# XX Sub-Committee Charter

*The purpose of a committee charter is to clearly define the respective roles, responsibilities, and authorities of the sub-committee. Although each charter will be different, this template is suggestive of the sorts of matters that may be included but should not be seen as required or exhaustive. Remove this section before finalizing the document and insert own logo in the header*

**Purpose**

The XX Sub-Committee (the Sub-**Committee**) appointed by the Board/Committee of XXXX assists in fulfilling its oversight responsibilities relating to:

* XX; and
* XX.

The duties and responsibilities of the Sub-Committee are set out in **Appendix A**. The existence of the Sub-Committee does not imply the fragmentation or diminution of the role of the Board/Committee.

**Authority**

The Board/Committee has authorized the Sub-Committee, within the scope of their duties and responsibilities set out in this charter to:

* perform the activities required to address its responsibilities and make recommendations to the Board/Committee;
* select, engage, and approve fees within the delegated authority set by the Board/Committee for any professional advisers that the Sub-Committee may require to carry out its duties;
* require attendance by specified personnel at meetings as appropriate, with such attendance enforced by the Board/Committee; and
* have unrestricted access to management, employees and information it considers relevant to its responsibilities under this charter.

**Membership**

The Sub-Committee shall comprise at least three, and not more than five, members. The Board/Committee, usually on the recommendation of its Nominations Committee, will appoint Sub-Committee members and the Sub-Committee Chairperson. At least one member of the Sub-Committee Shall be an independent individual who shall be XXX.

Sub-Committee member rotation is encouraged. XXX may provide a Committee Secretary, if requested by the Sub-Committee.

**Chairperson**

The Board/Committee shall appoint one of the Sub-Committee members to be the Sub-Committee Chairperson. The Sub-Committee Chairperson shall chair the meetings of the Sub-Committee and set its agendas.

Should the Sub-Committee Chairperson be absent from a meeting, the Sub-Committee Members present must appoint a Chairperson for that particular meeting.

**Meetings**

The Sub-Committee should meet at least X times per year and participants may attend by video conference and/or teleconference. The Sub-Committee Chairperson or any Sub-Committee Member may call a meeting of the Sub-Committee. Sub-Committee Members shall declare any conflict of interest before the commencement of each meeting.

**Meeting Attendance**

Any person may be invited by the Sub-Committee Chairperson to attend meetings of the Sub-Committee, but not necessarily for the full duration of the meeting. Invitees may take part in the business of, and discussions at, the meeting but have no voting rights. A standing invitation shall be issued to the CEO/President.

**Quorum and Voting**

A quorum must consist of more than half of the members of the Sub-Committee.

Matters will be decided by consensus, or if consensus is not achievable, then by a majority of votes of members present. The Sub-Committee Chairperson shall not have a second or casting vote.

**Minutes**

The Sub-Committee Secretary or delegate must prepare the minutes of the Sub-Committee within seven (7) working days. After the Sub-Committee Chairperson has given preliminary approval, the draft minutes are circulated to all Sub-Committee members. The minutes must be ratified at the next Committee meeting.

**Conflicts of Interest**

Sub-Committee members will be invited to disclose conflicts of interest at the commencement of each meeting. Ongoing conflicts of interest need not be disclosed at each meeting once acknowledged. Where members or invitees are deemed to have a real or perceived conflict of interest, they will be excused from Sub-Committee discussions on the issue where a conflict exists.

**Reviews**

The Sub-Committee will review at least annually this Sub-Committee charter and recommend to the Board/Committee for approval any appropriate amendments.

The Nominations Committee will at least annually review the performance of the Sub-Committee.

**Reporting**

The Sub-Committee will provide minutes to the board/Committee subsequent to each Sub-Committee meeting.

## Appendix A – Duties and Responsibilities

In assisting the Board/Committee in fulfilling their responsibilities, the duties of the Sub-Committee are to:

* 1. *X*
* X
  1. *Board/Committee requests*
* Perform any other duty or undertaking that the Board/Committee may request from time to time.
  1. *Reporting*
* The Sub-Committee chairperson will report to the Board/Committee on the Sub-Committee meetings regarding all relevant matters and appropriate recommendations in a written report (with supporting material) for noting or approval by the Board/Committee.