



TERMS OF REFERENCE FOR COMMITTEES

OCTOBER 2019

The Board of Directors establishes goals in light of MHI's mission and objectives, develops a strategic plan to implement these, and sets policies to guide the work of MHI. MHI committees develop and implement these strategies, either directly or indirectly, through working teams.

The Executive Director is an *ex officio* member of each committee, acts in an advisory role to the committee chairs, oversees the work of MHI on behalf of the Board and ensures that there is overall co-ordination of the work of MHI. The Executive Director also helps to develop the capacity of the committees to ensure that their responsibilities are being met. At the recommendation of the Executive Committee, the Board may hire staff members to assist committees as required.

At present, MHI has seven standing committees which meet regularly: Executive Committee, Finance Committee, Fund Raising Committee, Development Committee, Housing Management Committee, Membership and Outreach Committee and the Communications Committee. Two additional committees include the Human Resources Committee, which meets as required, and the Nominations Committee which is normally convened in December.

Guiding Principles: All committees will operate in a way that is consistent with the vision, mission, policies, goals and strategic direction determined by the Board of Directors in consultation with the committees.

VALUES:

- **Accountability:** Committees will ensure that all their practices and procedures reflect MHI's overall vision and philosophy and contribute to the sustained pursuit of the mission of MHI. Committees are further required to be fair, responsible and compliant with applicable legislation and regulations. Committee members will declare any conflict of interest they may have with regard to the work of the committee according to the Conflict of Interest Policy of MHI.
- **Transparency:** Committees will keep a formal set of minutes recording the decisions, action items, rationale and other key information related to their ongoing work. Each committee will prepare a report for inclusion in the Annual Report to be distributed at the

Annual General Meeting in March. The committee report should be submitted to the Executive Director by the end of January.

- **Confidentiality:** Information will be shared about staff, volunteers, the property management company staff, and tenants on a “need to know” basis only. All committee minutes should be kept confidential by Board and committee members until a final version is approved by the committee. Reports and minutes from committees, when accepted by the Board and approved by the committee, become public documents along with Board minutes.
- **Respect:** Differences in perspective will be valued and reflected on and every effort will be made to ensure everyone is treated respectfully regardless of race, religion, gender, age, disability or sexual orientation.
- **Inclusivity:** Committee members will work to ensure everyone understands the issues and can participate in discussions. Every effort will be made to accommodate those who wish to participate in the mission of MHI.
- **Justice:** Committees will seek to act justly in all of their decisions, ensuring that tenants are treated with fairness and dignity, that staff, building superintendents, and service providers alike are treated with respect, paid a just wage and that all involved in the work of MHI are reimbursed promptly and appropriately for their expenses.

COMMITTEES

Authority of Committees:

All committees act on behalf of the Board and report to the Board. They have the authority to develop policies relevant to their respective responsibilities for Board approval. They also have authority to develop strategies and working teams to carry out their purpose according to the values, policies and strategic plan approved by the Board of Directors, and in doing this, to request assistance from the staff, and firms hired to provide expertise within the parameters of their terms of reference. They also may make use of MHI’s financial and office resources within the budget amount allocated by the Board for their work.

Responsibilities of Committees:

Each committee, in light of the mission statement and values of MHI and the particular mandate of the committee, has the responsibility to:

- Develop a yearly work plan that aligns with the Board’s strategic plan, monitor its implementation and assess its impact.
- Ensure there are sufficient resources available – staff and volunteer, as well as material – to undertake the activities identified in the work plan or with the approval of the Board, work with the Executive Director to identify and pursue sources of funding to augment existing resources.

- Meet at a regularly scheduled time, mutually agreed upon by the committee members and the Board. If possible, meetings should occur in the first two weeks of the month to facilitate timely communication of committee decisions or questions to the Executive Committee, which meets in the third week.
- Maintain accountability by keeping a formal set of minutes to be submitted prior to each Board meeting.
- Advise the Board regarding needed policy development and implementation to ensure the committee work continues to reflect the vision, values and goals of MHI.
- Develop a budget, in consultation with the Executive Committee, that reflects the projected income and expenditures incurred by the work of the committee, and monitor these in light of the budget.
- Develop and oversee working teams that are required to carry out the committee work plan.
- Identify and recommend to the Board contracted services needed in order to carry out the work of the committee.
- Ensure that the work of the committee is complementary to the work of other MHI committees.
- Provide recommendations and motions, complete with background information, to the Board with regard to the governance, management, and growth of MHI.
- Provide timely meeting minutes to the Board, as well as a summary annual report in January of each year for the Annual General Meeting.
- Ensure that information required for other reports is available, including reports to government and funding agencies.

