

Board Sub-Committees – General Terms of Reference

ACCOUNTABILITY

All sub-committees are accountable to the Board of Directors of Circle of Care (the “Board”).

QUALIFICATIONS OF MEMBERS

- ▶ Must be committed to the Circle of Care's Mission, Vision, and Values and Strategic Goals.
- ▶ Must be willing to dedicate quality time to participate actively on the Committee.
- ▶ Must have interest and expertise in the areas that advance the Committee's mandate.
- ▶ Must be willing to serve, attend regularly and actively participate on the Committee. An attendance level of at least 75% is suggested. A Committee member who misses three consecutive meetings, if applicable, without consulting the Co-Chairs shall be deemed to have resigned.

EVALUATION OF COMMITTEE MEMBERS

To be eligible for a renewed nomination as a Committee member, each candidate will be evaluated annually on the following criteria:

- ▶ Regular attendance at meetings of the Committee. An attendance level of at least 75% is suggested. A Committee member who misses three consecutive meetings without consulting the Co-Chairs shall be deemed to have resigned.
- ▶ Necessary background preparation and effective participation on the Committee on which the member served.
- ▶ Work positively, co-operatively and respectfully as a member of the COC's team with other Committee members and within the organization's management and staff.

NOMINATIONS AND ELECTIONS

Membership to the Committee will be a combination of nominations for community members and appointments of Board and staff members. Members will be selected on the basis of skills and competencies ensuring expertise in the respective area for that committee.

CHAIR OR CO-CHAIR

The Chair or Co-Chair will be designated by the Board of Directors. The Chair or Co-Chairs shall be appointed from the voting Directors on the Board.

Subject to re-election to Board, the Committee Chair/Co-Chair is expected to serve an initial term of two years, renewable for an additional term at the discretion of the Board.

MEETINGS

Meetings of the Committees are held on the pre-scheduled date and at the time and place set by the Chair or Co-Chair in writing. An unscheduled meeting may be called at any time with appropriate notification no less than 24 hours prior to the time and date set for the meeting. Meetings of the Committee may be held by telephone or any other means which enables all participants to communicate with each other adequately and simultaneously. Persons

participating in a meeting by telephone or by any other means of communication are deemed to have attended that meeting.

MINUTES

The minutes of each meeting will be administered and circulated to Committee members 10 days prior to each meeting. (Minutes will be labeled draft until approved by consensus by the Committee). The minutes of each meeting of the Committee, duly approved by the Committee, will be held by the CEO or designate. A summary of the Committee's meeting will be attached to the agenda of the subsequent meeting of the Committee. After each meeting, the chair or co-chair will make an oral report to the Board on the deliberations of that meeting.

QUORUM

The majority of Committee members shall form a quorum.