

Officers, Committees & Representatives

Egg Farmers of Ontario (EFO) 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, they 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, they should resign from that position.

All officers, committee memberships and representative positions are at the pleasure of EFO.

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 bylaws.

Vice Chair

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

Committees & Representatives

(Mission Statement and Terms of Reference of each committee attached herewith)

Executive Committee

Finance Committee

Audit Committee

Production Management Committee

Public Affairs Committee

Pullet Committee

Research and Innovation Committee

Egg Industry Advisory Committee

Egg Farmers of Canada (EFC) Representative
Egg Farmers of Canada (EFC) Alternate Representative
Farm & Food Care Ontario Representative
Farm & Food Care Ontario Alternate Representative
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 (amended April 2023)

Mission

The mission of the Executive Committee is to act as an interface between the EFO Board and the Chief Executive Officer (CEO), 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 EFO, duly established under its Bylaws 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 CEO;
2. Manage critical emerging issues on behalf of the Board of Directors when and where in the judgment of the Chair such issues fall outside of the purview of management.

Accountabilities

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

- assist the CEO to establish an efficient, effective and integrated management system;
- monitor and supervise the activities of the CEO 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 CEO 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 CEO 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 CEO is to develop this strategic direction into operational plans and executable tasks and projects. No other reporting relationship between the Executive Committee and the CEO is implied nor stated in these Terms of Reference. Where issues arise concerning staff priorities or workloads, these should be referred to the CEO for decision.

Membership

The Executive Committee membership is comprised of four Directors 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 1st day of April in the year of election, until the 31st 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 EFO'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 CEO and Director of Corporate Affairs will attend 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 EFO'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 CEO circulates reference materials to the Executive Committee as needed or as requested by the Chair.

Terms of Reference Review

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 EFO and its Board of Directors.

Training

New Executive Committee members will receive an orientation package from the CEO. The orientation package will include, at a minimum, EFO'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 (amended June 2022)

Mission

The mission of the Finance Committee is to provide financial oversight to the organization which includes budgeting, forecasting and financial reporting.

Statement of Constitution

The Finance Committee is an authorized committee of EFO, duly established under its Bylaws Schedule 2 Board of Directors Officers, Committees & Representatives.

Authority

The Finance Committee through the EFO Board of Directors' direction has the authority to 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 budget and financial forecasting process

The committee will:

- Review and recommend the budget
- Monitor adherence to the budget
- Set long range financial goals

2. Overview of the reporting process

The committee will:

- Provide oversight of the organization's cash flows and key financial metrics
- Review the organization's major commitments
- Review monthly/period reports and discuss variances
- Recommend quarterly statements to the BOD

3. Other

The Finance Committee may make recommendations to the Board of Directors on any financial matters of EFO 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, financial reporting, internal control, and legal compliance functions of EFO as outlined in the Accountabilities section of these Terms of Reference.

The role of EFO's CEO 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 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 CEO 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 1st day of April in the year of election, until the 31st 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 EFO 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 EFO'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. Finance Committee meetings will occur as follows:

- 1st quarter results early May
- 2nd quarter results early August
- 3rd quarter results early November subject to budget preparation
- Budget preparation meeting to set up parameters for current projected and next year budget late October
- Current projected and next year budget presented to Finance Committee late November for approval and presentation to full Board of Directors early December

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

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 EFO's 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, EFO's:

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

AUDIT COMMITTEE – Mission & Terms of Reference (new September 2020)

Mission

The mission of the Audit 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 EFO.

Statement of Constitution

The Audit Committee is an authorized committee of EFO, duly established under its Bylaws Schedule 2 Board of Directors Officers, Committees & Representatives.

Authority

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

1. Communicate directly with the internal and 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 Audit 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 EFO 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 industry and 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 EFO;
- 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 EFO's compliance with tax and financial reporting laws and regulations, if and when issues arise.

3. Oversight of Internal and Compliance Auditing Process

The committee will review:

- The ongoing reports and the results of the assignments conducted by the Internal Audit Manager relating to provincial board compliance with EFO'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 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 the 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 EFO's annual audit fees.

5. Other

The Audit Committee may make recommendations to the Board of Directors on any financial matters of EFO to which, in the opinion of the Audit Committee, the Board should give consideration.

Committee-Staff Relationship

The role of the Audit 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 EFO as outlined in the Accountabilities section of these Terms of Reference.

The role of EFO's CEO 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 EFO. No other reporting relationship between the Audit 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 CEO for decision.

Membership

The Audit Committee is comprised of three Directors as follows:

- EFO's elected Chair; plus
- One elected Executive and One elected Director.

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

The Chair of the Audit Committee must be a Director who shall be elected by the committee immediately following the EFO elections meeting. A Vice-Chair may also be elected by committee members.

The skills and experience of the Audit Committee includes:

- Knowledge of the egg industry and EFO'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 an Audit Committee.

