

### **Officers, Committees & Representatives**

The Egg Farmers of Ontario annually elects, from among its Directors, a number of members to hold positions of representation. The Board exercises authorities at properly called meetings by decision of a majority of the Directors of the Board. When the Board makes decisions, it is the responsibility of all Directors of the Board to support the Board's decisions, including the members elected to these representative positions.

All members of the Board who accept nomination to the following positions should accept the responsibility of representing the position of the Board. If a Director of the Board cannot accept this discipline, she/he should not accept a nomination to any of the following positions. If, following election to one of the following positions, a Director of the Board feels unable to support a decision of the Board, she/he should resign from that position.

All Officers, Committee memberships and Representative positions are at the pleasure of Egg Farmers of Ontario.

### **Officers**

#### **Chair**

The principal responsibilities of this position are to Chair all meetings of the Board, to provide leadership to the Board, and to be chief spokesperson and representative of the Board.

- EFO's Chair shall be an ex-officio member of all Committees as outlined in the By laws.

#### **Vice Chair**

The Vice Chair assumes the responsibilities of the Chair, in the absence of the Chair.

### **Committees & Representatives**

[Mission Statement & Terms of Reference of each Committee attached herewith]

Executive Committee

Finance Committee

Production Management Committee

Public Affairs Committee

Pullet Committee

Research Committee

Egg Industry Advisory Committee

Egg Farmers of Canada [EFC] Representative

Egg Farmers of Canada [EFC] Alternate Representative

Farm & Food Care Ontario Representatives

Ontario Federation of Agriculture Representative

Poultry Industry Council Representative

Pullet Growers of Canada Representative

Pullet Growers of Canada Alternate Representative

## **EXECUTIVE COMMITTEE – Mission & Terms of Reference**

### *Mission*

The mission of the Executive Committee is to act as an interface between the EFO Board and the General Manager, provide strategic oversight and manage issues that fit outside of the purview of operational management.

### *Statement of Constitution*

The Executive Committee is an authorized Committee of the Egg Farmers of Ontario, duly established under its By Laws 2008 Schedule 2 Board of Directors Officers, Committees & Representatives.

### *Authority*

The Executive Committee through the EFO Board of Directors' direction has the authority to:

1. Monitor and oversee the activities of the General Manager;
2. Manage critical emerging issues on behalf of the Board of Directors when and where in the judgment of the Chair such issues fall out of the purview of management.

### *Accountabilities*

The Executive Committee, as the representative of the EFO Board is accountable to:

- assist the General Manager to establish an efficient, effective and integrated management system;
- monitor and supervise the activities of the General Manager to ensure that the Board is managed in accordance with Board policy, decisions and direction;
- examine policy, programs, and other proposals at a minimum annually to ensure they are timely, properly defined and completely researched such that the Board may make informed decisions;
- assist the Chair and the General Manager with responses to issues that fall outside of the purview of management, e.g. of a political nature;
- serve as a resource or sounding board to the General Manager in regard to emerging and/or critical issues.

### *Committee-Staff Relationship*

The role of the Executive Committee is to provide insight and support for strategic direction on behalf of the EFO Board of Directors as outlined in the Accountabilities section of these Terms of Reference.

The role of EFO's General Manager is to develop this strategic direction into operational plans and executable tasks and projects. No other reporting relationship between the Executive Committee and the General Manager is implied nor stated in these Terms of Reference. Where issues arise concerning staff priorities or workloads, these should be referred to the General Manager for decision.

### *Membership*

The Executive Committee Membership is comprised of four Directors, comprised as follows:

- EFO's elected Chair, plus
- EFO's elected Vice Chair, plus
- EFO's elected EFC Representative, plus
- one elected Director,
- if the EFC representative is either the Chair or Vice Chair, there shall be one additional Director elected to the Executive Committee

Membership on the Executive Committee is for a period of one year. The Executive Committee's Members shall hold office from the 1<sup>st</sup> day of April in the year of election, until the 31<sup>st</sup> day of March the following year. Continuity of membership should be considered in the election of Committee members, if possible.

