



Board of Directors
Policy Manual

Subject: **BOARD COMMITTEES & COMMITTEE CHAIRS**

Policy # 5-070

Approved by: Board of Directors

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Oct 2012 (r), Nov 2013 (r), Feb 2019 (r) Oct 2023 (r)

POLICY

The Board is responsible for overseeing and approving the establishment of appropriate committees, and their chairs and members, to deal with the work of the Board.

PURPOSE

The principal purpose of the Board's committees is to support and enhance the work of the Board. They provide a training ground for Board leaders, allow individual directors and community members to contribute their special expertise, and permit deeper discussion of issues than may be possible at a Board meeting. Each committee reports, and is responsible, to the Board as a whole.

PROCEDURE

- Types of Committees:** The Board will ensure that the committees required by law are in place. Other standing committees and ad hoc committees may be established as necessary.
- Committee Composition:** At the first meeting of the Board following the Annual General meeting, the Board Chair, after consulting with the CEO, will recommend to the Board, for its approval, the composition of each Board committee. Committee members include directors of the Board, and one Community member. The CEO, and Board Chair may sit on each committee as ex officio members. Other management or professional staff may sit on a committee according to the committee's terms of reference. A director may make a request to the Board Chair to make a change in committee assignment. Each such change must be approved by the Board.
- Committee Chairs:** The Board Chair will consult with the Vice Chair(s), the CEO, the past Chair as appropriate, and potential candidates for committee Chairs, and recommend to the Board, for their approval, the Chair for each committee. Committee chairs must be elected directors. Each candidate for this position will also exhibit the following competencies:
 - Demonstrated ability to effectively lead the committee in dealing with difficult issues;
 - Willing and able to commit time to committee leadership;
 - Ability to communicate, listen, and seek others' input.
- Responsibilities and Expectations of a Committee Chair:**
 - Committee Direction: guides and directs the committee's annual work plan, evaluating progress in achieving work plan goals with the committee members. Works with the Board Chair to align the work of the committee with the Board's work plan and goals;
 - Agendas: Established agendas for each committee meeting, in collaboration with the CEO;

- Meeting Management: Presides over committee meetings in a manner that encourages participation and information sharing while moving the meeting toward timely closure and prudent decision making;
- CEO Relationship: serves as the committee's central point of communication with the CEO. Develops a positive relationship with the CEO, including acting as a sounding board for the CEO on emerging issues and alternative courses of action. Stays up-to-date about the organization and determines when an issue needs to be brought to the attention of the committee;
- Conduct: Sets a high standard for committee members by modeling, articulating and upholding rules of conduct set out in Board By-laws and policies.