Meetings

Audit Committee meetings are set by the committee Chair or designate as required to execute the mandate of the committee. Audit Committee meetings will occur as follows:

- Mid-way through the year to discuss internal control processes;
- November or early December to review the draft audit plan with external auditors and discuss risk management and control environments;
- Mid-February to review draft financial statements, draft management letter and other relevant matters and make recommendation related to the appointment of auditors for the following year.

The Director of Finance will attend all Audit Committee meetings and the CEO may attend meetings as they feel is appropriate. As required, the committee Chair may authorize attendance of other staff members as subject matter experts.

Meetings will occur as follows:

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 Audit Committee meetings and circulated to committee members.

In Camera Meetings

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

Remuneration

Remuneration for the Audit Committee is in accordance with EFO's Expense Guidelines for Directors (committee meetings).

Communications

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

Terms of Reference Review

The performance of the Audit 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 Audit Committee members will receive an orientation package from the Director of Finance. The orientation package will include, at a minimum, EFO's:

- Audit Committee's Terms of Reference
- Current Annual Report
- Bylaws
- Current Strategic Business Plan
- Current Budget & Financial Statements

PRODUCTION MANAGEMENT COMMITTEE – Mission & Terms of Reference (amended April 2023)

Mission

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

Statement of Constitution

The PMC is an authorized committee of EFO Board of Directors, duly established under its Bylaws Schedule 2 Board of Directors Officers, Committees & Representatives.

Authority

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

Accountabilities

The PMC 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;
- oversight for information technology strategy and risk management framework including: identification of risks; communication of risks; risk mitigation action plans; strategic benefits of projects and initiatives; secure, private, reliable, high performing infrastructure and digital security framework; best practices EFO technology and resources;
- flock verification, ensure all birds in EFO barns are subject to flock verification protocols and to ensure effective controls of bird counts along the value chain;
- oversight of quota exempt production to ensure all rules and regulation attached to this production are followed including, control of and reporting of quota exempt production;
- review new ideas and initiatives;
- present recommendations to the Board of Directors on any relevant matter.

Committee-Staff Relationship

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

Membership

The PMC is comprised of six Directors as follows:

- EFO's elected Chair; plus
- EFO's elected EFC Representative; plus
- Four elected Directors

Membership on the PMC is for a period of one year. The PMC members shall hold office from the 1st day of April in the year of election, until the 31st 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 PMC are as follows:

- knowledge of the egg and pullet industry and trends in the national egg industry and EFO's role in this industry;
- knowledge of production management issues;
- an ability to evaluate information technology risk strategies, projects and initiatives.

Meetings

The time and place of meetings of the PMC shall be the responsibility of the committee's Chair. The Director of Operations, Director of Policy and Strategic Initiatives, Project Manager and other relevant personnel will attend 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 PMC Chair or designate.

Meeting Notes

Meeting notes or a record of decisions will be kept of PMC 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

PMC meetings may be held in camera at the discretion of the committee's Chair.

Remuneration

Remuneration for the PMC is in accordance with EFO's Expense Guidelines for Directors (committee meetings).

Communications

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

The Director of Policy and Strategic Initiatives will circulate any reference materials to PMC members as needed or as requested by the committee's Chair. The PMC meeting package is to be circulated at least two days prior to the meeting whenever possible.

Terms of Reference Review

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

PMC 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 PMC will receive an orientation package. The orientation package will include, at a minimum, EFO's:

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

PUBLIC AFFAIRS COMMITTEE – Mission & Terms of Reference (amended May 2023)

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 EFO, duly established under its Bylaws 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 CEO 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 CEO is implied nor stated in these Terms of Reference. Where issues arise concerning staff priorities or workloads, these should be referred to the CEO for decision.

Membership

The Public Affairs Committee membership is comprised of five Directors 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 bylaws.

Membership on the Public Affairs Committee is for a period of one year. The Public Affairs Committee's members shall hold office from the 1st day of April in the year of election, until the 31st 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 CEO 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 EFO'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 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 (amended April 2023)

Mission

The mission of the Pullet Committee (PC) is to advise the Board on any matters relating to pullet production in Ontario.

Statement of Constitution

The PC is an authorized committee of EFO Board of Directors, duly established under its Bylaws Schedule 2 Board of Directors Officers, Committees & Representatives.

Authority

The PC presents recommendations to the Board on any and all matters in relation to pullet production in Ontario.

Accountabilities

The PC is accountable for the following:

- keep the Board of Directors apprised of guidelines for producers focusing on farm food safety, animal welfare, biosecurity measures and microbiological testing;
- collaborate with pullet growers to discuss strategic plan and related issues on an annual basis;
- collaborate with the pullet industry sub-committee
- meet annually to discuss pullet related issues including the growing fee with Ontario pullet industry stakeholders, the Ontario Farm Products Marketing Commission, and representatives from the Federation des producteurs d'oeufs du Quebec;
- control of all pullets placed in Ontario pullet barns;
- approve farmer pullet lease requests as appropriate.

Committee-Staff Relationship

The role of the PC 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 CEO and the Director of Policy and Strategic Initiatives is to develop this strategic direction into operational plans and executable tasks and projects.

