

Category: BOARD POLICY – BOARD PROCESS	
Title: Committee Guidelines	Reference Number: AB 320
Approved by: PHSA Board of Directors	Last Approved: May 6, 2010 Last Reviewed: April 13, 2011

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 appoints committee chairs and members as and when needed. Committee chairs and members hold office until their successors are appointed.
3. The Board Chair reviews committee membership annually, in conjunction with the Annual General Meeting.
4. The Board Chair will be an ex-officio and voting member of all committees on which the Board Chair is not formally a member.
5. The President and Chief Executive Officer (the "CEO") shall be an ex-officio and non-voting member of all committees.
6. A committee member will cease to be a member of the committee upon ceasing to be a director of the Board.
7. The number of members and composition of each committee is indicated in each committee's terms of reference.
8. Each committee will meet at least once each year, or more frequently as deemed necessary by the committee. Generally, meetings will be scheduled each year in advance.
9. 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.

10. The chair of a committee or any two members of a committee may call a meeting of the committee.
11. 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.
12. The Secretary to the Board will ensure that the minutes of each committee meeting are prepared and given in a timely fashion to each committee member. A complete meeting record will be maintained by the Secretary and available to any director and the CEO.
13. 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.
14. A committee may invite such director or, in consultation with the CEO, such employees of the Authority or consultants, as may be considered desirable to attend meetings and assist in the discussion and consideration of the business of the committee.
15. A committee may, from time to time, require the expertise of outside resources (a consultant or an advisor) to assist with matters involving their responsibilities. No outside resources will be retained without the authorization of the Board or Board Chair, in consultation with the CEO.
16. A quorum for the transaction of business at a committee meeting will be a majority of the authorized number of members. Questions arising at a meeting will be determined by a majority of votes of the members present.
17. Each committee will review its own terms of reference annually and any changes will be submitted to the Governance Committee for review and to the Board for approval.
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.

<p>Policy Created on: September 2002 Revision Dates: • June 12, 2008 • May 6, 2010</p>
--