



Policy Section 2: BOARD STRUCTURE AND RESPONSIBILITIES

Policy #: 2.6

Policy: Committees of the Board of Directors

Revision: Rev 4

Approval: August 10, 2022

1. Purpose:

- 1.1 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 Chairpersons are appointed by the Board Chairperson.
- 4.2 The Board Chairperson and Chief Executive Officer 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-Chairperson to act in the absence of the Chairperson.
- 4.7 Committee members including the Board Chairperson have a voice and a vote regarding matters before the committee.
- 4.8 The Chief Executive Officer 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:
 - a. Nominating Committee
 - b. Chief Executive Officer Performance Evaluation Committee
 - c. Policy and By-Law Committee
 - d. Budget and Finance 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:

- 5.1 Board of Directors,
- 5.2 Committees of the Board, and
- 5.3 Ad-hoc Committees of the Board

6. Policy Authority:

- 6.1 Board of Directors

7. Related Policies, Procedures and Documents:

- 7.1 Policy 2.1 – General Duties of the Board of Directors

7.2 Policy 2.6.1 – Nominating Committee Terms of Reference

7.3 Policy 2.6.2 – Chief Executive Officer Evaluation Committee Terms of Reference

7.4 Policy 2.6.3 – Policy and By-Law Committee Terms of Reference

7.5 Policy 2.6.4 – Budget and Finance Committee Terms of Reference

7.6 The Flower Cart By-Laws

8. Record of Amendments:

Revision #	Summary of Revision	Date Approved
Rev 0	Original Issue	April 2007
Rev 1	Reformatted and Updated	September 27, 2011
Rev 2	Reformatted and Updated	April 25, 2017
Rev 3	Reviewed and Updated	April 27, 2021
Rev 4	Changed Executive Director to Chief Executive Officer	August 10, 2022