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

Membership

The PC is comprised of four Directors as follows:

- EFO's Pullet Director; plus
- EFO's Pullet Growers of Canada Representative; plus
- Two elected Directors
- EFO's Chair shall be an ex-officio member of the committee as outlined in the bylaws.
- EFO's (Director) Chair of the pullet industry sub-committee shall be an ex-officio member of the PC.

Note: any director can be invited to a meeting as required to form a quorum.

Membership on the PC is for a period of one year. PC members shall hold office from the 1st day of April in the year of election, until the 31st 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 PC are as follows:

- knowledge of the pullet industry

Meetings

The time and place of meetings of the PC shall be the responsibility of the committee's Chair. The Director of Policy and Strategic Initiatives and other relevant staff will attend committee meetings, as resource persons.

Working Groups

Working groups will be created, as necessary, at the discretion of the PC to work on specific tasks. Working groups will report directly to the PC.

Quorum

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

Meeting Notes

Meeting notes or a record of decisions will be kept of PC meetings and circulated to the committee.

In Camera Meetings

PC meetings may be held in camera at the discretion of the committee's Chair.

Remuneration

Remuneration for the PC is in accordance with EFO's Expense Guidelines for Directors (committee meetings).

Communications

The Chair of the PC is responsible to communicate the committee's recommendations to the Board of Directors.

The Director of Policy and Strategic Initiatives circulates other reference materials to PC members as needed or as requested by the committee's Chair.

Terms of Reference Review

The performance of the PC 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 AND INNOVATION COMMITTEE – Mission & Terms of Reference (amended August 2023)

Mission

The mission of the Research and Innovation 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 and Innovation Committee is an authorized committee of EFO, duly established under its Bylaws Schedule 2 Board of Directors Officers, Committees & Representatives.

Authority

The Research and Innovation 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. The Research and Innovation Committee will also recommend for approval all research quota permits.

Accountabilities

To the extent deemed necessary, the Research and Innovation 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.
- Review and provide recommendations to the Board regarding the approval or rejection of each individual research permit issued (at a minimum annually).
- 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 and Innovation 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 CEO and staff is to develop this strategic direction into operational plans and executable tasks and projects. No other reporting relationship between the Research and Innovation Committee and the CEO is implied nor stated in these Terms of Reference. Where issues arise concerning staff priorities or workloads, these should be referred to the CEO for decision.

Membership

The Research and Innovation Committee membership is comprised of four Directors as follows:

- Three Directors plus up to two non-members as appointed by the Board of Directors.
- EFO's Chair shall be an ex-officio member of the committee as outlined in the bylaws.
- Where technical expertise is needed outside the committee's expertise, non-voting members will be brought in on a case by case basis.

Membership on the Research and Innovation Committee is for a period of one year. The Research and Innovation Committee's members shall hold office from the 1st day of April in the year of election, until the 31st 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 and Innovation 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 and Innovation Committee are as follows:

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

Meetings

Meetings of the Research and Innovation Committee are set by the committee's Chair, as required. The Project Manager will be in attendance at all Research and Innovation Committee meetings as a resource and, from time to time, other staff members as subject matter experts. The CEO and Chair of the Board may attend meetings of the Research and Innovation Committee as they feel is appropriate. The committee's Chair may authorize attendance of other staff members or external consultants as subject matter experts. The committee will meet at least twice annually. The first meeting is to review any funding proposals and to request full proposals. The second meeting will be held to review those projects that EFO is currently funding. At one of these two meetings (or additional meetings as required), all research permits will be analyzed and reviewed. An additional meeting should be held as soon as possible after the Annual General Meeting to update any new committee members.

Quorum

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

Meeting Notes

Meeting notes or a record of decisions will be kept of Research and Innovation Committee meetings and circulated to committee members.

In Camera Meetings

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

Remuneration

Remuneration for the Research and Innovation Committee is in accordance with EFO's Expense Guidelines for Directors (committee meetings). For external members or those that provide technical support remuneration will be reviewed annually or as necessary and will be approved by the Board.

Communications

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

Terms of Reference Review

The performance of the Research and Innovation 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 and Innovation 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 Research and Innovation Committee members will receive an orientation package from the Project Manager. The orientation package will include, at a minimum, EFO's:

- Research and Innovation Committee Terms of Reference
- Current Annual Report
- Current Strategic Business Plan
- Past year's Research and Innovation Committee reports
- Past year's Research Permit documentation (if any)
- Summary of EFO funded projects

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 EFO as a member of the EFC, to promote the policies of EFO 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 EFO at the agency's Board of Directors' meetings.

Farm & Food Care Ontario (FFCO) Representative

The Board is a member of FFCO and a financial contributor to this organization. FFCO brings farmers, agricultural professionals, related businesses, government organizations and other groups together with a mandate to build public trust in food and farming in Ontario and across Canada. The principal function of the FFCO Representative is to attend meetings and provide a written report to the Board.

Farm & Food Care Ontario (FFCO) Alternate Representative

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

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 EFO 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 EFO'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 EFO; 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.