The skills and experience of the Executive Committee are as follows:

- Knowledge of the egg and pullet industry and trends in the national egg industry and Egg Farmers of Ontario's role in this industry;
- Knowledge of current governance practices in Ontario;
- Experience with Committee work or familiarity with the roles and responsibilities of an Executive Committee.

#### *Meetings*

The time and place of meetings of the Executive Committee shall be the responsibility of the Chair.

The General Manager and Director of Corporate Affairs will be in attendance at all Executive Committee meetings as resource persons. As required, the Chair may authorize attendance of other staff members or consultants (e.g. legal counsel) as subject matter experts. If the necessity arises, any decision/action taken by the Executive Committee must be ratified by the Board of Directors at its next meeting.

#### *Quorum*

A quorum of three members is required for the conduct of business at any meeting of the Executive Committee, one of whom must be the Committee Chair or Vice Chair.

#### *In Camera Meetings*

Executive Committee meetings may be held in camera at the discretion of the Chair.

#### *Remuneration*

Remuneration for the Executive Committee is in accordance with the Egg Farmers of Ontario's Expense Guidelines for Directors [Committee meetings].

#### *Communications*

The Chair is responsible for communications with all members on Executive Committee matters. The Chair will also communicate recommendations of the Executive Committee to the Board of Directors.

The Executive Committee may attend at meetings with outside parties on behalf of the Board. The Executive Committee reports on all of its meetings to the Board of Directors. The General Manager circulates reference materials to the Executive Committee as needed or as requested by the Chair.

#### *Terms of Reference Review*

The performance of the Executive Committee and its individual members will be assessed annually by the EFO Board as part of the Board of Directors Assessment Process. The Executive Committee will review its Terms of Reference on an annual basis as required to ensure that it remains appropriate to the circumstances and needs of the Egg Farmers of Ontario and its Board of Directors.

#### *Training*

New Executive Committee members will receive an orientation package from the General Manager. The orientation package will include, at a minimum, the Egg Farmers of Ontario's:

- Executive Committee's Terms of Reference
- Current Annual Report
- Current Strategic Business Plan
- New Director Orientation sessions [i.e. OFPMC or equivalent]

## **FINANCE COMMITTEE – Mission & Terms of Reference [as amended August 2019]**

### *Mission*

The mission of the Finance Committee is to provide strategic input to EFO's annual Administration and Operations while assisting the Board of Directors in fulfilling its legal and fiduciary obligations with respect to matters involving the accounting, auditing, financial reporting, internal control and legal compliance functions of the Egg Farmers of Ontario.

### *Statement of Constitution*

The Finance Committee is an authorized Committee of the Egg Farmers of Ontario, duly established under its By Laws 2008 Schedule 2-2008 BOD Officers, Committees & Representatives Board of Directors.

### *Authority*

The Finance Committee through the EFO Board of Directors' direction has the authority to:

1. Communicate directly with the internal & external auditors;
2. Provide input and advice to management in the preparation of the EFO annual Administration and Operations direction in alignment with the EFO annual Strategic Business Plan.

### *Accountabilities*

To the extent deemed necessary, the Finance Committee will review, comment upon and/or recommend to the Board of Directors on the following areas:

1. Overview of the Financial Reporting Process

The Committee will review:

- The draft audited financial statements of the Egg Farmers of Ontario to ensure:
  - compliance with generally accepted accounting principles (GAAP) and with presentation and disclosure standards;
  - quality and completeness of financial disclosures; and
  - quality and appropriateness of GAAP, including benchmarking with the industryand recommend to the Board of Directors the approval of the financial statements.

2. Risk Management and Control Environment

The Committee will review:

- Management of financial risks to ensure they are being effectively managed and controlled;
- The assessments performed by the external and internal auditors of significant financial risks facing the Egg Farmers of Ontario;
- The reports received from management and/or the auditors when significant control deviations or indications of fraud occur, and how such control breakdowns have been corrected;
- The confirmation by management of the Egg Farmers of Ontario's compliance with tax and financial reporting laws and regulations, if and when issues arise.

