

Board Committees Policy

Policy Type: Governance Process

Original Date Approved: October 22, 2015

**Date Reviewed by Governance
Committee:** September 22, 2016, May
6, 2021. February 11, 2025

Date Revised:
October 27, 2016, May 6, 2021, June 8,
2023

1. Purpose

To set out the guiding principles that the Board will apply when establishing Committees. To establish rules and regulations applicable to the operation and function of all Committees.

2. Application

- a) These principles, rules and regulations apply to all Committees unless the Board otherwise determines by Board resolution or in the terms of reference adopted by the Board for a Committee.
- b) These rules and regulations are in addition to the provisions of the By-laws.
- c) In the event of a conflict between the By-laws, a resolution of the Board, the terms of reference of a Committee and these rules and regulations, the order of precedence shall be:
 - i. The By-laws;
 - ii. A resolution of the Board;
 - iii. The terms of reference; and
 - iv. These rules and regulations.

3. Guiding Principles for Establishing Committees

- a) Committees will consist of standing Committees as determined by the Board and ad hoc special Committees established from time to time by the Board.
- b) The Board will establish standing Committees which will be aligned with the Board's role, function and annual work plan, and reflect the priorities of the Board.
- c) Special Committees will have specific tasks and timelines. These Committees will be established, where required, to do the work of the Board in circumstances where a standing Committee is not required.
- d) Committees will have terms of reference approved by the Board. The Committee terms of reference will establish clear areas of responsibility between the various standing Committees and special Committees.

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- e) Committees will develop annual work plans.
- f) Committees will be empowered to consider and debate issues within their terms of reference, or as requested by the Board, and to make recommendations to the Board.
- g) Committees will have an established mechanism for reporting their progress on their terms of reference and work plans to the Board.
- h) Recommendations from a Committee that require a Board decision will be presented to the Board in the approved Board format.
- i) In order to have efficient Board meetings, Board agendas will not repeat the work of the Committees. The Board should trust that its Committees have followed a proper process. Governors will receive Committee reports in advance of the Board meeting, allowing them the time to read and prepare in advance. Time at the Board meeting can be used to answer questions and discuss recommendations requiring Board approval.

4. Committee Rules and Regulations

a) Composition

The composition of each Committee will be determined by the Board and included in the terms of reference.

b) Membership

- i. Members will be appointed by the Board on the recommendation of the Nomination Committee.
- ii. The Board will appoint any non-Board members (community members) where the community members are specified in the Committee composition. The terms of reference for a Committee may give that Committee the authority to appoint the community members.
- iii. Community members will be voting and included in the quorum unless the terms of reference otherwise provide.

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- iv. Staff will be assigned to the Committee by the President at the pleasure of the Board and will be resources to the Committee as appropriate.
 - v. The Chair shall, by virtue of office, sit on the Audit Committee and Circle for Indigenous Education.
 - vi. The Vice-Chair, by virtue of office, sit on the Governance Committee and Nomination Committee.
 - vii. The Board Past Chair, by virtue of office, shall sit as Chair of the Nomination Committee.
 - viii. The Chair and Vice Chair are welcome to attend all Committee meetings, but it is not a requirement.
- c) **Term**
- i. Other than community members serving on the Circle for Indigenous Education, Committee members are appointed for a term of up to one year ending at the first meeting in the fall and are eligible to be reappointed but may not serve for more than six consecutive years.
 - ii. Community members serving on the Circle for Indigenous Education may be appointed for a term of up to three years and are eligible to be re-appointed, only once.
- d) **Chair**
- i. All Board standing Committees must be chaired by an external governor.
 - ii. Committee chairs will be appointed by the Board on the recommendation of either the Chair or a Committee established by the Board for this purpose.
 - iii. The chair of the Committee shall:
 - Call all meetings of the Committee;
 - Chair all meetings of the Committee;

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- Designate another governor who is a member of the Committee to chair the Committee in the chair's absence; and
- Report to the Board on the work of the Committee.

e) Calling Meetings and Notice

- i. Committee meetings may be called by the chair of the Committee.
- ii. Notice for a meeting of a Committee shall be given in the same manner and with the same amount of notice as applies to a meeting of the Board.

f) Participation in Meetings

- i. Teleconference or other virtual synchronous participation is permitted.
- ii. Committee members may not send a delegate.

g) Quorum

Fifty percent of the voting Committee members must be present.

h) Voting

- i. There shall be no proxy voting.
- ii. A member of a Committee participating in a meeting of the Committee by teleconference or other virtual synchronous means may vote by such means.
- iii. Staff (employees) assigned to the Committee will not be voting members of the Committee or be included in the quorum unless the terms of reference of the Committee otherwise provide.

i) Guests

Committee chairs may invite guests to attend meetings as resources, as required.

j) Advisors

Any request for expert advice (such as legal or financial advice) to be made available to the Committee must be approved by the Chair or the President.