

**TERMS OF REFERENCE
HAI UTILITY PATROL AND CONSTRUCTION (UPAC) COMMITTEE**

OBJECTIVE

In accordance with the policies and procedures of the Association, the UPAC Committee is established to promote the safe use of helicopters for aerial patrolling, construction, and maintenance in the utility industry. The UPAC Committee serves at the pleasure of the HAI Board of Directors and, as such, will act on behalf of the entire HAI membership as directed by the HAI Board.

GUIDANCE MATERIALS

In all circumstances, efforts and actions of the Committee shall be conducted in accordance with the HAI Committee Guidelines and Procedures Manual.

All Committee activity shall be conducted with full knowledge of, and close adherence to, the HAI Antitrust Compliance Guidelines.

MEMBERSHIP

Number of Members: The UPAC Committee shall have at least five (5) voting members.

AMENDMENT OF TERMS OF REFERENCE

Upon a majority vote of the Committee, the Committee Chairperson, with the advice and consent of the Board Liaison and the Board Vice Chairman, may make application to the HAI Board of Directors through the Corporate Secretary for a change to the Terms of Reference.