

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 The Board of Directors delegates authority to the President & CEO to implement on behalf of the Board all recommendations and decisions of the Committee, which are consistent with the scope of the Committee's work as defined in these terms.

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.
- 2.3 A majority of the members of the Committee shall constitute a quorum. The presence of the Board Chair can be counted towards quorum.
- 2.4 The Board Chair is an ex-officio and a 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.