

## OWNERSHIP CONSULTATION COMMITTEE TERMS OF REFERENCE

**MANDATE:** To oversee ownership consultation activities on behalf of the Board and regularly report the aggregated information gathered from such activities to the Board

### **COMMITTEE RESPONSIBILITIES:**

The role of the Ownership Consultation Committee shall be as follows:

- to identify and assess issues, gaps, or problems in the Board's ownership knowledge;
- to review and approve proposed ownership consultation activities to enhance the Board's ownership knowledge;
- to review, approve, and submit to the Board regular information reports on the results of ownership consultation activities;
- to ensure consultation substantively engages equity-deserving groups among the ownership;
- to periodically evaluate the effectiveness and efficiency of ownership consultation activities and make any recommendations to the Board deemed prudent or expedient; and,
- to perform the responsibilities of a committee established in the bylaws and Board policies.

**COMPOSITION:** Three (3) Directors, one of whom shall be Chair and one Vice-Chair, and two (2) Members At-Large. The Executive Director and/or their designate(s), ex-officio and non-voting. A Recording Secretary, ex-officio and non-voting.

**MEETING SCHEDULE:** Regular meetings at least semesterly. Special meetings at the call of the Chair or upon the written request of not fewer than two (2) committee members.

### **COMMITTEE MEMBER RESPONSIBILITIES:**

The role of the Chair shall be as follows:

- to perform the role of an individual Committee Member;
- to act as the facilitative leader and presiding officer of committee processes; and,
- to perform such other ancillary responsibilities as their position may from time to time require.

The role of the Vice-Chair shall be as follows:

- to perform the role of an individual Committee Member;
- to support the Chair in the performance of the Chair's role;

- to act as the Chair when the Chair is temporarily absent or unable to do so;
- to remain sufficiently knowledgeable to assume the Chair's role with reasonable proficiency in the event of a vacancy; and
- to perform such other ancillary responsibilities as their position may from time to time require.

The role of individual Committee Members shall be as follows:

- to prepare for, attend, and participate in meetings of the committee;
- to remain sufficiently knowledgeable of governing documents, trends, issues, processes, and subject matter to do their part to ensure the full committee can successfully perform its role;
- to adhere to the Directors' Code of Conduct; and,
- to perform such other ancillary responsibilities as their position may from time to time require.

## GOVERNANCE COMMITTEE TERMS OF REFERENCE

**MANDATE:** To regularly review the bylaws, Board policies, and other Board governing documents and processes, and periodically recommend any revisions and amendments deemed prudent or expedient to the Board.

### **COMMITTEE RESPONSIBILITIES:**

The role of the Governance Committee shall be as follows:

- to review the bylaws, Board policies and procedures, committee terms of reference, and other governing documents on a regular cycle;
- to identify issues, gaps, or problems in the overall governance framework;
- to review and recommend to the Board the adoption of draft additions, amendments, and revisions of bylaws, Board policies and procedures, and committee terms of reference; and,
- to perform the responsibilities of a committee established in the bylaws and Board policies.

**COMPOSITION:** Three (3) Directors, one of whom shall be Chair and one Vice-Chair, and two (2) Members At-Large. The Executive Director and/or their designate(s), ex-officio and non-voting. A Recording Secretary, ex-officio and non-voting. Legal Counsel as required.

**MEETING SCHEDULE:** Regular meetings at least semesterly. Special meetings at the call of the Chair or upon the written request of not fewer than two (2) committee members.

### **COMMITTEE MEMBER RESPONSIBILITIES:**

The role of the Chair shall be as follows:

- to perform the role of an individual Committee Member;
- to act as the facilitative leader and presiding officer of committee processes; and,
- to perform such other ancillary responsibilities as their position may from time to time require.

The role of the Vice-Chair shall be as follows:

- to perform the role of an individual Committee Member;
- to support the Chair in the performance of the Chair's role;
- to act as the Chair when the Chair is temporarily absent or unable to do so;
- to remain sufficiently knowledgeable to assume the Chair's role with reasonable proficiency in the event of a vacancy; and

- to perform such other ancillary responsibilities as their position may from time to time require.

The role of individual Committee Members shall be as follows:

- to prepare for, attend, and participate in meetings of the committee;
- to remain sufficiently knowledgeable of governing documents, trends, issues, processes, and subject matter to do their part to ensure the full committee can successfully perform its role;
- to adhere to the Directors' Code of Conduct; and,
- to perform such other ancillary responsibilities as their position may from time to time require.

## ADVOCACY POSITIONS COMMITTEE TERMS OF REFERENCE

**MANDATE:** To regularly review issues and recommend to the Board any stances or positions to be advocated toward those authorities having a material effect on the achievement of the corporation's goals.

### **COMMITTEE RESPONSIBILITIES:**

The role of the Advocacy Positions Committee shall be as follows:

- to identify and assess issues, gaps, or problems in the advocacy stances or positions of the corporation;
- to review and recommend to the Board the adoption of draft advocacy position statements to address such issues, gaps, or problems;
- to ensure position statements substantively reflect the concerns of equity-deserving groups;
- to review existing advocacy position statements on an annual cycle and recommend to the Board the repeal of any statements deemed obsolete;
- to review existing advocacy position statements approaching their termination date and recommend their renewal, revision, or termination to the Board; and,
- to perform the responsibilities of a committee established in the bylaws and Board policies.

**COMPOSITION:** Three (3) Directors, one of whom shall be Chair and one Vice-Chair, and two (2) Members At-Large. The Executive Director and/or their designate(s), ex-officio and non-voting. A Recording Secretary, ex-officio and non-voting. Subject matter experts as required.

**MEETING SCHEDULE:** Regular meetings at least semesterly. Special meetings at the call of the Chair or upon the written request of not fewer than two (2) committee members.