3. Oversight of Internal & Compliance Auditing Process

The Finance Committee will Review:

- The ongoing reports and the results of the assignments conducted by the Internal Audit Manager relating to provincial board compliance with the Egg Farmers of Ontario's regulations and other internal audit projects undertaken;
- The specific reports of the Internal Audit Manager as required, including management's response to findings and to recommendations, and follow-up on action plans.

4. Relationship with the External Auditors

The Finance Committee will:

- Review the scope of the External Auditor's examination prior to the beginning of the annual audit;
- Review the content of any management letters received from the External Auditor, and management's responses and action plans;
- Review the External Auditor's opinion addressed to the Board
- Review the results of annual audit;
- Obtain a confirmation of the External Auditor's independence;
- Monitor the quality and effectiveness of the External Auditor's relationship with management;
- Make recommendations to the Board of Directors relating to the appointment of the external auditor for the EFO's next fiscal year;
- Assess the reasonableness of the EFO's annual audit fees.

5. Other

The Finance Committee may make recommendations to the Board of Directors on any financial matters of the Egg Farmers of Ontario to which, in the opinion of the Finance Committee, the Board should give consideration.

*Committee-Staff Relationship*

The role of the Finance Committee is to provide insight and support for strategic direction as well as assistance to the Board of Directors in fulfilling its legal and fiduciary obligations with respect to matters involving the accounting, auditing, financial reporting, internal control, and legal compliance functions of the Egg Farmers of Ontario as outlined in the Accountabilities section of these Terms of Reference.

The role of EFO's General Manager and the Finance department staff is to develop this strategic direction into operational plans and executable tasks and projects; prepare and present financial reports which fairly state the activities of the EFO. No other reporting relationship between the Finance Committee and staff is implied nor stated in these Terms of Reference. Where issues arise concerning staff priorities or workloads, these should be referred to the General Manager for decision.

*Membership*

The Finance Committee is comprised of five Directors as follows:

- EFO's elected Chair; plus
- Four elected Directors.

Membership on the Finance Committee is for a period of one year. The Finance Committee's Members shall hold office from the 1<sup>st</sup> day of April in the year of election, until the 31<sup>st</sup> day of March the following year. Continuity of membership should be considered in the election of Committee members, if possible.

The Chair of the Finance Committee must be a Director who shall be elected by the Committee immediately following the Egg Farmers of Ontario elections meeting. A Vice-Chair may also be elected by Committee members.

The skills and experience of the Finance Committee includes:

- Knowledge of the egg industry and the Egg Farmers of Ontario's role in this industry;
- Knowledge of financial reporting standards including Canadian generally accepted accounting principles (GAAP) and Generally Accepted Audit Standards (GAAS);
- Knowledge of current governance practices in Canada;
- Experience with Committee work or familiarity to the roles and responsibilities of a Finance Committee.

### *Meetings*

Finance Committee meetings are set by the Committee Chair or designate as required to execute the mandate of the Committee.

The Finance Director will attend all Finance Committee meetings and EFO's Chair and General Manager may attend meetings as they feel is appropriate. As required, the Committee Chair may authorize attendance of other staff members as subject matter experts.

Quarterly meetings will occur to discuss the financial wellness of the organization and the budget for the following year. Additional emergency meetings will be set as required.

### *Quorum*

Quorum requires that there be a minimum of three Committee members at a Committee meeting, one of whom must be the Chair or designate.

### *Meeting Notes*

Meeting Notes or a Record of Decisions will be kept of Finance Committee meetings and circulated to Committee members.

### *In Camera Meetings*

The Chair of the Finance Committee may choose to hold in-camera meetings as required.

### *Remuneration*

Remuneration for the Finance Committee is in accordance with the Egg Farmers of Ontario's Fee and Expense Guidelines for Directors [Committee meetings].

### *Communications*

The Committee Chair is responsible for communications with all members on Finance Committee matters. The Committee Chair will also communicate recommendations of the Finance Committee to the Board of Directors. The Director of Finance circulates reference materials to the Finance Committee as needed or as requested by the Chair.

