedule F, Agreement Concerning Access to Statistics Canada Information by the CRDCN and its Collaborating Institutions, of the Inter-Institutional Agreement (IIA).* This partnership and service agreement shall be amended from time to time as warranted with the consent of all signatories to the agreement.

## 2.0 Membership and procedures

2.1 The Board shall consist of a minimum of 13 members.

2.2 The Vice-President, Research of the host institution or their designate, by virtue of their office, shall be a standing member of the Board.

2.3 The Executive Director of CRDCN (non-voting) and the Assistant Chief Statistician for the Field that houses the Data Access Division at Statistics Canada (voting member who can exercise the right to abstain on matters beyond the purview of Statistics Canada) by virtue of their offices, shall be a standing member of the Board.

2.4 The University of Toronto, CIQSS/QICSS, and CRDCN's host university shall each have a standing appointment to the Board. The standing appointment for the host institution is in addition to that of the Vice-President, Research. These appointments shall be at the discretion of the universities in question, the length of which shall be determined by the Board.

2.5 Three additional rotating Board members shall be appointed from among collaborating institutions hosting a Research Data Centre, one of whom shall be the Chair of the Academic Council (AC), if not already a standing member of the Board. The nominations for these appointments shall be made by the Governance and Human Resources Committee (GHRC) and ratified by the AC and the Board, with an emphasis on ensuring diversity in the size and geographic location of the collaborating institutions represented.

2.6 The Board shall also appoint a minimum of four additional members, who round out the core competencies sought for and the constituencies represented by the Network. The nominations for these appointments shall be recommended by the GHRC and approved by the Board.

2.7 The rotating Board members (three from the collaborating institutions and a minimum of four additional members of the Board's choosing) shall normally be appointed for an initial three-year term, and may be reappointed, normally for one consecutive three-year term.

2.8 The Board shall operate by delegating certain of its authorities to the Executive Committee, the Finance Committee, the Governance and Human Resources Committee, the Joint Operations Committee, ad hoc committees, and management and by reserving certain powers to itself. The Board shall retain the responsibility for managing its own affairs including appointing the Chair and Vice-Chair and Secretary to the Board, approving candidates for election to the Board, and constituting committees of the Board.

2.9 If a vacancy occurs prior to the completion of a term, the Board shall fill the vacancy with an individual of its choosing as per the core competencies and constituencies required.

2.10 While resolutions of the Board shall be carried by the majority of votes of the Board members present at the meeting, the Board shall seek, where feasible, to promote collegiality and consensus-building in its decision-making. The Chair presiding at any meeting of the Board shall have the deciding vote in the case of deadlock.

2.11 One or more senior officials from Statistics Canada who have accountability for the Research Data Centre program may also be invited to attend Board meetings as observers.

2.12 No remuneration shall be received by the Board members except reimbursement of travel expenses pursuant to the reimbursement policies of the host institution.

## 3.0 Chair, Vice-Chair and Corporate Secretary

3.1 *Chair*

3.1.1 The Chair of the Board shall be appointed by the Board for a two- or three-year term and may be reappointed, for one consecutive two- or three-year term. The Chair of the Board will be invited to remain on the Board as Past Chair for one year, after the completion of the mandate as Chair.

3.1.2 The Chair of the Board shall be nominated by the Governance and Human Resources Committee for approval by the Board. More than one candidate may be nominated for the position. If more than one candidate is nominated, Board members shall select the Chair of the Board through a secret ballot.

3.1.3 The Chair of the Board shall preside at all meetings of the Board, shall officially represent the Board in Network communications and events, and shall chair the Executive Committee of the Board.

3.2 *Vice-Chair*

3.2.1 The Vice-Chair of the Board shall be appointed for a two- to three-year term, and can be reappointed, for one consecutive one- to three-year term. The Vice-Chair shall assist the Chair of the Board as may be necessary and, in the absence of the Chair or the inability of the Chair to act, shall exercise the powers and duties of the Chair.

3.2.2 Candidates for the Vice-Chair of the Board shall be proposed by the GHRC for approval by the Board. The GHRC may nominate more than one candidate for the position. If

more than one candidate is nominated, Board members shall select the Vice-Chair of the Board through a secret ballot.

3.2.3 If the Chair of the Board is not present at a meeting of the Board, the Vice-Chair shall chair the meeting. If neither of the former is present, the Board shall choose a chair from among the Board members present at the meeting.

3.2.4 The Vice-Chair will assist the Chair of the Board in the performance of their duties and will be called upon, as warranted, to represent the Board in Network communications or events.

