

**ALBERTA ADVANCED MANUFACTURING INTERNATIONAL
(AbAMI) HUB**

STEERING ADVISORY BOARD

TERMS OF REFERENCE

Current as of 28 November 2025

(Minor editorial modifications may be made from time to time)

Reviewed by the AbAMI Hub Executive Team: 6 April 2025
Approved by the Steering Advisory Board: 27 November 2025

TABLE OF CONTENTS

PREAMBLE	3
DEFINITIONS AND INTERPRETATION	4
PART 1: STEERING ADVISORY BOARD MEMBERSHIP AND COMPOSITION	5
Composition of the Steering Advisory Board	5
Member Nomination, Election, and Appointment	5
No Transfer	7
Term of Membership	7
Termination, Removal of Members, and Vacancies	8
PART 2: STEERING ADVISORY BOARD MEETINGS	8
Purpose of Meetings	8
Calling Meetings	8
Notice	9
Meeting Procedures	9
Quorum	9
Voting	10
PART 3: GENERAL	10
Executive Director	10
Preamble and Schedules	11
Special Member Duties	11
Subcommittees and Working Groups	11
Scope and Authority	11
Confidential Information	11
Conflicts of Interest	12
Terms of Reference Amendments	12
Relationship to other Hubs, Centres, Institutes, Academic Institutions, or Organizations	13

PREAMBLE

The Alberta Advanced Manufacturing International Hub (AbAMI Hub) is a technology ecosystem of research providers, collaborating with industry partners provincially and globally, to catalyze the advancement of manufacturing technologies in Alberta. The goal of the Hub and industry members is to enable Alberta industry, through advanced manufacturing research, technology deployment, and workforce development, to grow in current areas of strength in Alberta's economy and expand into emerging areas for new economic opportunities. The Hub, in partnership with [InnoTech Alberta](#), addresses critical issues relating to limited exposure of Alberta industry to cutting-edge heavy industry manufacturing technologies, support for industry to adopt manufacturing technologies, and addressing the need for improved efficiency, productivity, revenue growth, training and upskilling, and job creation/retention in Alberta. Through international engagement, market and technology surveys, and a focus on building research and technology deployment capacity, the Hub delivers targeted applications to industry and inclusive training and workforce development, connects manufacturing industry and experts in Alberta through targeted funded projects, and increased productivity to advance Alberta's manufacturing landscape.

The Steering Advisory Board of the AbAMI Hub provides senior-level advice to the Hub within an established multitiered governance structure and in alignment with the objectives and goals of the Hub. The role of the members of the Steering Advisory Board is to provide advice and advocate for the Hub to increase its impact within and outside Alberta. The Steering Advisory Board concerns itself with the provision of strategic advice regarding long-term planning and overseeing major changes in direction of the Hub, advising on revenue generation strategies, and providing guidance on key performance indicators set by Alberta Innovates and the Program Advisory Committee. The Steering Advisory Board also advises on optimal use of funding, reviews Hub progress reports, approves annual reports, plans, and budgets, and advises on the selection of the Hub Executive Director.

DEFINITIONS AND INTERPRETATION

- 1 In these terms of reference:
- (a) **Academic sector** means the part of the education system that is focused on research, teaching, and knowledge transfer, encompassing public and private higher education institutions, such as, but not limited to, universities, colleges, polytechnics, and institutes of technology;
 - (b) **Alberta Innovates** means a Canadian provincial crown corporation created and funded by the Government of Alberta, responsible for promoting innovation in the province, with wholly owned subsidiaries such as InnoTech Alberta and C-FER Technologies;
 - (c) **Confidential Information** means all information and material provided, in written, graphical or other tangible form, marked “Confidential”, or with similar legend clearly identifying the disclosing party’s proprietary interest or, disclosed orally. This will include information that is sensitive and could cause serious loss of privacy, competitive advantage, loss of confidence in AbAMI Hub and partner programs, or damage to partnership, relationships and/or reputation. Confidential information also includes highly sensitive personal information. Confidential information is available only to a specific function, group, or role;
 - (d) **Conflict of Interest** means a situation in which there is or may be perceived to be a divergence between the private financial benefit or financial interest or personal benefit of a person, family member, or an outside party, and that person’s obligations to the Steering Advisory Board, such that an impartial observer might reasonably question whether related actions to be taken or decisions made by the person would be influenced by consideration of the person’s own interests;
 - (e) **Executive Team** means the Executive Director, Deputy Executive Director, Scientific Director, Artificial Intelligence/Automation Director, and Industry Deployment Director, as specified in the Terms of Reference for the Executive Team, and as supported by a Hub Manager;

- (f) **Industry Sector** means a broad classification of economic activity that groups together industries with similar characteristics or activities, such as manufacturing, energy, or technology; and
- (g) **Simple majority** means fifty-one percent (51%).

PART 1: STEERING ADVISORY BOARD MEMBERSHIP AND COMPOSITION

Composition of the Steering Advisory Board

- 2** The Steering Advisory Board shall consist of:
 - (a) a Chair;
 - (b) five (5) industry sector leaders;
 - (c) three (3) academic sector leaders;
 - (d) an Alberta Innovates representative; and
 - (e) the Executive Team.

