
**DIAGNOSTIC SERVICES OF MANITOBA
BOARD OF DIRECTORS POLICY**

Policy Name:	Finance & Audit Committee Terms of Reference	Number: GP-8.2
Policy Type:	Governance Process	Date Approved: Sept. 12, 2007 Supercedes: April 14, 2005 Date Amended: March 10, 2010

1. Product

- 1.1. Options and implications for the Board's consideration regarding financial and capital planning issues.
- 1.2. An opinion for the Board's consideration on the CEO's compliance with the Board's policy on protection of assets.
- 1.3. A review of the appropriateness of the Board's own spending, in such areas as expense reimbursement, Board development, and Board expense accounts.
- 1.4. An opinion for the Board's consideration on appropriate compensation for the members of the DSM Senior Management Team.

2. Authority

The Committee has no authority to spend or commit funds of DSM.

3. Composition

- 3.1. The Committee shall be composed of the Treasurer and four Directors.
- 3.2. The Chair will be the Board Treasurer, and the four Directors shall be appointed by the Board.

4. Term of Office

The Term of Office is governed by Policy GP-8, clause 7.

5. Quorum

A quorum shall consist of a simple majority of the Committee. No meeting of the Committee shall be held without a quorum in attendance.

6. Frequency of Meetings

Meetings shall be at the call of the Chair.

7. Distribution of the Minutes

Minutes will be distributed to the Committee by email for corrections as soon as possible after a meeting, then distributed to the full Board with the agenda material for the next Board meeting.