

STANDARD CHARTER FOR SECTORAL ADVISORY COMMITTEE

Name of committee: Sectoral Advisory Committee (hereinafter "**SAC**") of the Business Unit

Number of members of the SAC:

With voting rights

- 2 to 5 industry representatives (large, medium or small business) operating in a sector of activity related to the Business Unit; responsible for or involved in research and development within their company; industry representatives are voted by and among INO Strategic Members;
- 2 institutional representatives (NPO, industrial innovation centre, university or government research centre or professional association); whose R&D activities are related to the same sector of activity as that of the Business Unit concerned; the institutional representatives are chosen by the director of the Business Unit and are INO Institutional Members;
- 2 INO representatives: the director of the Business Unit concerned and the VP Innovation and Technology

Observer (non-voting)

- 1 member of the INO innovation committee

N.B. The composition and members of the committee shall be approved by the Ministry of Economy and Innovation (MEI) of Quebec.

Term of office of members:

1 year, renewable

Maximum term of office:

The total duration of the cumulative mandates of a member may in no case exceed 5 years. Notwithstanding the foregoing, this limit does not apply to INO representatives.

Quorum:

The quorum of SAC meetings is made up of a simple majority of the members in office, including an institutional representative and an INO representative. This quorum shall be maintained for the duration of the meeting.

Qualifications sought:

- A person having reached the age of majority, domiciled in Canada, working in a large, medium or small high-tech company; industrial research centre, university research centre or professional association active in high tech, with either:
- skills in applied research in the field related to the Business Unit;
- innovation skills;
- scientific skills in photonics.

Minimum number of annual meetings:

- 1 mandatory (end of January); 1 optional (end of September);
- SAC meeting (mandatory; last week of January): review of strategic orientations, roadmaps and technological results; physical presence at this meeting is strongly encouraged but remote participation is permitted; travel expenses are covered;
- Members' day (optional; 3rd week of September): results, AGM and intersectoral networking activity; physical presence at this meeting is strongly encouraged but remote participation is permitted; travel expenses are not covered but lunch is provided.

Resignation:

A member may resign from the SAC at any time by sending a written notice to the president of the SAC to this effect. This resignation shall be effective from the date of receipt of such notice or at any other later date indicated by the resigning member.

Revocation:

A SAC member can be revoked:

- In the event that a member of the SAC sits as a representative of an INO member (strategic, industrial or institutional), the latter may be revoked if the member they represent ceases to be a member in good standing of INO or if the member of the SAC ceases to be employed by or to represent that member. The revocation shall be effective following a resolution of the SAC;
- If they do not respect their commitments hereunder, in particular their obligations of confidentiality;

Vacancy:

The position of a member becomes ipso facto vacant if the member:

- dies;
- resigns from their position, when such resignation becomes effective;
- is revoked in accordance with the provisions of this mandate; or
- ceases to possess the qualifications required to be a member.

Value proposition:

SAC members will be exposed to the strategic orientations, roadmaps and technological results of the Business Unit. They will be invited to offer their comments, suggestions and recommendations to INO regarding the relevance and quality of the Business Unit's strategic orientations, roadmaps and technological results based on:

- their own skills;
- their understanding of the issues or market needs within their industry;
- their assessment of the recognized or emerging potential of the technologies or markets discussed;
- their assessment of alignment with sustainable development;
- the possibility of networking and collaboration with the academic, association and industrial sectors.

Mandate:

- Annual assessment of the relevance and quality of R&D carried out in conjunction with the Business Unit;
- Ensure the relevance of the strategic orientations of the Business Unit.

Confidentiality:

The deliberations and discussions held during a SAC meeting, as well as any related documentation, are confidential.

Responsibilities:

Provide an annual report following the assessment of the technological results and presentation of the roadmaps of the Business Unit.

President:

Business Unit Director

Responsibilities of the president:

- Convene committee meetings;
- Chair committee meetings;
- Ensure that the committee fulfills the duties assigned to it and respects the terms thereof;

Responsibilities of VP Innovation and Technology:

Consolidate the sector reports from the various SACs and send them to the INO Board of Directors for their approval by resolution before sending them to the Government of Quebec within 3 months of the end of the annual fiscal year.

Compensation of members:

No compensation

Convocations and procedures:

The annual calendar is established on members' day (September); convocations are sent by email.

A notice of meeting specifying the date, time and place of a SAC meeting shall be given no later than 2 calendar days before the scheduled time. However, a meeting of the SAC may be held without notice if all the members are present or if the absent members have given their consent to the holding of such a meeting without notice.