3.3 *Secretary*

3.3.1 The Board shall appoint a Secretary who need not be a member of the Board or an employee of CRDCN. The Secretary shall be accountable to the Board and shall report to the Chair with regard to services provided to assist Board members in performing their duties.

3.3.2 The Secretary shall be responsible for and/or assist other staff with the following duties:

- organize and record the activities of the Board and committee meetings;
- ensure that the CRDCN complies with any requirements of its funding agencies or other organizations to which it reports;
- keep and maintain all organizational and historical records and other governance related information;
- facilitate the orientation and ongoing education of Board members (with direction from the GHRC);
- act as a channel of communication and information for Board members; and
- assume other duties as required.

## 4.0 Duties and responsibilities of the Board

4.1 *Governing and Stewarding the Network*

The Board shall have the responsibility to:

- govern and steward the Network on behalf of its collaborating institutions and other stakeholders in collaboration with the Executive Committee, the Finance Committee, the Governance and Human Resources Committee, the Joint Operations Committee, the Academic Council, and Statistics Canada.
- act honestly and in good faith with a view to the best interests of the Network;
- exercise the care, diligence, and skill that reasonable, prudent people would exercise in comparable circumstances; and

- act in accordance with the Network's obligations contained in its agreement with Statistics Canada, federal funding agreements and any other relevant regulations.

4.2 *Setting the strategic direction*

The Board shall have the responsibility for setting the strategic direction for the Network and in doing so shall have the responsibility to:

- ensure that there is a strategic planning process in place and the capability to carry out the work;
- ensure that there are specific short- and long-term objectives governing all major elements of the Network's operations;
- review and approve the strategies, plans and annual budgets by which it proposes to achieve these objectives; and
- ensure that the objectives, strategies, and budgets are ratified at least annually.

4.3 *Managing performance*

The Board shall have the responsibility to:

- monitor the Network's progress towards its objectives and program plans at least once a year and to revise and alter its direction through management in response to changing circumstances;
- take action when performance falls short of its objectives or when other special circumstances warrant; and
- ensure that the Network has implemented adequate control and review mechanisms to ensure the effective discharge of the Network's management and governance responsibilities.

4.4 *Financial control*

The Board shall have the responsibility to:

- review and approve overall financing programs and policies; subject to authorization by the host institution, Statistics Canada, other partners, and/or external funders, where necessary;
- authorize appropriate officers to take actions as may be required to implement such programs;
- review and approve proposals for investment in or disposal of the Network's capital assets, and commitment to long-term capital leases, in accordance with the host institution's financial policies and procedures;
- ensure that the Network has implemented adequate financial control and review mechanisms to ensure the effective discharge of the Network's financial responsibilities; and

- review and approve the annual budget.

4.5 *Managing risk*

The Board shall have the responsibility to:

- understand the principal risks of the activities in which the Network is engaged; and
- ensure that there are policies, procedures and controls in place which effectively monitor and manage those risks with a view to the long-term viability of the Network.

4.6 *Appointing, training and monitoring senior management*

The Executive Director of the Network shall report to the Board. In consultation with the host university, the Board shall have the responsibility to:

- appoint the Executive Director; monitor and assess the Executive Director's performance; determine the Executive Director's compensation, and provide advice and counsel in execution of the Executive Director's duties;
- review the appointment and remuneration of the Network's other university staff as reported on by the Executive Director;
- ensure that adequate provision has been made for effective organizational structure and the orderly succession of management; and
- ensure the existence and quality of opportunities for management development.

4.7 *Establishing policies and, procedures and ensuring compliance*

The Board shall have the responsibility to:

- ensure that the Network operates at all times within applicable laws and regulations and maintains ethical and moral standards;
- approve and monitor compliance with significant policies, procedures and practices, and management contracts by which the Network is operated;
- ensure that documents and records have been properly prepared, approved and maintained; and
- ensure the Network has a high regard for the health and safety of its host institution employees and has in place appropriate programs and policies for these employees.

4.8 *Reporting to, and communicating with, stakeholders*

The Board shall have the responsibility to:

- ensure the Network has in place policies and programs to enable it to communicate effectively with its collaborating institutions, Statistics Canada, its government funders, other stakeholders and the public generally;

- ensure that the financial performance of the Network is adequately reported to the funders, partners and regulators as required;
- ensure that the financial results are reported accurately and in accordance with generally accepted accounting principles;
- ensure the timely reporting of any other developments that have a significant and material impact on the value of the Network; and
- report annually to the AC and other stakeholders on its stewardship of the affairs of the Network for the preceding year.
- support and promote in the broader research ecosystem the achievements and impacts of the CRDCN and the research it enables.
- help to strengthen the bridge between academic research and evidence-driven decision decision-making

4.9 *Ensuring independence of the Board*

The Board shall have the responsibility to:

- ensure that procedures exist which enable it to function independently of management, service providers, funders and end users;
- ensure that "in camera" sessions without management are held when appropriate; and
- establish a process to enable the Board and/or its committees to engage outside advisors or contributors when appropriate.

