

**CANADIAN EMPLOYEE RELOCATION COUNCIL (CERC) INC. /  
LE CONSEIL CANADIEN DE MUTATION D'EMPLOYÉS (CERC) INC.  
(the "Corporation")**

**APPOINTMENT OF SUBJECT MATTER EXPERT (SME) STEERING COMMITTEE**

WHEREAS the Corporation has recognized that its members need significant breath of expertise to successfully manage their mobility programs and has created a Subject Matter Expert ("SME") Program to connect those members to individual members who are qualified as SMEs in one or more subject matter areas of employee relocation; and

WHEREAS, the Board of Directors (the "Board") desires to have a committee of the Board devoted exclusively and the management of the SME Program

WHEREAS the Corporation's Bylaws require that committees of the Board be appointed by the Board;

NOW, THEREFORE, BE IT RESOLVED THAT

1. the Board hereby appoints and establishes a committee of the Board to be known as the SME Steering Committee (the "SME Committee") for the purpose of searching for, reviewing applications and appointing SMEs for the SME Program.
2. the herein established SME Committee shall be composed of a minimum of four, and a maximum of eight members in good standing, including at least one member of the Board. The president of the corporation shall serve in an ex-officio capacity. Any SME Committee member may be removed by a majority vote of the Board. SME Committee members shall receive no remuneration from the Corporation for servicing as such, but are entitled to reasonable expenses incurred in the exercise of their duty.
3. Members of the SME Committee shall serve a maximum term of two years. The Board, at its sole discretion, may reappoint a member for a second term. No member shall serve more than two consecutive terms
4. the Board hereby authorizes and directs the SME Committee to take such further action as may be necessary or advisable to carry out its purpose. In addition to the foregoing, the SME Committee is authorized and directed to:
  - a. establish the operating guidelines for the effective management of the SME

program

- b. evaluate and report on the effectiveness of the SME program
  - c. determine and review the criteria and terms and conditions for appointment of SMEs;
  - d. participate actively in reviewing applicant applications, maintaining and enforcing the requirements for qualified applicants and appointments by ensuring consistency and fairness of how applicants are assessed;
  - e. appointing SMEs;
  - f. determine, and review from time to time, the industry areas of expertise to be included in the SME program;
  - g. work with CERC management to promote and evaluate the SME program
  - h. review the conduct of the appointed SMEs, including making termination decisions relating to SMEs who do not comply with the application criteria or the terms and conditions of the SME Program; and
  - i. provide the board with recommendations to improve the program's effectiveness from time to time.
5. Meetings of the SME Committee shall be held at any time and place to be determined by the members of such SME Committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of the SME Committee. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. A majority of members of the SME Committee shall constitute a quorum. No error or omission in giving notice of any meeting of the SME Committee or any adjourned meeting of the SME Committee shall invalidate such meeting or make void any proceedings taken thereat and any member of the SME Committee may at any time waive notice of such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

The foregoing resolutions are hereby consented to by all the directors of the Corporation, as evidenced by their signatures below which may be provided in any number of counterparts and by facsimile or other electronic means, each of which shall constitute an original and all of which when taken together shall constitute one and the same document.

Dated the   8th   day of   November  , 2018   .

Original signed and Minuted

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Troy Pariag, Chair

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Ann Stafford, Vice Chair