### *Terms of Reference Review*

The performance of the Finance Committee and its individual members will be assessed annually by the EFO Board as part of the Board of Directors Assessment Process.

The Committee will review its Terms of Reference on an annual basis as required to ensure that it remains appropriate to the circumstances and needs of EFO and its Board of Directors.

### *Training*

New Finance Committee members will receive an orientation package from the Director of Finance. The orientation package will include, at a minimum, the Egg Farmers of Ontario's:

- Finance Committee's Terms of Reference
- Current Annual Report
- By-Laws
- Current Strategic Business Plan
- Current Budget & Financial Statements

## **PRODUCTION MANAGEMENT COMMITTEE – Mission & Terms of Reference**

### *Mission*

The mission of the Production Management Committee is to advise the Board on any matters relating to the management of egg and pullet production in Ontario.

### *Statement of Constitution*

The Production Management Committee is an authorized Committee of the Egg Farmers of Ontario Board of Directors, duly established under its By Laws 2008 Schedule 2 Board of Directors Officers, Committees & Representatives

### *Authority*

The Production Management Committee presents recommendations to the Board on any and all matters in relation to quality and management of egg and pullet production.

### *Accountabilities*

The Production Management Committee is accountable for the following:

- keep the Board of Directors apprised of guidelines for producers focusing on egg quality issues such as bio security measures and microbiological testing;
- outline possible strategies for improving egg quality, code of practice, animal care, emergency preparedness, quota, levy and cost of production matters;
- review new ideas and initiatives;
- present recommendations to the Board of Directors on any relevant matter.

### *Committee-Staff Relationship*

The role of the Production Management Committee is to provide insight and support for strategic direction on behalf of the EFO Board of Directors as outlined in the Accountabilities section of these Terms of Reference.

The role of EFO's General Manager is to develop this strategic direction into operational plans and executable tasks and projects. No other reporting relationship between the Production Management Committee and the General Manager is implied nor stated in these Terms of Reference. Where issues arise concerning staff priorities or workloads, these should be referred to the General Manager for decision.

### *Membership*

The Production Management Committee is comprised of six Directors as follows:

- EFO's elected Chair; plus
- Five elected Directors

Membership on the Production Management Committee is for a period of one year. The Production Management Committee's Members shall hold office from the 1<sup>st</sup> day of April in the year of election, until the 31<sup>st</sup> day of March the following year. Continuity of membership should be considered in the election of Committee members, if possible.

The skills and experience of the Production Management Committee are as follows:

- knowledge of the egg and pullet industry and trends in the national egg industry and Egg Farmers of Ontario's role in this industry;
- knowledge of production management issues.

### *Meetings*

The time and place of meetings of the Production Management Committee shall be the responsibility of the Committee's Chair. The Director of Operations, the Director of Policies & Quota Affairs and the Project Manager will be in attendance at Committee meetings, as resource persons.

### *Quorum*

Quorum requires that there be a minimum of four Committee members at a Committee meeting, one of whom must be the Production Management Committee's Chair or designate.

### *Meeting Notes*

Meeting notes or a Record of Decisions will be kept of Production Management Committee meetings and circulated to the Committee and those that attended [or called in] within 5 days of the meeting. Any errors or omissions are to be given to the PMC Chair within 5 days of the notes being circulated. The meeting notes are then to be included in the Board meeting package.

### *In Camera Meetings*

Production Management Committee meetings may be held in camera at the discretion of the Committee's Chair.

### *Remuneration*

Remuneration for the Production Management Committee is in accordance with the Egg Farmers of Ontario's Expense Guidelines for Directors [Committee meetings].

### *Communications*

The Chair of the Production Management Committee is responsible to communicate recommendations of the Production Management Committee to the Board of Directors.

The Director of Policies & Quota Affairs will circulate any reference materials to the Production Management Committee members as needed or as requested by the Committee's Chair. The Production Management Committee meeting package is to be circulated at least two days prior to the meeting whenever possible.

### *Terms of Reference Review*

The performance of the Production Management Committee and its individual members will be assessed annually by the EFO Board as part of the Board of Directors Assessment Process.

