



**Policy Section 2: BOARD STRUCTURE AND RESPONSIBILITIES**

**Policy # 2.5**

**Policy Title: Committees of the Board of Directors**

**Date of Origin: April 2007**

**1. Purpose:** To provide policy direction regarding Committees which support the work of the Board of Directors.

**2. Definitions:**

2.1 Standing Committee – a committee of the Board of Directors that is permanently constituted for purposes described in its Terms of Reference.

2.2 Ad-hoc Committee – a committee of the Board of Directors constituted for a limited time to address a specific assignment. Terms of Reference for ad-hoc committees are developed when the committee is created.

**3. Detailed Policy Statement:**

3.1 The work of committees of the Board of Directors is essential to supporting good governance and advancing the broad range of issues for which the Board is responsible.

3.2 All committees are accountable to the Board of Directors. In that regard, committees report to the Board in a timely manner and in accordance with the responsibilities described in their respective Terms of Reference.

**4. Implementation:**

4.1 Committee Chairs are appointed by the Board Chairperson.

4.2 The Board Chairperson and Executive Director are ex-officio members of all committees.

4.3 Committees may include non-Board members who bring expertise to the subject being considered by the committee, not available otherwise.

4.4 Committee Terms of Reference are assigned by the Board inclusive of responsibilities, membership and timelines.

- 4.5 Committees will review their Terms of Reference annually and recommend changes to the Board as required.
- 4.6 Committees will appoint a Vice-Chair to act in the absence of the Chair.
- 4.7 Committee members including the Board Chair have a voice and a vote regarding matters before the committee.
- 4.8 The Executive Director has a voice regarding matters before the committee but no vote.
- 4.9 Votes are decided by simple majority.
- 4.10 Standing Committees of the Board are:
  - 4.9.1 Budget/Finance Committee
  - 4.9.2 Policy and Bylaw Committee
  - 4.9.3 Nominating Committee
  - 4.9.4 Executive Director Evaluation Committee
- 4.11 Membership of standing committees will be determined on an annual basis.
- 4.12 Committees will submit reports of their proceedings (tasks, major points of discussion and decisions) to the Board.

**5 Applicability:** Board of Directors and Committees of the Board

**6 Policy Authority: Board of Directors**

**7 Associated Policies, Procedures and Documents:**

- Policy 2.1 – General Duties of the Board
- Board Standing Committee Terms of Reference

**8 Record of Amendments:**

<u>Revision #</u>	<u>Summary of Revision</u>	<u>Date Approved</u>
1.		September 2011
2.	Update and Re-Formatted	April 2017