Member Nomination, Election, and Appointment

- 3** The Chair will:
 - (a) have general responsibility over establishing the framework of the activities, business, and affairs of the Steering Advisory Board and implementing the outcomes, as needed; and
 - (b) chair all meetings of the Steering Advisory Board and shall be present either in person or by way of telephonic or other communication facility.
- 4** The industry sector leaders shall have senior-level experience, expertise, or management roles in the advanced manufacturing; conventional and renewable energy processes and systems; mining and materials extraction; construction, buildings, and infrastructure; or security, defence, and aerospace sectors, or any other sector that is a target technology market sector of the AbAMI Hub.

- 5 The academic sector leaders shall have senior-level experience, expertise, or management roles in post-secondary institutions, including universities, colleges, polytechnics, and institutes of technology, with focus on research, technology deployment, or workforce development, or any other activity defined by the AbAMI Hub.
- 6 The Alberta Innovates representative shall be an *ex officio* non-voting member of the Steering Advisory Board, nominated by Alberta Innovates.
- 7 The Executive Team members shall be *ex officio* non-voting members of the Steering Advisory Board.
- 8 The Chair shall set the deadline date for submission of nominations and shall serve as the sole returning officer during election of members.
- 9 Any member of the Steering Advisory Board, the Executive Team, or the Program Advisory Committee may nominate candidates to serve as a member of the Steering Advisory Board by notifying the Chair in writing. The nominator shall confirm that the nominee agrees to stand for nomination.
- 10 Where the number of candidates nominated is less than or equal to the number of member vacancies to be filled, the nominees shall be acclaimed as members of the Steering Advisory Board. Where the number of candidates nominated exceeds the number of member vacancies to be filled, the Chair shall call an election of the Steering Advisory Board. Vacancies shall be filled by candidates receiving the highest number of votes of members of the Steering Advisory Board.
- 11 Where the vacancy to be filled is that of Chair, the Steering Advisory Board shall nominate a Nominating Officer to set the deadline date for submission of nominations, receive nominations, and serve as the sole returning officer during election of the Chair. The Nominating Officer shall not vote in the election for Chair.

- 12 Notwithstanding Paragraph 10, the Chair shall have sole discretion to appoint no more than one (1) additional member in order to allow for gender, race, geography, subject matter, or ideation diversity on the Steering Advisory Board, where such member may be selected from the industry, academic, or government sector. Such appointment shall be in addition to the member limits provisioned in Paragraph 2. The number of members appointed by way of this provision shall not be greater than one (1) at any time.
- 13 The members of the Steering Advisory Board shall be assessed to safeguard against risks to research security, unauthorized disclosure of technology, and potential conflicts of interest or commitment, pursuant to the University of Alberta's [Researcher Security Screening Guidance](#).

No Transfer

- 14 A member of the Steering Advisory Board may not transfer, in any way, their membership to any other natural or legal person.

Term of Membership

- 15 The terms of membership of the Alberta Innovates representative and the Executive Team members shall be for their terms of appointment.
- 16 The term of membership of the Chair shall be five (5) years.
- 17 For members, other than the Alberta Innovates representative and the Executive Team members, the term of membership shall be three (3) years.
- 18 Except *ex officio* members, no member shall have a term that is less than three (3) years.
- 19 Except *ex officio* members, a member may not be appointed to serve more than two (2) consecutive terms.

Termination, Removal of Members, and Vacancies

- 20** A member ceases to be a member of the Steering Advisory Board and a vacancy exists when:
- (a) the member resigns by way of written notice to the Chair;
 - (b) the member ceases to hold the role of Alberta Innovates representative or Executive Team member;
 - (c) a member is removed by the Chair, on the advice of the Steering Advisory Board or the Executive Team, or both, and a simple majority vote of the Steering Advisory Board, for such reasons, including, but not limited to, wilful dereliction of duty, violation(s) of applicable code(s) of conduct or ethics, contravention of research security requirements, unauthorized disclosure of technology, or discipline penalty of suspension or dismissal from their professional roles, or any other equivalent reason that would initiate disciplinary proceedings; or
 - (d) the member's term ends.
- 21** When a member ceases to be a member of the Steering Advisory Board before the end of their term, the remainder of the term shall be cancelled.

PART 2: STEERING ADVISORY BOARD MEETINGS

Purpose of Meetings

- 22** Meetings of the Steering Advisory Board shall be held to discuss business and matters related, but not limited, to AbAMI Hub strategy, long-term planning, revenue generation and budgeting, key performance indicators, and other matters as determined by the Chair and the Steering Advisory Board.

Calling Meetings

- 23** Meetings of the Steering Advisory Board shall be held three (3) times per year and at such time and place as the Chair determines and with recommendations from the Steering

Advisory Board members. Meetings may be in person, by way of telephonic or other communication facility, or hybrid.

- 24 The Chair shall take appropriate measures during online or in person meetings to ensure the security of any confidential or otherwise protected information.