The Committee will review its Terms of Reference on an annual basis as required to ensure that it remains appropriate to the circumstances and needs of EFO and its Board of Directors.

### *Training*

New members of the Production Management Committee will receive an orientation package. The orientation package will include, at a minimum, EFO's:

- Production Management Committee Terms of Reference
- Current Annual Report
- Current Strategic Business Plan
- Past year's Production Management Committee Reports



## **PUBLIC AFFAIRS COMMITTEE – Mission & Terms of Reference**

### *Mission*

The mission of the Public Affairs Committee is to provide insight and support for strategic direction to EFO's Public Affairs Department and to represent it to the Board of Directors.

### *Statement of Constitution*

The Public Affairs Committee is an authorized Committee of the Egg Farmers of Ontario, duly established under its By Laws 2008 Schedule 2 Board of Directors Officers, Committees & Representatives.

### *Authority*

The Public Affairs Committee has the authority to:

- Represent stakeholders to management in the development of strategic inputs to the Public Affairs portion of the EFO Business Plan;
- Present recommendations to the EFO Board on matters in relation to the Public Affairs (promotions, communications and government relations) programs.

### *Accountabilities*

The Public Affairs Committee is accountable for the following:

1. Provide insight and support for strategic direction to the Public Affairs function by:
  - a. Representing stakeholders to management in the development of the Public Affairs Plan portion of the EFO Business Plan;
  - b. Reviewing new ideas and initiatives if there is a change in direction and is outside of the already approved budget to ensure that they are in line with EFO's annual Business Plan;
2. Serve as a resource or sounding board to the Director of Public Affairs in regard to emerging and/or critical issues;
3. Represent strategic Public Affairs priorities and policies to the Board of Directors at appropriate times in the EFO annual planning cycle;
4. Recommend and support the Public Affairs Plan and its associated budget to the Board of Directors for approval.

### *Committee-Staff Relationship*

The role of the Public Affairs Committee is to provide insight and support for strategic direction on behalf of the EFO Board of Directors as outlined in the Accountabilities section of these Terms of Reference. The role of EFO's General Manager and the Public Affairs staff is to develop this strategic direction into operational plans and executable tasks and projects. No other reporting relationship between the Public Affairs Committee and the General Manager is implied nor stated in these Terms of Reference. Where issues arise concerning staff priorities or workloads, these should be referred to the General Manager for decision.

### *Membership*

The Public Affairs Committee Membership is comprised of five Directors, comprised as follows:

- EFO's elected EFC Representative, plus
- Four elected Directors
- EFO's Chair shall be an ex-officio member of the Committee as outlined in the By laws.

Membership on the Public Affairs Committee is for a period of one year. The Public Affairs Committee's Members shall hold office from the 1<sup>st</sup> day of April in the year of election, until the 31<sup>st</sup> day of March the following year. Continuity of membership should be considered in the election of Committee members, if possible. The Public Affairs Committee should create a succession plan for committee members, including the Committee Chair. The Chair of the Public Affairs Committee must be a Director who shall be elected by the Committee immediately following the EFO elections meeting.

The composition of the Public Affairs Committee should include the following skills and experience from Committee members:

- Interest in marketing, communications or government relations;
- Knowledge of advertising, media relations, foodservice or research would be an asset;
- Knowledge of nutrition particularly related to the consumption of eggs and egg products;
- Experience with committee work or alternatively, training provided; and
- Knowledge and experience in/with the groups the committee members represent as stakeholders in promotions, communications and government relations.

#### *Meetings*

Meetings of the Public Affairs Committee are set by the Committee Chair and coincide with the plan of the Public Affairs Department: meeting every two or three months as required. The Director of Public Affairs will be in attendance at all Public Affairs Committee meetings as a resource and, from time to time, other staff members or external consultants will attend as subject matter experts. The General Manager and Chair of the Board may attend meetings of the Public Affairs Committee as they feel is appropriate.

#### *Quorum*

Quorum requires that there be a minimum of three Committee members at a Committee meeting, one of whom must be the Committee Chair.

