COMMITTEE OPERATING GUIDELINES

1. INTRODUCTION

The Board has the power to establish the Committees it considers necessary and advisable. Current Committees of the Board are:

- Audit and Finance
- Human Resources and Governance

The Board may from time to time establish task forces, advisory committees or other temporary working groups to address time limited projects.

The Terms of Reference for each Committee are set out separately in the Committee's Terms of Reference. The provisions below set out the operating guidelines applicable to all Committees.

2. PURPOSE

The purpose of the Committees is to provide in-depth concentration in key areas of Board responsibility and to help the Board carry out its work.

3. MANDATE

The Committees have the responsibility to periodically review their own Terms of Reference and, as appropriate, submit any changes to the Human Resources and Governance Committee for review and recommendation to the Board.

4. ACCOUNTABILITY

Each Committee is accountable to the Board.

No Committee has the power or authority to act for the Board unless specifically authorized by the Board through the applicable Terms of Reference or otherwise (e.g., through resolution of the Board).

5. COMPOSITION

Committee Chairs and members are appointed by the Board, on the recommendation of the Board Chair in consultation with the Human Resources and Governance Committee. Each Committee has a minimum of three members. A Director may belong to more than one Committee at one time.

Committee Chairs and members shall be appointed for a one-year term and may be re-appointed to serve consecutive terms. In making appointment recommendations to the Board, the Board Chair may consider the following criteria:

- the individual's knowledge, skills and abilities vis-à-vis the Terms of Reference of the Committee
- the potential for conflict of interest between the individual and the subject matters considered by the Committee in accordance with the Committee's Terms of Reference
- the current composition of the Committee in terms of knowledge, skills and abilities
- any other information the Board Chair deems relevant as part of composition considerations

A Committee member may be removed or replaced at any time by the Board and will cease to be a Committee member upon ceasing to be a Director of the Rick Hansen Foundation.

6. Meetings

Each Committee typically meets at least four times per year or as otherwise as specified in the Committee Terms of Reference. Meetings will be scheduled a year in advance, as practicable.

7. Notice

Notice of upcoming regular Committee meetings is given at the previous regular Committee meeting or otherwise required. Reasonable notice of each special Committee meeting, specifying the place, day and time of such special meeting must be given to each of the Committee members.

8. Quorum

The quorum for a Committee meeting is a simple majority of members, unless otherwise specifically required by the Board or law.

9. Alternates

Alternates are not permitted to attend Committee meetings.

10. Voting

Questions arising at a meeting will be determined by a majority of votes of the Committee members present, and in case of an equality of votes, the Committee Chair of the meeting does not have a second or casting vote.

Voting by proxy is not permitted.

11. Location & Attendance

Committees may hold a meeting by means of conference telephone or other communications facilities (not limited to videoconferencing) by means of which all members participating in the meeting can hear one another and provided that all such members agree, in advance, to such participation. Members participating in a meeting in such manner shall be deemed to be present at the meeting and to have so agreed and shall be counted in the quorum therefore and be entitled to speak and vote thereat.

12. Invitees/Guests

Committee meetings are attended by Committee members and management resource persons. Other individuals such as external advisers may be invited to attend or participate for all or part of any meeting to assist in the discussion, as and when appropriate and necessary and as approved by the Committee Chair.

13. In Camera Session

Each regular Committee meeting includes an *in camera* meeting of Committee members (without management present).

The purpose of the *in camera* session is to provide Committee members an opportunity to meet without members of senior leadership or staff, in order to discuss matters including the following:

- sensitive matters within the jurisdiction of the Committee (for example, performance or evaluation)
- to meet with certain external advisors or consultants (e.g., external auditor) and to safeguard the independence of those individuals
- internal Committee governance matters and functioning

14. Resolution in Writing

A resolution in writing signed by each Committee member shall be as valid and effectual as if it had been passed at a meeting.

15. Recommendations

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.

16. Management Support

Each Committee will normally be supported by a non-voting management resource. The CEO designates management support as appropriate to each Committee.

17. Agenda

Committee meeting agendas are developed through a process facilitated by a member of the executive responsible for providing support to the Committee in dialogue with the Committee Chair. The Committee Chair is responsible for approving the agenda for each meeting of that Committee.

Typically, the agendas and supporting materials are distributed to Committee members at least one week in advance of a meeting, or as early in advance in the circumstances. Committee members who wish to suggest items for discussion at Committee meetings and additions to the agenda should contact the Committee Chair at least two weeks in advance of the meeting. The Committee Chair may exercise their discretion whether to include the suggested item on an upcoming Committee meeting agenda.

18. Minutes

The Committee Chair is provided with draft minutes of a Committee meeting as soon as reasonably possible after each meeting for review and comment before presentation to and approval by the Committee. Once approved by the Committee, the minutes serve as the official record of the meeting.

19. Reporting

At each Board meeting, the Committee Chair provides a written report that summarizes, at a high-level, what the Committee has been working on (since it last reported to the Board), what the Committee is bringing forward for discussion or approval, and what is coming up on the Committee's agenda. The Committee Chair provides an oral update at the Board meeting.

20. External Advisors

A Committee may, subject to Board Chair approval and availability of resources and budgetary considerations, engage the expertise of outside resources to fulfill its mandate.