### **COMMITTEE MEMBER RESPONSIBILITIES:**

The role of the Chair shall be as follows:

- to perform the role of an individual Committee Member;
- to act as the facilitative leader and presiding officer of committee processes; and,
- to perform such other ancillary responsibilities as their position may from time to time require.

The role of the Vice-Chair shall be as follows:

- to perform the role of an individual Committee Member;

- to support the Chair in the performance of the Chair's role;
- to act as the Chair when the Chair is temporarily absent or unable to do so;
- to remain sufficiently knowledgeable to assume the Chair's role with reasonable proficiency in the event of a vacancy; and
- to perform such other ancillary responsibilities as their position may from time to time require.

The role of individual Committee Members shall be as follows:

- to prepare for, attend, and participate in meetings of the committee;
- to remain sufficiently knowledgeable of governing documents, trends, issues, processes, and subject matter to do their part to ensure the full committee can successfully perform its role;
- to adhere to the Directors' Code of Conduct; and,
- to perform such other ancillary responsibilities as their position may from time to time require.

## FINANCIAL REVIEW ENGAGEMENTS COMMITTEE TERMS OF REFERENCE

**MANDATE:** To oversee annual and special purpose financial oversight processes on behalf of the Board and ownership and advise the Board and ownership on the approval of financial statements.

### **COMMITTEE RESPONSIBILITIES:**

The role of the Financial Review Engagements Committee shall be as follows:

- to annually scrutinize, with assistance from the external accountant, the corporation's system of internal controls, compliance procedures, and financial reporting processes;
- to review the results of the annual financial review as prepared by the external accountant;
- to recommend to the ownership through the Board the approval or non-approval of the reviewed financial statements;
- to recommend to the ownership through the Board a retention or change of external accountant;
- to advise the Board on the approval of the external accountant's proposed scope and fees;
- to recommend such special purpose engagements to the ownership through the Board as deemed prudent and expedient; and,
- to perform the responsibilities of a committee established in the bylaws and Board policies.

**COMPOSITION:** Three (3) Directors, one of whom shall be Chair and one Vice-Chair, and two (2) Members At-Large. The Executive Director and/or their designate(s), ex-officio and non-voting. A Recording Secretary, ex-officio and non-voting. The Corporate Auditor as required.

**MEETING SCHEDULE:** Regular meetings at least semesterly. Special meetings at the call of the Chair or upon the written request of not fewer than two (2) committee members.

### **COMMITTEE MEMBER RESPONSIBILITIES:**

The role of the Chair shall be as follows:

- to perform the role of an individual Committee Member;
- to act as the facilitative leader and presiding officer of committee processes; and,
- to perform such other ancillary responsibilities as their position may from time to time require.

The role of the Vice-Chair shall be as follows:

- to perform the role of an individual Committee Member;
- to support the Chair in the performance of the Chair's role;
- to act as the Chair when the Chair is temporarily absent or unable to do so;
- to remain sufficiently knowledgeable to assume the Chair's role with reasonable proficiency in the event of a vacancy; and
- to perform such other ancillary responsibilities as their position may from time to time require.

The role of individual Committee Members shall be as follows:

- to prepare for, attend, and participate in meetings of the committee;
- to remain sufficiently knowledgeable of governing documents, trends, issues, processes, and subject matter to do their part to ensure the full committee can successfully perform its role;
- to adhere to the Directors' Code of Conduct; and,
- to perform such other ancillary responsibilities as their position may from time to time require.



## ELECTION APPEALS COMMITTEE TERMS OF REFERENCE

**MANDATE:** To adjudicate appeals emanating from elections and referenda processes on behalf of the Board and order any necessary remedial actions related thereto.

### **COMMITTEE RESPONSIBILITIES:**

The role of the Election Appeals Committee shall be as follows:

- to remain nonaligned and impartial with respect to all elections that occur during their mandate;
- to adjudicate all appeals of the decisions of election and referenda administrators;
- to issue decisions that adequately remediate any instances of misapplication or malpractice with respect to elections and referenda policies and procedures;
- to uphold the principles of procedural fairness; and,
- to perform the responsibilities of a committee established in the bylaws and Board policies.

**COMPOSITION:** Three (3) Directors not contesting the elections overseen, one of whom shall be Chair and one Vice-Chair, and two (2) Members At-Large. The Executive Director and/or their designate(s), ex-officio and non-voting. A Recording Secretary, ex-officio and non-voting. Legal Counsel as required.

If an insufficient number of Directors are not contesting the elections overseen or are unwilling and/or unable to serve, then additional Members At-Large may be appointed to fill their positions and Members At-Large may be appointed the Chair and/or Vice-Chair as required.

**MEETING SCHEDULE:** Meetings as required based on appellate filings.

### **COMMITTEE MEMBER RESPONSIBILITIES:**

The role of the Chair shall be as follows:

- to perform the role of an individual Committee Member;
- to act as the facilitative leader and presiding officer of committee processes; and,
- to perform such other ancillary responsibilities as their position may from time to time require.

The role of the Vice-Chair shall be as follows:

- to perform the role of an individual Committee Member;
- to support the Chair in the performance of the Chair's role;

- to act as the Chair when the Chair is temporarily absent or unable to do so;
- to remain sufficiently knowledgeable to assume the Chair's role with reasonable proficiency in the event of a vacancy; and
- to perform such other ancillary responsibilities as their position may from time to time require.

The role of individual Committee Members shall be as follows:

- to prepare for, attend, and participate in meetings of the committee;
- to remain sufficiently knowledgeable of governing documents, trends, issues, processes, and subject matter to do their part to ensure the full committee can successfully perform its role;
- to adhere to the Directors' Code of Conduct; and,
- to perform such other ancillary responsibilities as their position may from time to time require.