#### *Meeting Notes*

Meeting notes or a Record of Decisions will be kept of Committee meetings and circulated to Committee members.

#### *In Camera Meetings*

Public Affairs Committee meetings may be held in camera at the discretion of the Committee's Chair.

#### *Remuneration*

Remuneration for the Public Affairs Committee is in accordance with the Egg Farmers of Ontario's Expense Guidelines for Directors [Committee meetings].

#### *Communications*

The Committee Chair is responsible for communications with all members on Public Affairs matters. The Committee Chair will also communicate recommendations of the Public Affairs Committee to the Board of Directors. The Public Affairs Director circulates other reference materials to the Public Affairs Committee members as needed or as requested by the Committee's Chair.

#### *Terms of Reference Review*

The performance of the Public Affairs Committee and its individual members will be assessed annually by the EFO Board as part of the Board of Directors Assessment Process. The Committee will review its Terms of Reference on an annual basis as required to ensure that it remains appropriate to the circumstances and needs of EFO and its Board of Directors.

## **PULLET COMMITTEE – Mission & Terms of Reference**

### *Mission*

The mission of the Pullet Committee is to advise the Board on matters relating to pullet production and pullet growers concerns.

### *Statement of Constitution*

The Pullet Committee is an authorized Committee of the Egg Farmers of Ontario Board of Directors, duly established under its By Laws 2008 Schedule 2 Board of Directors Officers, Committees & Representatives.

### *Authority*

The Pullet Committee presents recommendations to the Board on any and all matters in relation to pullet production & concerns.

### *Accountabilities*

The Pullet Committee is accountable for the following:

- meet with pullet growers to discuss pullet concerns;
- meet annually with hatcheries/contractors regarding growing fee;
- present recommendations to the Board on any relevant matter.

### *Committee-Staff Relationship*

The role of the Pullet Committee is to provide insight and support for strategic direction on behalf of the EFO Board of Directors as outlined in the Accountabilities section of these Terms of Reference.

The role of EFO's General Manager and the Director of Policies & Quota Affairs is to develop this strategic direction into operational plans and executable tasks and projects.

No other reporting relationship between the Pullet Committee and the General Manager is implied nor stated in these Terms of Reference. Where issues arise concerning staff priorities or workloads, these should be referred to the General Manager for decision.

### *Membership*

The Pullet Committee is comprised of four Directors as follows:

- EFO's Pullet Director; plus
- EFO's Pullet Growers of Canada [PGC] Representative; plus
- Two elected Directors
- EFO's Chair shall be an ex-officio member of the Committee as outlined in the By laws.

Membership on the Pullet Committee is for a period of one year. The Pullet Committee's Members shall hold office from the 1<sup>st</sup> day of April in the year of election, until the 31<sup>st</sup> day of March the following year. Continuity of membership should be considered in the election of Committee members, if possible.

The skills and experience of the Pullet Committee are as follows:

- knowledge of the pullet industry

### *Meetings*

The time and place of meetings of the Pullet Committee shall be the responsibility of the Committee's Chair.

The Director of Policies & Quota Affairs and the Project Manager will be in attendance at Committee meetings, as resource persons.

*Quorum*

Quorum requires that there be a minimum of three Committee members at a Committee meeting, one of whom must be the Pullet Committee's Chair or designate.

*Meeting Notes*

Meeting Notes or a Record of Decisions will be kept of Pullet Committee meetings and circulated to the Committee.

*In Camera Meetings*

Pullet Committee meetings may be held in camera at the discretion of the Committee's Chair.

*Remuneration*

Remuneration for the Pullet Committee is in accordance with the Egg Farmers of Ontario's Expense Guidelines for Directors [Committee meetings].

*Communications*

The Chair of the Pullet Committee is responsible to communicate recommendations of the Pullet Committee to the Board of Directors.

The Director of Policies & Quota Affairs circulates other reference materials to the Pullet Committee members as needed or as requested by the Committee's Chair.

*Terms of Reference Review*

The performance of the Pullet Committee and its individual members will be assessed annually by the EFO Board as part of the Board of Directors Assessment Process.

