

Terms of Reference for Board Committees

Overview

Board committees specialize in key areas of the board's overall operation and, where appropriate, develop recommendations that go to the full board for consideration. The committees' objectives are to facilitate board processes and promote effective decision-making. Committees operate under delegated authority from the board and so will not take action or make decisions unless specifically mandated by the board to do so.

These guidelines apply to all board committees and supplement the specific terms of reference for each standing and *ad hoc* committee.

Membership

All standing committees are composed solely of independent commissioners. An *ad hoc* committee has the number of independent commissioners that the board considers appropriate in the circumstances.

The chair and CEO may attend and participate in any committee meeting as an observer.

Appointment

After consulting with the governance committee, the chair and CEO makes recommendations to the board regarding the composition of each committee. The board appoints the members and chair of each committee.

The board reviews annually the composition of all standing committees and, on receiving the recommendations of the chair and CEO, revises or confirms the membership and chair of each committee accordingly. The members and chairs of the committees hold their positions at the pleasure of the board.

Reporting to the board

Each committee must keep the board regularly informed of its activities and bring forward on a timely basis any recommendations required under its mandate. The chair of each committee provides a report to the board after every committee meeting, summarizing the significant items discussed or actions taken, and tabling any recommendations for consideration by the board.

Outside advisors

A committee, without board approval and at the expense of the commission, may engage any outside advisor that the committee considers necessary in order for it to carry out its duties.

Meeting procedures

Frequency

Each committee meets as frequently as necessary in order to fulfill its responsibilities and carry out its mandate. The terms of reference for each standing committee specify the minimum meeting frequency each year.

Notice

Committee members receive advance notice of each meeting and related materials in sufficient time for the members to adequately prepare for the meeting. In an urgent situation, the committee chair will give as much notice as is practicable in the circumstances. In all cases, committee members may unanimously waive notice.

Quorum and voting

A majority of committee members present and voting constitutes a quorum. A simple majority of committee members present at a meeting is sufficient to pass a resolution of the committee.

Telephone and virtual meetings

Committee meetings may take place by telephone or other communications facilities that permit all participants in the meeting to communicate with each other. A member who participates in the meeting by such means is counted as present at the meeting.

Consent resolutions

A resolution approved in writing by all committee members is as valid as a resolution passed at a committee meeting.

Attendance by other parties

The committee may request management to present information and participate in discussions at committee meetings. Committee members hold an in-camera session without the chair and CEO or management present for a portion of every regularly scheduled meeting.

The committee chair may invite commissioners who are not committee members to attend meetings. On request, commissioners who are not committee members have access to the minutes and materials distributed for meetings. No commissioner has voting rights or is counted as part of the quorum unless they are a committee member.

Committee chair

The chair of the committee (or designated alternate) presides at each meeting. The committee chair's role is to:

- ensure that the committee deals with the matters described in the committee's terms of reference
- conduct committee meetings effectively and efficiently and ensure timely follow-up and resolution of issues
- maintain a collegial and constructive relationship between the committee and management
- consult as necessary with management on committee matters
- communicate on behalf of the committee with the board and management
- prepare an annual forward agenda in coordination with the setting of the board's annual forward agenda
- ensure that the committee meets as required
- set the agenda for each meeting

Committee secretary

The committee secretary (or alternate designated by the chair and CEO) acts as secretary of each meeting. The secretary's role is to:

- give notice of regular meetings to the members and, when directed by the committee chair, notice of *ad hoc* meetings
- distribute the agenda and all related materials to the committee members
- record attendance and prepare minutes for review and approval by the committee
- maintain records of approved minutes signed by the committee chair

Ad hoc committees

These meeting procedures apply to an *ad hoc* committee unless the board otherwise directs.