

GUIDELINES FOR COMMITTEES OF THE BOARD OF DIRECTORS

- A.** 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.
- B.** Committee Chairs and members are appointed by the Board, on the recommendation of the Board Chair. 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 Corporation.
- C.** The Board Chair will be an ex-officio member of all Committees.
- D.** 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.
- E.** Each Committee will make periodic recommendations to the Board in respect of the subject on which it was created to advise. The Board will take into consideration, but will not be bound by, Committee recommendations.
- F.** 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.
- G.** 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.
- H.** Each Committee Chair will advise the President and Chief Executive Officer when the Committee wishes to use staff of the Corporation as Committee support.

It will be the responsibility of the President and Chief Executive Officer to designate staff for the Committee's assistance.

- I.** 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.
- J.** 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.
- K.** The Corporate Secretary will liaise with the Committee Chair in the preparation of meeting agendas and related materials.