
GUIDELINES FOR COMMITTEES OF THE BOARD OF DIRECTORS

- The Board may establish Committees for a specific purpose, where it feels that the formation of a Committee will be beneficial to meeting the intended purpose.
- The proposed terms of reference, including the expected life of the Committee, will be developed for review by the Board of Directors prior to the appointment of any members to the Committee. Thereafter, each Committee will review its own Terms of Reference annually and any changes will be submitted to the Board of Directors for review and approval.
- Committee Chairs and members are appointed by the Board, on the recommendation of the Board Chair. Persons who are not Directors may be appointed to a committee where it is felt by the Board to be beneficial to the purpose of the Committee.
- The Board Chair will be an ex-officio member of all Committees.
- All committees shall include at least two Directors appointed by the Board, in addition to the Chair.
- A Committee member may be removed or replaced at any time by the Board. Directors will cease to be a member upon ceasing to be a Director of the Corporation.
- The frequency of Committee meetings will be determined by the Committee Chair. Meetings will be scheduled a year in advance in conjunction with Board meetings where possible. If a meeting has not been held within a six month term, the Chair of the Board of Directors shall then call a meeting of the committee.
- Each Committee will make periodic recommendations to the Board in respect of the purpose for which it was created. The Board will take into consideration, but will not be bound by, Committee recommendations.
- The Corporate Secretary will ensure that the minutes of each Committee meeting are prepared and given in a timely fashion to each Committee member. Following the Committee's meeting, minutes and other related information will be provided to the full Board at its next scheduled meeting so the Committee Chair may make a report. A complete meeting record will be maintained by the Office of the Corporate Secretary and available to any Director, including the Chief Executive Officer/President.
- A committee may invite such Directors, or in consultation with the Chief Executive Officer, such employees of the Corporation, as may be considered desirable to attend meetings and assist in the discussion and consideration of the business of the Committee.

- Each Committee Chair will advise the President/Chief Executive Officer when the Committee wishes to use staff of the Corporation as Committee support. It will be the responsibility of the President/CEO to designate staff for the Committee's assistance.
- A Committee member may participate in a meeting through any communications medium, provided that all persons participating in the meeting can adequately communicate with one another.
- A quorum for the transaction of business at a Committee meeting will be a majority of appointed members. Questions arising at a meeting will be determined by a majority of votes of the members present.
- The Corporate Secretary will liaise with the Committee Chair in preparation of meeting agendas and related materials.