Notice

- 25 A written notice, delivered by email, shall be sent to each member at least thirty (30) calendar days prior to each meeting of the Steering Advisory Board, unless the date and location of the meeting have been determined previously and recorded in the minutes of that meeting.
- 26 The Chair shall employ reasonable efforts in good faith to deliver, by email, an agenda of the items to be transacted during the meeting and relevant documents and information, as needed, at least seven (7) calendar days prior to each meeting.

Meeting Procedures

- 27 The meetings shall be chaired by the Chair, or delegate approved by the Chair.
- 28 The Chair may, from time to time, invite subject matter and other experts to attend meetings.
- 29 Minutes of the meetings shall be distributed to the members of the Steering Advisory Board or shall be disclosed to the Board on a secure storage or hosting medium that is accessible to them no more than 21 calendar days after the meeting.

Quorum

- 30 No business will be transacted at a meeting of the Steering Advisory Board unless at least 60% of the voting members are present as a quorum for the meeting. If 60% constitutes a fraction, the higher number of voting members will be required for quorum. For clarity, the Chair shall be counted in quorum.

- 31 If a quorum is present at the opening of a meeting, the business of the meeting may proceed even if a quorum is not present throughout the meeting.
- 32 If a quorum is not present at a meeting within 15 minutes of the stated time of commencement of the meeting, the meeting shall be dissolved.

Voting

- 33 Where voting is required or determined by the Chair, each voting member of the Steering Advisory Board is entitled to one (1) vote at a meeting.
- 34 All matters shall be determined by a simple majority of the vote cast by the voting members present and who vote.
- 35 Votes at a meeting of the Steering Advisory Board may be cast by voting members present in person by a show of hands or by oral statement or by telephonic or other communication facility.
- 36 For clarity, voting by proxy shall not be permitted.
- 37 In the event of a tie, the motion or other matter will be considered defeated.
- 38 Members may participate in meetings by telephonic or other communication facilities that permit all persons participating to hear each other.

PART 3: GENERAL

Executive Director

- 39 The Executive Director shall be nominated and recommended for appointment by the Steering Advisory Board to the Dean of the Faculty of Engineering at the University of Alberta.

- 40 The Executive Director may be recommended for removal by a simple majority of the Steering Board to the Dean of the Faculty of Engineering at the University of Alberta.

Preamble and Schedules

- 41 The preamble and any schedules that are attached hereto and incorporated by reference shall be deemed to form an integral part of these terms of reference.

Special Member Duties

- 42 The Chair may, from time to time, assign special duties to the members of the Steering Advisory Board, including, but not limited to, developing, organizing, and leading targeted initiatives that have been approved by the Steering Advisory Board or leading information gathering exercises to inform Board decisions. Acceptance of special duties will not be mandatory.

Subcommittees and Working Groups

- 43 The Steering Advisory Board, from time to time, may establish sub-committees or working groups and shall define the scope and authority of such sub-committees and working groups.

Scope and Authority

- 44 The Steering Advisory Board and its members will not have authority to enter into legally binding contracts with third parties on behalf of the AbAMI Hub or any institution or organization that is a member of the AbAMI Hub. The AbAMI Hub activities will be governed by academic institutional or funder policies or negotiated Specific Project Agreements among academic institutions, for-profit companies, not-for-profit organizations, or government agencies.

Confidential Information

- 45 Information classified as “confidential” and received by members of the Steering Advisory Board shall be treated as confidential and shall not be shared onward without the written

approval of the Chair. Information may be shared with the team members of Steering Advisory Board members who support their work on the Board. The obligation regarding confidential information articulated in this paragraph shall apply to those team members of Steering Advisory Board members. Members shall accept personal responsibility to ensure that those on their team respect the confidentiality and security of any information shared with them for the purposes of supporting the AbAMI Hub. Members may be required to sign a confidentiality agreement.

- 46** When required, information classified as “confidential” shall be shared via secure transmission or hosting media.

Conflicts of Interest

- 47** All members of the Steering Advisory Board shall declare any real or perceived conflicts of interest. Declarations may be made in writing or verbally to the Chair, or during meetings. Regardless of the means of declaration, the individual declaring the conflict shall conduct themselves as if the conflict exists, until or unless the Chair determines otherwise.

Terms of Reference Amendments

- 48** The Terms of Reference may be amended by a resolution passed by a simple majority of the votes cast by the members of the Steering Advisory Board.
- 49** Notwithstanding Paragraph 47, minor editorial modifications may be made from time to time without a resolution of the Steering Advisory Board. Minor editorial modifications are mere mechanical edits that do not change the meaning of any provision, or which does not create new provisions in these Terms of Reference.
- 50** The Chair and the Steering Advisory Board shall conduct a review of the Terms of Reference from time to time as they determine to be proper.

Relationship to other Hubs, Centres, Institutes, Academic Institutions, or Organizations

51 The individual members of the Steering Advisory Board shall work in good faith with other hubs, centres, institutes, academic institutions, or organizations, as constituted or incorporated, when coordinating activities, business, and affairs, as needed, to best serve the interests of the AbAMI Hub.