A quorum for meetings shall be a majority of members of the committee or team. Decisions will be made by consensus – i.e. the majority in agreement and the remaining members able ‘to live with’ the decision. Formal motions are not necessary.

Guidelines for determining whether a particular decision must be referred to the Board:

In general, any decision that impacts on the nature of MHI’s mission and policies or binds the Board legally in any way must be referred to the Board. Some questions to consider:

- Would the decision change or expand the Board’s strategic plan?
- Would the decision require an increase in the amount in the budget of more than \$500 or be above the approved spending limit for the committee?
- Would the decision require increasing the fundraising goals approved by the Board?
- Will this decision result in an application to a funding agency over and above what has already been approved by the Board?
- Does a decision result in establishing a partnership with another entity?
- Will the decision result in the need to hire a contractor or consultant to provide services on behalf of the committee outside the limits of the Finance and Procurement Policy?
- Does implementing the decision require that the MHI lawyer be hired for a specific task?

“Yes” to any of these questions requires both an approval in advance by the Board that: 1) the decision be pursued as part of the work plan; and 2) approval of any legal contract that arises.

Committee Membership:

Each committee will include at least one member of the Board and a representative of each of the working teams it creates. The role of these representatives is to serve as liaison between the committee and the team to ensure that the work of the team reflects the decisions of the committee, and that the committee understands the nature of the work and the challenges involved.

Other members of the committee will generally be identified by the Executive Director in consultation with the committee chair on the basis of their interests and skills and fit with the competencies required by the committee.

Committee chairs are approved by the Board of Directors. They will normally serve a term of two years and can be reappointed.

Role and responsibilities of the committee chair:

The chair of a committee makes the development and work of the committee their primary contribution to MHI. The chair may be a Board member, or an MHI volunteer. This person has good organizational, communication and facilitation skills. He or she values the diverse perspectives of committee members and will strive to ensure the composition of each committee reflects the multifaceted nature of MHI.

Chair responsibilities include:

- Ensuring that the committee meets regularly, in most cases monthly, on a day when the Executive Director and/or another staff member whose job description is related directly to the TORS of the committee can attend.
- Working with the secretary of the committee to ensure that minutes are accurate and provided to the Executive Director for review and distribution in a timely manner.
- Reviewing and providing any motions or recommendations, including the background rationale for these in writing through the Executive Director, to the Board.

Responsibilities of the committee secretary:

The responsibilities of the secretary include the following:

- Provide committee members with a draft of the minutes in a timely fashion for review and correction. Ensure that agreed upon minutes can be passed on to the Executive Director before the Executive Committee meeting.

Responsibilities of the Board liaison:

The role of this member is to be liaison between the Board and the committee. He or she will ensure that committee recommendations, including motions for consideration, are properly represented at the Board, and that the directions and requests coming from the Board are clearly understood by the committee.

WORKING TEAMS

These teams of volunteers carry out tasks set by the committees either on an ongoing or an ad hoc basis. Ideally, the composition of each team reflects the multi-faith nature of MHI. Volunteers for these teams are people with particular skills and interests which make them suitable for the tasks designated by the committee.

Members on these working teams are approved by the committee to which they report. A staff person or a representative of the staff person will attend working team meetings if staff support is required.

Responsibility and Authority of Working Teams:

To facilitate timely decisions and actions, committees may delegate their authority to the teams working on their behalf. Each team develops its own work plan to meet the objectives of the committee and is accountable to that committee. One person is designated as chair of the team and works closely with the chair of the committee. The team chair (or designate) attends the meetings of the committee to which it reports. The team itself determines when it needs to meet and what kinds of notes it needs to take to ensure continuity and accountability to the committee.

At present, the working teams include the following:

- Housing Management Committee: Property Management Team, Tenant Relations Team, and Replacement Reserve Team.
- Membership and Outreach Committee: Speakers Team, Membership Campaign Team, National Housing Day Events Teams (Prayer Service, Reception), and Patron Team.
- Development Committee: Longfields Project Team, and the Veterans House Team.
- Fund Raising Committee: Tulipathon Team

EXECUTIVE COMMITTEE

Mandate: The Executive Committee facilitates the work and goals of the Board of Directors.

Membership: The Executive Committee consists of the executive officers of the Board (President, Vice-President, Secretary, Treasurer, Executive Director) and one other Board member.

