GUIDELINES FOR COMMITTEES

1. Each committee will review its own terms of reference annually and any changes will be submitted to the Governance Committee for review and recommendation to the Board.

2. At the first meeting of the Board following the Annual General Meeting, committee Chairs and members will be appointed by the Board for one-year terms, and may serve consecutive terms. 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 Authority.

3. A committee will meet at least twice each year or more frequently as deemed necessary by the Chair of the Committee.

4. 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.

5. Written notice of each meeting must be sent to each committee member at least 3 days before the meeting by mail, courier or any method of transmitting legibly recorded messages.

6. A member may in writing waive or reduce the period of notice convening a meeting before or within 30 days after the meeting. If all committee members are present, they may by unanimous vote, waive notice or abridge the term for notice. An entry in the minutes will be sufficient evidence of such a waiver or abridgement.

7. The Chair and President will be given notice of each committee meeting and may attend any committee meeting without invitation. The Chair and President shall have a vote only in those Committees to which they have been appointed. Each committee has the right to meet *in camera* --with only non-management directors present

GUIDELINES FOR COMMITTEES

8. The Corporate Secretary will ensure that the minutes of each committee meeting are prepared and given in a timely fashion to each committee member, to each other director, and to the President. Each committee Chair will review the draft minutes before they are circulated.

9. A committee may invite such directors or, in consultation with the President, such employees of the Authority, as may be considered desirable to attend meetings and assist in the discussion and consideration of the business of the committee.

10. Each committee Chair will advise the President when the committee wishes to use staff of the Authority as committee support. It will be the responsibility of the President, or the appropriate Vice President, to designate staff for committee assistance.

11. 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.

12. A quorum for the transaction of business at a committee meeting will be a majority of the members. Questions arising at a meeting will be determined by a majority of votes of the members present, and in case of an equality of votes the resolution will fail. Voting by proxy is not permitted.

13. Each Committee will schedule an annual meeting with the President to review the relationship of the Committee and management.