



Policy Name: Committees of the Board Policy

Section: **Board Governance**

Approval Authority: **Board of Directors**

Approval Date: **February 16, 2023**

Next Review: **February 2026**

1.0 Policy Statement

The Board may establish standing and special committees to help discharge its responsibilities. The number, size and types of committees established shall be determined by the needs of the Board.

2.0 Purpose

The purpose of this policy is to describe the roles and responsibilities of the Board committees, as well as their composition.

3.0 Process

- a) Board committees will assist the Board in discharging its responsibilities by providing information, advice and recommendations to the Board on policy and strategic issues.
- b) Committees may also assist the Board by monitoring organizational performance and reporting matters of importance to the Board.
- c) Board committees do not speak or act for the Board. Committees do not have any authority except that which is delegated by the Board for specific purposes.
- d) Board committees do not have any authority over staff. Committees shall respect the Chief Executive Officer's authority and line accountabilities.
- e) The chair of each Committee shall determine a quorum for any Board Committee meeting, unless established by the Board or by way of general rules of order.
- f) Each Committee will develop its Terms of Reference and membership.

g) Community Member on Board Committees

- i. The Board may appoint members of the public as Committee Members to serve on Standing and Special Board Committees:
 - a. To provide increased linkages with the community
 - b. To assist by providing needed expertise, and
 - c. To develop a pool of expertise and knowledgeable individuals who may be prepared to serve as future Board Members.
- ii. Committee Members shall have the qualifications required of Directors and must abide by the policies, bylaws and legislative requirements, in particular the Conflict of Interest and Ethics policies.
- iii. Committee Members shall be entitled to vote and fulfill the normal functions of a committee member.
- iv. Recruitment shall be undertaken in line with the annual Director recruitment.