

1. Members

Refer to Appendix A: List of Members and Observers.

2. Introduction

The GlycoNet Finance and Audit Committee (FAC) has been established to assist the Board of Directors with respect to overseeing the direction and management of the financial affairs of GlycoNet. The FAC is a permanent committee of the Board of Directors, and has been given the authority, responsibility, and specific duties as described below.

3. Mandate

The FAC provides oversight to ensure the integrity of GlycoNet's financials, legal compliance, accounting practices, mechanics of the corporate financial operations, budget and financial reporting to the Board, procurement, and cost controls. In particular, the FAC provides guidance with respect to the preparation of GlycoNet's annual budget, tax preparation and filing, and interactions with the Public Auditor. The FAC is responsible for recommending financial statements to the Board.

The FAC shall ensure that the Board fulfills its financial and other responsibilities by:

- Reviewing and recommending the budget to the Board.
- Ensuring that an adequate system of financial controls is established.
- Ensuring and enhancing the credibility of financial reporting.
- Strengthening communication among Directors, management and the GlycoNet auditors, to ensure appropriate reporting.
- Reviewing the operations of GlycoNet to ensure that appropriate value for money is being realized from GlycoNet research investments and administration.
- Examining the resources and competencies of the system of measuring, recording and reporting of all financial and human resources of GlycoNet.
- Undertaking such other matters as may be assigned to the Finance and Audit Committee by the Board.

4. Authority

The FAC is constituted pursuant to the decision of the Board of Directors on June 3, 2015.

5. Membership

The Chair and members of the FAC shall be members of the Board of Directors and appointed by the Board of Directors. The GlycoNet Finance and Audit Committee shall be comprised of:

- A minimum of four (4) and a maximum of six (6) members.
- A Chair who shall be a Director but shall not be the Chair of the Board or the CEO.
- At least one (1) other Director, who, to the extent reasonably practicable, shall not be member of other operating committees of the Board.
- The Chair of the Board who shall be non-voting member.
- At least one (1) independent director. For the purposes of these terms of reference, a member is independent if he/she is not an employee of the organization and is free of any business or other relationship, which could materially interfere with the exercise of his/her independent judgment, subject to appropriate disclosure, as the case may be.

6. Term

Members shall normally be appointed for a term of two (2) years, renewable.

7. Meetings

The FAC does not require compliance to pre-set statutory meetings, but will meet at the request of the Chair or a member of the FAC. Meetings will typically take place either in person in Edmonton, or by teleconference, as determined by the Chair, and shall be called at least three (3) times per year. The FAC shall keep minutes of all meetings and report them back to the Board at the next meeting.

8. Quorum

Quorum shall be a majority of its members present at the meeting, in person or by telephone.

9. Reporting

The Chair of the FAC shall report at each meeting of the Board of Directors on all of its proceedings, if any, since the last meeting of the Board of Directors. Minutes of meeting shall be submitted to the Board of Directors for the purposes of information.

10. History

The Finance and Audit Committee Terms of Reference was:

- Initially adopted by the FAC on September 1, 2015.
- Approved by the Board of Directors on October 27, 2015.

Appendix A: List of Members and Observers

Ms. Christine Charette (Chair)

Managing Partner
Scientia Advisors

Mr. Michael Lorimer

Managing Director
Echelon Wealth Partners

Dr. Todd Lowary (Scientific Director, Canadian Glycomics Network)

Professor, Department of Chemistry
University of Alberta

Mr. Kirk Rockwell

Chief Operating Officer
Alberta Machine Intelligence Institute

Mr. Stewart Roth

Former CEO
Guardian Chemicals

Ms. Karimah Es Sabar (Board Chair, Observer, Non-Voting)

CEO
Quark Venture

Dr. Stewart Fast (NCE Observer, Non-Voting)

Senior Program Manager
Networks of Centres of Excellence

Dr. Elizabeth Nanak (Secretary, Observer, Non-Voting)

CEO
Canadian Glycomics Network

Dr. Warren Wakarchuk (Associate Scientific Director, Observer, Non-Voting)

Professor
University of Alberta