

AD HOC Committee of the Board

Terms of Reference

1 Purpose

- 1.1 The purpose of the Ad Hoc Committee is to assist the Board in fulfilling its oversight responsibilities related to a specific task.
- 1.2 Within the scope of the Committee's work as defined in the Responsibilities in these terms, the Board of Directors delegates authority to the President & CEO to implement on behalf of the Board all recommendations and decisions of the Committee.

2 Membership and Meetings

- 2.1 The Board Chair will make all appointments to the Committee.
- 2.2 The Committee shall be composed of not fewer than three directors and not more than five directors, not counting the Board Chair or Vice Chair.
- 2.3 A majority of the members of the Committee shall constitute a quorum. The presence of the Board Chair or Vice Chair can be counted towards quorum.
- 2.4 The Board Chair is an ex officio and voting member of the Committee. In absence of the Board Chair, the Board Vice Chair is an ex officio and voting member of the Committee.
- 2.5 The members of the Ad Hoc Committee shall serve a one year renewable term.
- 2.6 The Board of Directors shall appoint a Committee Chair.
- 2.7 The Committee must get an extension approved to go beyond the time limit specified in these Terms of Reference. The Committee shall be disbanded once the task has been completed.

3 Responsibilities

The Committee is responsible for:

- 3.1 Recommending specific strategies to the Board.
- 3.2 Reviewing progress reports on the achievement of goals and objectives, and reporting to the Board:

4 Reporting

- 4.1 The Committee shall keep regular minutes of its meetings, and report on its discussions to the Board of Directors.