Responsibilities:

- To advise the Executive Director on behalf of the Board.
- To make policy and governance recommendations to the Board.
- To approve motions requiring a timely decision in advance of a meeting of the Board of Directors.
- Monitor committee minutes and reports and prepare the Board agenda.
- Identify issues which require Board discussion and decisions.
- Nurture the distinctive organizational culture and spirit of MHI.

- Research, develop and draft specific policy statements appropriate to the values of MHI and the legal requirements applicable to federally-incorporated non-profit charitable organization regarding governance, which includes the:
 - Vision, mission, objectives and values;
 - By-laws;
 - Governance processes, including:
 - the roles and responsibilities of the Board, Board members and Board officers; nominations, selection to, and removal of officers from the Board;
 - the employer/employee relationship between the Board and the Executive Director, including the delegation of authorities, code of conduct, and evaluation;
 - conflict of interest;
 - core operational practices, including personnel and finance; and
 - other policies that relate to audit and governance.

GOVERNANCE COMMITTEE

Introduction: Governance determines who has power, who makes decisions, how other players make their voice heard and how account is rendered (Institute on Governance).

Here is another way to look at governance ---it is the combination of processes and structures implemented by the Board to inform, direct, manage and monitor the activities of the organization toward the efficient and effective achievement of its objectives.

The bottom line is that governance is a significant responsibility of the Board. It allows MHI to meet its fiduciary responsibilities to our stakeholders. It also ensures that the appropriate organizational policies and structures are in place to deliver results and protect assets, without undue administrative burden.

Mandate: The mandate of the Governance Committee is to assist the Board to create and maintain healthy governance such that MHI effectively and efficiently achieves its objectives in a manner consistent with: leading edge governance standards, good practices and its culture.

Membership: The Governance Committee consists of the Board Vice-President as chair, up to three other Board members, one to three volunteers and the Executive Director (ED) as an ex officio member.

Responsibilities:

- Regularly review the governance framework to ensure it is operating as intended and to identify areas of improvement.
- Review bylaws and board policies on a rotating basis every three or four years to ensure they are easily understood, appropriately linked to the board's work and easily used.
- Monitor compliance with the organization's bylaws and board policies.

- At least annually, recommend to the Board succession plans and processes to recruit and nurture candidates for positions on the Board of Directors (formerly done to an extent by the ad hoc Nomination Committee).
- Roll the responsibilities of the HR Committee into the Governance Committee.
- Recommend to the Board plans for education and development, as well as, help support the orientation of newly elected directors.
- Annually, provide to the Board, for its approval and use, an evaluation process to assess the effectiveness and efficiency of the Board and the health of relationships between the Board, Committees and the ED.
- Recommend to the Board improvement to policies and processes required for risk and performance management.
- Improve the development of the ED's annual performance plan and evaluation, and related compensation recommendations.
- In conjunction with the Board and the ED, support the development of the topics, agenda and materials for Board's Retreats, including post-retreat follow-up.
- Report to the Board on the committee's work quarterly (or more frequently as required).

DEVELOPMENT COMMITTEE

Mandate: The mandate of the Development Committee is to:

- Acquire and develop properties for MHI that can be rented at an affordable rate and help organize the grants and financing to do this.
- Develop and nurture partnerships with other like-minded organizations, and provide support and advice to faith communities who wish to develop a housing program themselves.

Membership: This committee should include a representative from the Finance Committee and it should liaise closely with the Fundraising Committee. MHI's Executive Director attends all meetings as an ex officio member.

Responsibilities:

1. Ongoing:

- Research, develop and review MHI's criteria for the purchase and building of properties on a regular basis, as well as learn about acquisition strategies (best practices) of other non-profit housing providers in Canada.
- Identify funding and grant opportunities directly related the development of affordable housing relevant to the mission and goals of MHI.
- Develop, support, monitor and assess MHI's relationships with key development partners and grant-makers.

- Provide advice to the Board on alternative financing mechanisms with the support of the finance committee.
- Provide analysis on the development and outcome of each project.

