

## GENERAL GUIDELINES FOR COMMITTEES

1. Each committee will make regular reports to the Board of Directors (the “Board”) in respect of the subject on which it was created to advise and, when appropriate, make recommendations. The Board will take into consideration, but will not be bound by, committee recommendations.
2. The Board Chair recommends committee chairs and members for election by the Board.
3. Members of committees shall be appointed at the first Board meeting of the fiscal year and shall hold office until the last meeting of the fiscal year or until their successors are elected.
4. The Board Chair will be an ex-officio and voting member of all committees on which the Board Chair is not formally a member.
5. The President and Chief Executive Officer (the "CEO") shall be an ex-officio member of all committees.
6. A committee member may be removed or replaced at any time by the Board and will cease to be a member upon ceasing to be a director of the Board.
7. The number of members and composition of each committee is indicated in each committee’s terms of reference.
8. Each committee will meet 5 times per calendar year, aligned with regularly scheduled Board meetings where practicable. Committees may meet more frequently as deemed necessary by the committee. Generally, meetings will be scheduled each year in advance.
9. Notice of the time and place of every meeting shall be given in writing, facsimile, or email communication to each member of the committee and the Board Chair at least 48 hours prior to the time fixed for such meeting, provided, however, that a member may in any manner waive notice of a meeting; and attendance at a meeting is a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
10. The chair of a committee or any two members of a committee may call a meeting of the committee.
11. If a committee chair is not present at any meeting of a committee, one of the other members of the committee present at the meeting shall be chosen by the committee to preside at the meeting.

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12. Each committee will appoint a Secretary, either the Secretary to the Board or an alternate staff designate, who will ensure that the minutes of each committee meeting are prepared and given in a timely fashion to each committee member. A complete meeting record will be maintained by the Secretary to the Board which is available to any director and the CEO.
13. A committee member may participate in a committee meeting by means of such telephonic, electronic or other communication facilities as permit all persons participating in the meeting to communicate adequately with each other. A member participating in such a meeting by any such means is deemed to be present at the meeting.
14. A committee may invite such director or, in consultation with the CEO, such employees of the Authority or consultants, as may be considered desirable to attend meetings and assist in the discussion and consideration of the business of the committee.
15. A committee may, from time to time, require the expertise of outside resources. No outside resource will be retained without the approval of the Board or Board Chair, generally in consultation with the CEO.
16. Quorum
  - (1) A quorum for the conduct of business at a committee meeting will be a majority of the authorized number of members. Questions arising at a meeting will be determined by a majority of votes of the members present.
  - (2) A quorum for the conduct of business at the Partner Relations Committee will be the authorized number of members present at the meeting. Questions arising at a meeting will be determined by a majority of votes of the members present. If quorum of a meeting is less than 3 individuals, questions will not be put.
17. Each committee will review its own terms of reference annually and any changes will be submitted to the Governance & Human Resources Committee for review and subsequently to the Board for approval.
18. Each committee shall have a committee timetable, as part of its terms of reference, which outlines when the committee plans to address each of its duties and responsibilities during the course of the year. The timetable shall be referenced in the committee's terms of reference, but does not form part of the terms of reference. Changes to committee timetables are the domain of the committee.