

COMMITTEE OPERATING GUIDELINES

1. 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.
2. The Board Chair recommends committee Chairs and members to the Board for approval.
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 non-voting member of all committees on which the Board Chair is not formally a member.
5. 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.
6. The number of members and composition of each committee is indicated in each committee's terms of reference.
7. Each committee will meet at least once a year or more frequently as deemed necessary by the committee. Generally, meetings will be scheduled each year in advance.
8. 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.
9. The Chair of a committee or any one (1) member of a committee may call a meeting of the committee.
10. 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.
11. The Corporate Secretary or delegate will ensure that the minutes of each committee meeting are prepared and given in a timely fashion to each committee member and to the full Board. A complete meeting record will be maintained by the Corporate Secretary and available to any Director and the CEO.

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- 12.** 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.
- 13.** A committee may invite such director, in consultation with the CEO, 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.
- 14.** A committee may, from time to time, require the expertise of outside resources or consultant. No outside resource will be retained without the approval of the Board Chair or Vice Chair, generally in consultation with the CEO and with subsequent approval by the Board.
- 15.** A quorum for the transaction of business at a committee meeting will be a majority of the authorized number of members. Questions arising at the meeting will be determined by a majority of votes of the members present.
- 16.** Each committee will review its own terms of reference annually and any changes will be submitted to the Board for approval.
- 17.** The Corporate Secretary or delegate will canvass Directors with a view to establishment of meeting agendas and preparation of meeting materials. Each committee's annual meeting schedule will be incorporated into the board calendar.
- 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.
- 19.** Each Director who is not a member of a committee shall have the right to receive notice of and to attend the meetings of each such committee. The Chair of each committee shall ensure that notice of and a copy of the agenda for each meeting of the Committee of which he or she is the Chair shall be sent to each Director who is not a member of the committee at the same time as those documents are sent to members of the committee.