2. Project

- Identify properties suitable for acquisition and development by MHI in light of the Board's strategic plan and make recommendations to the Board.
- In close collaboration with the Finance Committee, identify and recommend to the Board the financial strategies, including funding and the budget required. Once the project, budget and strategies are approved, develop a Request for Proposals to hire a consultant to facilitate the purchase or development.
- Once the Board has approved these recommendations, undertake the project on behalf of MHI.
- Develops and oversees the work of the project teams on behalf of the committee as necessary to manage new housing initiatives. NOTE: These project teams must include a member of the Board and will advise and support the Executive Director in the following:
 - preparing grant applications and/or MHI's responses to government calls for proposals for the acquisition and/or development of more affordable housing;
 - managing the planning and preconstruction phases;
 - working with the consultants hired to help carry out the plan;
 - monitoring construction activities against the original plan including the scope, budget and timeliness;
 - managing contingency funds and approving change orders requiring spending decisions on a one-time emergency basis as required, according to a schedule provided by the Board; and
 - providing reports to the Board on a regular basis regarding the progress of the project, difficulties encountered, solutions and any required expenditures from the contingency funds.

FUNDRAISING COMMITTEE

Mandate: The mandate of the Fundraising Committee is to develop strategies to meet the fundraising goals set by the Board of Directors.

Membership: This committee should include at a minimum: a representative from the Development Committee, the Board, the Executive Director, and the staff person responsible for development.

Responsibilities:

- Make recommendations to the Board about the fundraising goals put forth as needed to achieve the goals in MHI's strategic plan.
- Make recommendations to the Board when ongoing fundraising activities should be modified or ended.

- Maintain and update MHI’s fundraising policy as needed.
- Identify and develop fundraising opportunities relevant to the mission and goals of MHI in accordance with MHI’s fundraising policy
- Develop, support, monitor and assess MHI’s relationships with key development partners, funders, sponsors and grant-makers.
- Collaborate with the Communications and other committees on events or initiatives that have a fundraising component.
- Where appropriate and possible, assist faith communities and individuals who are running third party fundraisers for MHI.
- Oversee the work of the Tulipathon Team.

NOMINATION COMMITTEE

Mandate: The Nomination Committee recruits Board members for MHI.

Membership: The Nomination Committee is chaired by the past president of MHI (if there is one) and must include one member who is not a Board member.

Responsibilities:

- Review the capacity of the Board to fulfill its mission and meet its goals.
- Identify specific skill sets which are needed to increase Board capacity.
- Identify and interview potential Board members to both ensure that they would make suitable candidates and that they understand the nature of MHI and the role and responsibilities of Board members.
- Present to the Board a slate of potential members to be elected at the Annual General Meeting.

FINANCE COMMITTEE

Mandate: To manage the financial operations of MHI and provide the Board of Directors with timely and accurate financial information and advice on the management of MHI’s finances.

Membership: The Finance Committee will be chaired by the Treasurer of the Board, and include at least two other members.

Responsibilities:

- Develop, implement and review on a regular basis the financial management system of MHI and its governing financial policies and practices to ensure accountability.
- Ensure that MHI has in place an accounting system reflecting Generally Accepted Accounting Principles (GAAP) that is capable of effectively supporting the short and long-term plans and objectives of MHI.
- Ensure that appropriate financial control procedures exist and are in operation in MHI.
- Develop and present to the Board an annual Budget for MHI, to be approved before the end of the preceding fiscal year.

- Oversee the external book keeper for MHI.
- Review the monthly and quarterly financial statements provided by the book keeper in a timely manner.
- Approve all financial statements submitted to the government and funding agencies.
- Review the annual financial statements before the AGM.
- Provide timely budget reports to the Executive Committee and explain any concerns regarding MHI's financial management.
- Report to the Board at least on a quarterly basis on the financial status of MHI and performance relative to the annual Budget, and present recommendations for any needed changes in MHI's management of its finances.
- Oversee relations with the various financial institutions.
- In close collaboration with the Development Committee, identify and recommend to the Board the financial strategies, funding, and the budget required to acquire and develop properties suitable for affordable housing in accordance with MHI's strategic plan.

Annual Audit:

- The Finance Committee will constitute the Audit Committee of MHI, with the addition of at least one external person who is not normally a member of the Finance Committee.
- In the role of the Audit Committee, work with the auditor and book keeper to establish Audit Processes associated with the following responsibilities:
 - Overseeing the financial reporting and disclosure process;
 - Monitoring choice of accounting policies and principles;
 - Overseeing hiring, performance and independence of the external auditors;
 - Overseeing regulatory compliance;
 - Monitoring in the internal control process; and
 - Overseeing the performance of the internal audit function.
- Report to the Board of Directors on the findings of the annual audit of MHI, and any required measures to address these findings.
- Monitor the implementation of any recommendations arising from the audit and approved by the Board, and report to the Board on the results.