The Committee will review its Terms of Reference on an annual basis as required to ensure that it remains appropriate to the circumstances and needs of EFO and its Board of Directors.

## **RESEARCH COMMITTEE – Mission & Terms of Reference [as amended Sept. 2018]**

### *Mission*

The mission of the Research Committee is to review, implement and encourage research that enhances egg production, with an emphasis on shell egg research, or the egg and pullet industry to the benefit of egg farmers.

### *Statement of Constitution*

The Research Committee is an authorized Committee of the Egg Farmers of Ontario, duly established under its By Laws 2008 Schedule 2 Board of Directors Officers, Committees & Representatives.

### *Authority*

The Research Committee through the Board's direction has the authority to decide whether to approve or reject a research proposal brought before it that is consistent with the Committee's mission as stated. Proposals that fall outside of the mission, e.g. funding of capital costs for research facilities, will be referred to the EFO Board of Directors for decision.

### *Accountabilities*

To the extent deemed necessary, the Research Committee will review, comment upon, and recommend to the Board of Directors on the following areas:

- Review and/or solicit research proposals and interface with researchers in appropriate completion of the proposals. The Committee may recommend to the Board of Directors one of the following:
  - forward the proposal to the Livestock Research Innovation Corporation (LRIC) for consideration; or
  - approve for independent financing from EFO; or
  - reject and/or hold the proposal inactive.
- Review the functioning of the LRIC and report to the Board on the LRIC activities. Specifically, the Committee will review the LRIC's recommendations for relevant research and recommend to the Board that they be:
  - approved; or
  - rejected or held inactive; or
  - modified.
- Serve as a resource or sounding board to the Board in regard to emerging and/or critical issues related to egg and/or poultry research;
- Make budgetary, policy and position recommendations on research matters to the Board of Directors from time to time and as required.

### *Committee-Staff Relationship*

The role of the Research Committee is to provide insight and support for strategic direction on behalf of the EFO Board of Directors as outlined in the Accountabilities section of these Terms of Reference. The role of the General Manager and staff is to develop this strategic direction into operational plans and executable tasks and projects. No other reporting relationship between the Research Committee and the General Manager is implied nor stated in these Terms of Reference. Where issues arise concerning staff priorities or workloads, these should be referred to the General Manager for decision.

### *Membership*

The Research Committee Membership is comprised of four Directors, comprised as follows:

- Three Directors plus up to one non-member as appointed by the Board of Directors.
- EFO's Chair shall be an ex-officio member of the Committee as outlined in the By laws.

Membership on the Research Committee is for a period of one year. The Research Committee's Members shall hold office from the 1<sup>st</sup> day of April in the year of election, until the 31<sup>st</sup> day of March the following year. Continuity of membership should be considered in the election of Committee members, if possible.

The Chair of the Research Committee must be a Director or non-member who shall be elected by the Committee immediately following elections. A Vice-Chair may also be elected by Committee members at that time. The skills and experience of the Research Committee are as follows:

- Knowledge of the egg and pullet industry and trends in the national egg industry and the Egg Farmers of Ontario's role in this industry;
- Knowledge of current governance practices in Ontario;
- Experience with Committee work.

#### *Meetings*

Meetings of the Research Committee are set by the Committee's Chair, as required. The Director of Policies & Quota Affairs will be in attendance at all Research Committee meetings as a resource and, from time to time, other staff members as subject matter experts. The General Manager and Chair of the Board may attend meetings of the Research Committee as they feel is appropriate. The Committee's Chair may authorize attendance of other staff members or external consultants as subject matter experts.

#### *Quorum*

Quorum requires that there be a minimum of three Committee members at a Committee meeting, one of whom must be the Research Committee Chair or designate.

#### *Meeting Notes*

Meeting Notes or a Record of Decisions will be kept of Research Committee meetings and circulated to Committee members.

#### *In Camera Meetings*

The Research Committee may hold in camera meetings at the discretion of its Chair.