**5.0 Committees of the Board**

5.1 The Board shall have, as a minimum, standing committees as follows:

- an Executive Committee, to supervise the affairs of the Network between meetings of the Board and deal with matters and make decisions as delegated by the Board or when it is deemed by the Board to be impractical or unnecessary to call a meeting of the Board;
- a Finance Committee, with responsibility for oversight of the Network's financial reporting and controls;
- a Governance and Human Resources Committee, to oversee the structure and composition of the Board and its effectiveness, to provide HR oversight for university employees and volunteers of the Network; and to provide strategic direction for the Network's commitments to equity, diversity, and inclusion; and
- a Joint Operations Committee, composed of Board members, AC members, Statistics Canada staff and CRDCN staff, to advise and support management in addressing issues arising from the day-to-day operations of the Network.

5.2 The Board may also create other standing committees or ad hoc committees to deal with specific areas of interest to the organization. At least one member of the Board shall be appointed to each committee established by the Board.

5.3 The Board may appoint members of the AC or other external parties to sit on standing committees or ad hoc committees of the Board. The Board at its discretion may appoint non-Board members to vote alongside Board members on Board standing committees.

5.4 The Chair of the Board may be a member of a Board committee but would normally only chair the Executive Committee. Each standing committee of the Board shall have a written mandate which will be reviewed and approved by the Board.

5.5 The Board may delegate to ad hoc committees such powers and to the non-Board members such voting rights as the Board may decide. Each ad hoc committee shall have a written mandate which will be reviewed and approved by the Board.

5.6 Concurrent with the establishment of a committee, the Board shall designate the committee chair. Each committee whether comprised exclusively of Board members or not shall have the power to fix its quorum at not less than a majority of its members.

5.7 For the work of both the ad hoc and standing Board committees to be implemented by the Network, the committees' recommendations shall first be brought to the Board for approval, unless the Board has specifically provided a committee with the authority to act on a certain matter or matters on behalf of the Network.

**6.0 Meetings, attendance, and minutes**

6.1 The time and place of meetings of the Board and the procedures at such meetings shall be determined from time to time by the Chair, provided that:

- the Board shall hold a minimum of 2 meetings a year, including at least one in-person meeting, where feasible;
- notice of every meeting shall be delivered to each Board member not less than seven (7) days before the meeting is to take place, provided, however, that a Board member may in any manner waive a notice of a meeting;
- an agenda and related materials respecting each meeting shall be given in writing or by electronic means to each Board member at least 48 hours prior to the time fixed for such meeting;
- a quorum for meetings shall be a majority of the Board voting members then holding office;
- a Board member shall not be entitled to vote by proxy at any meeting of the Board; and
- the Board shall at all times have the right to determine who shall and shall not be present at any part of the meetings of the Board.

6.2 The Secretary shall ensure that all deliberations, recommendations, directions, decisions, and resolutions of the Board are recorded in the minutes of the meetings of

the Board. Such minutes shall be circulated to all members by the Secretary prior to the next Board meeting.

## 7.0 In camera

7.1 Each meeting shall include an *in camera* session that may be used to discuss matters that are sensitive or require independence from the Network's management.

7.2 Minutes shall not be taken other than recommendations made as a result of the *in camera* discussions. If the Secretary is not present at the meeting, the Chair shall ensure that any recommendations are noted as a result of the *in camera* discussions.

7.3 The Board may invite any non-Board members it so chooses to an *in camera* session.

7.4 At the chair's discretion, the Executive Director shall participate in all or in a portion of the *in-camera* session.

## 8.0 Communication of Board decisions

8.1 The Secretary shall ensure that key decisions are adequately disclosed to the Network's management and key stakeholders, including members of the AC. In addition, the Secretary shall ensure public disclosure of the Network's governance practices, including the terms of reference for the Board, Board standing committees, the AC and ad hoc committees established by the Board.

## 9.0 External advisors

9.1 If, in order to properly discharge its function, duties and responsibilities, it is necessary, in the opinion of the Board that it obtain the advice and counsel of external advisors, the Board may and shall engage the necessary advisors.

These Terms were first adopted by the National Council of Academic Directors in November 2016, and last reviewed and approved by the CRDCN Board on 1 April 2026.