MEMBERSHIP AND OUTREACH COMMITTEE

Mandate: The Membership and Outreach Committee builds a strong membership base for MHI from supervisory structures and associations of major faith groups, individual faith communities and faith-based groups involved in housing. MOC also develops educational materials and programs to motivate faith communities and the general public to promote and provide affordable housing in Ottawa.

Membership: As far as possible, the membership will include a representative from faith groups who are members of MHI, a minimum of one member of the Board of Directors, the Executive Director (ex-officio) and the staff persons responsible for community engagement and fundraising.

Responsibilities:

- Develop and implement a strategy for the annual membership drive under the Membership Campaign Team.

- In collaboration with the Communications Committee, develop and implement a communications strategy to maintain membership interest and support.
- Enhance the multi-faith culture in all sectors of MHI.
- Periodically review the suitability of patrons to MHI and make recommendations to the Board about new or renewed appointments.
- Encourage patrons to actively support the involvement of their particular faith tradition in MHI through the Patrons Team.
- Increase understanding of the multifaith dimension of MHI (raising multifaith consciousness) among faith communities and the significance of faith-based support of affordable housing issues by facilitating MHI engagement through outreach activities. Such activities include: presentations, public forums, special events such as MHI's National Housing Day (NHD) Celebration. These tasks are carried out with the assistance of the Speakers Team, the NHD Prayer Service Team, and the NHD Reception Team. MOC supports the Tulipathon Team by encouraging faith community participation.
- Encourage MHI members to promote MHI initiatives to their members and to identify individuals willing to offer their skills in support of the activities of the MHI.
- Receive feedback from members about the activities of MHI and provide information back to the Board. Identify people who will speak on behalf of MHI to the community at large, to the MHI membership, and to generate opportunities for them to do so.

HUMAN RESOURCES COMMITTEE

Mandate: The Human Resources Committee recruits staff on behalf of MHI, fosters a good working environment for staff and volunteers, acts as a resource for the Executive Director, and provides the Board with advice and recommendations on matters pertaining to human resources, including both paid staff and volunteers.

Membership: The HRC will include at least one member of the Board and the Executive Director.

Responsibilities:

- Research, develop, implement and periodically review Human Resource policies and procedures, applicable to both paid staff and volunteers, using the HR Council for Non-profits' resources and guidelines as a reference point with regard to:
 - Recruitment and hiring practices;
 - Compensation and benefits;
 - Professional development and training;
 - Workplace health and safety;
 - Succession planning;
 - Performance management; and
 - Progressive disciplinary action.

HOUSING MANAGEMENT COMMITTEE

Mandate: The Housing Management Committee oversees the management of the housing program on behalf of MHI. This includes ensuring that MHI properties and units are well maintained; the units are fully leased; and helping tenants as needed, to maintain a successful tenancy.

Membership: The Housing Management Committee includes the staff person responsible for the housing program.

Responsibilities:

- Ensures that each property is well taken care of according to the city's property management standards. The intent of MHI to provide attractive, affordable home space.
- To make recommendations to the Board for review and approval about expenditures required for proper maintenance and development of MHI properties which exceed \$5,000.
- To undertake major repairs as required. Monitor income and expenditures and the status of the replacement reserve fund for each property and make recommendations to the Board regarding adjustments to the funds when necessary.
- Oversee the work of the Property Management Team and the Replacement Reserve Team, including the development of any grant applications related to the work of HMC.
- Ensure that the requirements of government funding for the properties are being met, as required by Housing Authorities, Granting Bodies and our Board.
- Ensure that any reports related to our properties are completed accurately and submitted on time to Housing Authorities, Granting Bodies and our Board.
- Ensure that MHI remains up-to-date with regard to best practices in the management of affordable housing by ensuring a representative of MHI attends the various workshops and meetings held by the city, the social housing network, or other entity.

COMMUNICATIONS COMMITTEE

Mandate: The Communications Committee will:

- Develop and implement an integrated communications strategy that disseminates the mission, vision and objectives of MHI, and supports the work of the committees.
- Provide advice and support to the Executive, Board and committees of MHI on communications to MHI members and non-members, partners and the public.

Membership: This committee should include a member of the Fundraising Committee, the Membership and Outreach Committee, and the staff member responsible for communication. MHI's Executive Director attends meetings as an ex officio member.