#### *Remuneration*

Remuneration for the Research Committee is in accordance with the Egg Farmers of Ontario's Expense Guidelines for Directors [Committee meetings].

#### *Communications*

The Committee Chair is responsible for communications with all members on Research Committee matters. The Committee's Chair will also communicate recommendations of the Research Committee to the Board of Directors.

#### *Terms of Reference Review*

The performance of the Research Committee and its individual members will be assessed annually by the EFO Board as a part of the Board of Directors Assessment Process.

The Research Committee will review its Terms of Reference on an annual basis as required to ensure that it remains appropriate to the circumstances and needs of the Egg Farmers of Ontario and its Board of Directors.

#### *Training*

New Research Committee members will receive an orientation package from the Director of Policies & Quota Affairs. The orientation package will include, at a minimum, the Egg Farmers of Ontario's:

- Research Committee Terms of Reference
- Current Annual Report
- Current Strategic Business Plan
- Past year's Research Committee Reports

### **Egg Industry Advisory Committee [as amended November 2018]**

The Egg Industry Advisory Committee is composed of a Chair and ten members.

The Commission will appoint the Chair; the Board will appoint the Executive Committee and the Pullet Director [five EFO members; if the Pullet Director is a member of the Executive Committee the Board will elect one additional member for a total of five EFO members]; the Ontario Hatcheries Association appoints two members; the Ontario Agri Business appoints one member; and the Commission appoints two members from Ontario, one representing an egg grading station and one representing a further processor of eggs both of which are members of the Canadian Poultry and Egg Processors Council. The purpose of the Committee is to advise and make recommendations respecting the promotion of harmonious relationships between persons engaged in the production and marketing of eggs, hatching eggs, chicks-for-placement or fowl; promotion of greater efficiency; prevention and correction of irregularities and inequities; improvement of the quality and variety; and, improvement of the circulation of market information.

### **Egg Farmers of Canada [EFC] Representative**

The responsibility of this position is to represent the Egg Farmers of Ontario as a member of the EFC, to promote the policies of the Egg Farmers of Ontario at the National Agency, to attend all meetings of the Agency, to attend all committee meetings of the Agency on which the representative is elected, to promote the interests of the Ontario egg industry at the Agency, and, provide a written report to the Board on all meetings attended and activities at the Agency level.

### **Egg Farmers of Canada [EFC] Alternate Representative**

In the absence of the EFC Representative, the EFC Alternate Representative assumes the responsibilities of the EFC Representative and attends meetings of the Agency and represents the Egg Farmers of Ontario at the Agency's Board of Directors' meetings.

### **Farm & Food Care Ontario Representatives**

The Board is a member of the Farm & Food Care Ontario and a financial contributor to this organization. Farm & Food Care Ontario [FFCO] was launched in January, 2012; created from the amalgamation of the Ontario Farm Animal Council (OFAC) and Agricultural Groups Concerned about Resources and the Environment (AGCare). FFCO is a non-profit, agricultural education coalition representing Ontario's livestock and crop farmers and associated organizations, bringing together tens of thousands of livestock, crop and horticulture farmers and related businesses with a mandate to provide credible information on food and farming in Ontario. The Board's representatives are to attend all FFCO meetings and provide a written report to the Board. Two seats are available on the organization's Board [environment & animal care].

### **Ontario Federation of Agriculture Representative**

The Board is a Commodity Board Member of the OFA. The principal function of the OFA representative is to attend OFA meetings to represent the Egg Farmers of Ontario and provide a written report to the Board regarding OFA matters.

### **Poultry Industry Council Representative**

The Board is a member of the Poultry Industry Council, and the purpose of this position is to represent the Egg Farmers of Ontario's interests on the Council.

### **Pullet Growers of Canada [PGC] Representative**

The Board is a member of the PGC and a financial contributor to this organization. The principal function of the PGC Representative is to attend meetings and report to the Egg Farmers of Ontario; provide a written report to the Board regarding PGC matters.

### **Pullet Growers of Canada [PGC] Alternate Representative**

In the absence of the PGC Representative, the PGC Alternate Representative assumes the responsibilities of the PGC Representative.