

APPENDIX E – TERMS OF REFERENCE FOR COMMITTEES

I. Committee Responsibilities

Committees analyze, in depth, policies and strategies developed by management, which are consistent with their terms of reference. They examine proposals and where appropriate make recommendations to the full board of directors. Committees do not take action or make decisions on behalf of the board of directors unless specifically mandated to do so.

II. New Committees and Terms of Reference

- A. There will be occasions when the board of directors may want to form a new committee or disband an existing committee depending upon the circumstances.
- B. Each committee shall undertake a comprehensive review of their terms of reference in the first quarter of each year.
- C. The Corporate Governance Committee at the beginning of each fiscal year shall:
 - (i) review the terms of reference of all committees to ensure that together they meet the needs of YNG; and
 - (ii) recommend the addition or deletion of committees.

III. Leadership and Membership

- A. In consultation with the Chair, the Corporate Governance Committee is responsible for recommending members to various committees.
- B. The policy of the board of directors is to periodically rotate committee members taking into account the desirability and benefits of maintaining continuity in committee membership.
- C. The President participates in meetings of committees of which he is not a member by invitation and the Chair participates in meetings of committees either as an appointed member of such committee or, if not specifically appointed, as an ex-officio member.
- D. Chairs of committees are *selected* by the full board of directors on the recommendation of the Corporate Governance Committee and the Chair.
- E. The Chair of a committee presides at meetings and is responsible to ensure the work of the committee is well organized and proceeds in a timely fashion. The Chair of the committee shall arrange for an alternate to chair a meeting(s) of the respective committee if he is absent from such meeting.

IV. Committee Meetings and Agendas

- A. The Chair of each committee, in consultation with the committee and the Chair, will determine the agenda, frequency and length of the meetings.

- B. A committee may request the assistance of external advisors to research, investigate and report on matters within a committee's terms of reference. This request should be coordinated through the Chair.
- C. Each committee shall include as part of its terms of reference a timetable of their major annual activities.

V. Reporting

Each committee has the duty to report to the full board of directors all matters which it considers to be important for full board of directors consideration. Minutes of the deliberations of the board of directors and the Committees shall be available to the board of directors.