



COAST CONSERVATION ENDOWMENT FUND FOUNDATION (CCEFF) TERMS OF REFERENCE FOR THE STRATEGIC ADVISORY COMMITTEE

A. PURPOSE

The purpose of the Strategic Advisory Committee (the Committee) is to assist the Board and/or Board Chair with the management and resolution of strategic issues which do not fall specifically within the mandate of other Committees.

The role of the Committee is to act as a sounding board and to provide guidance for the development of recommendations regarding strategic issues identified by the Board and/or Board Chair.

B. COMMITTEE MEMBERSHIP

- i. The Committee will have a minimum of three members including the chair of the Committee. The Board Chair will be the chair of the Committee. The other Committee members will be appointed by the Board.

In addition to the Committee members who are Directors, the CEOs are ex-officio (non-voting) members of the Committee.

Directors who are not Committee members are welcome to attend Committee meetings.

C. COMMITTEE MEETINGS

- i. The Strategic Advisory Committee shall meet at the discretion of the Board Chair.
- ii. A quorum for all Committee meetings shall be two voting Committee members. A simple majority is required to pass a motion.

D. DUTIES AND RESPONSIBILITIES

The Board hereby delegates to the Committee the following duties to be performed by the Committee on behalf of and for the Board:

General

- i. Oversee the analysis and development of recommendations regarding strategic issues that are identified by the Board and/or Board Chair, and do not fall within the mandate of other Committees. The Committee's role does not extend to making decisions regarding the resolution of strategic issues.

Other

- ii. Annually, review terms of reference and assess the Committee's effectiveness in meeting the needs of the Board.

E. ACCOUNTABILITY

The Committee shall report its discussion to the Board by oral or written report at each Board meeting.

The Committee will also maintain minutes of its meetings which are available upon request by any Director.