Responsibilities:

- Develop strategic priorities, plans and proposals for internal and external communications;
- Develop procedures and processes to improve the consistency and effectiveness of MHI's communications;
- Oversee the website, including the design, site analytics, quality assurance and response to member and non-member parties;
- Oversee the channels (including the newsletter, website, social media and traditional media) used to communicate with members, supporters, and the public;
- Understand the communication needs of the different audiences within our membership and supporter base;
- Liaise with the Fundraising and Membership and Outreach Committees to provide support for their initiatives and goals.
- Develop and maintain relationships in the media business community to extend MHIs outreach and community awareness.

RESIDENT RELATIONS COMMITTEE

Mandate:

- Help tenants understand their responsibilities as tenants and thus minimize their risk of housing loss.
- Facilitate neighborly relations within our buildings.
- Help connect tenants with the Ottawa community as a whole, as needed.
- Act as a voice for tenant concerns within MHI as an organization and vice versa
- Facilitate tenant participation in discussions around policies and practices that affect them.
- Contribute towards a positive life experience for tenants.

Membership: The committee includes volunteers assigned to Blake House, Somerset Gardens and Kent House, as well as representatives of The Haven's Tenant Support and Community Building Teams. The RRC also includes the volunteer manager and a representative from housing management services.

- The Executive Director is an *ex officio* member of the Committee.
- This committee liaises closely with the Housing Management Committee and reports to the MHI board of directors. . A representative from the Housing Management Committee(HMC) attends RRC meetings, and a member of RRC attends meetings of the HMC.
- The two Teams from The Haven report to the RRC and members abide by the RRC Volunteer Guidelines.

Responsibilities:

- Contact and meet with new tenants to welcome them to our buildings and provide unit orientation.
- Support tenants one-on-one as appropriate within our capacity and direct tenants to information and resources as needed.

- Enhance communications among tenants and between tenants and MHI housing management staff and volunteers.
- Organize community and social activities with tenants.
- Attend RRC meetings once a month.
- Participate in the development of MHI housing management policies that affect tenants.
- Conduct exit interviews with tenants who move out.
- Attend workshops and training to deepen understanding of tenant issues.
- Represent RRC on a community development committee in neighbourhoods where there are community development committees, as appropriate
- Make recommendations to the board on matters that are mutually beneficial to tenants and MHI.

Veterans' House Committee

Mandate:

In recognition of the distinct nature of the Veteran's House project, and the large scale of military assisting organizations ready to support the project, the Veteran's House Committee is mandated to assist the board in ensuring the project is appropriately enacted, operationalized, and maintained to its best possible outcomes.

The Committee acts as a coordinating body supporting the MHI Executive Director in the Build Phase; engages with MHI standing committees to bring their specialist knowledge to bear; develops the coordinating programmes to support the Operations Phase activity; and, oversees ongoing operations of the project.

Responsibilities: Within MHI's capacity and resources available, this committee will endeavour to -

- Ensure process is in place to develop tenant Intake and On-boarding model,
- Monitor ongoing tenant intake process and ensure long term sustainability of process.
- Ensure essential "surround care" support services are in place to address the special needs of residents,
- Explore partnership opportunities with program providing organizations for veteran's,
- liaise with current VH partners and volunteers,
- Ensure ongoing fundraising programs are on track (capital and operational),
- Work with levels of government to promote awareness of the veterans' homelessness issues and ability to address those issues through replication of the MHI Veterans' House Model, and
- Provides timely reports to the Board on a monthly basis.
- Seek out Engage with Veterans House research, program needs, and assessment opportunities.

Frequency of Meetings:

The Committee shall meet as frequently as necessary to allow it to discharge its duties and, in any case, not less than four times per fiscal year and once every three months.

Membership:

- The Committee shall consist of five to seven members, selected, as indicated below, from among the following categories of membership:
 - A minimum of one board member.
 - At least three and up to five additional members of MHI and/or stakeholders with skills and expertise relevant to the development, construction, financing and operation of Veterans' House.
- The Chair of the Committee shall be appointed by the Board of Directors from among the Committee members.
- The Executive Director shall serve as ex officio to the Committee.
- Where necessary or appropriate to facilitate and support the business of the Committee, the Executive Director may invite staff to serve as resource persons for particular items of business before the Committee at a meeting.
- Where a member resigns or otherwise ceases to be a member of the Committee, the Committee may appoint another qualified person to complete the balance of the term of the former member.

Confidentiality

Unless otherwise advised, the Committee will assume meeting content and any MHI documentation is confidential.

Decision Making and Quorum:

50% of the voting members of the committee will constitute quorum.