

## **Section 1 – Ensuring Board Effectiveness**

### **Part A – Governance Framework**

Board Committees play an essential role in the organization. These bodies support the Corporation in fulfilling its defined roles and responsibilities by undertaking work and advising the Board within their terms of reference as defined by the Board.

A committee will assist the Corporation by preparing policy alternatives, identifying implications for Board deliberation and monitoring performance within its defined areas of responsibility. Recommendations will be made to the Board for discussion and, if appropriate, for ratification.

By-law Article 7.1 contains provisions for the Corporation's committees, two of which are mandatory Committees as the participants qualify for corporation membership.

The Board will review its committees from time to time to maintain alignment with the business environment. The Board will determine the duties of these committees.

Standing Committees are generally those committees whose duties are normally continuous, providing ongoing oversight and due diligence to key business operations.

Advisory Committees perform a strategic purpose, often providing unique knowledge and skills which complement the knowledge and skills of the formal Board. Advisory Committees take on a more flexible role than Directors, have no governance responsibilities or fiscal oversight but take an active role in helping the organization with its goals and objectives.

Ad Hoc Committees are those which are appointed for specific short term duties whose mandate will expire with the completion of the tasks assigned.

The functions, duties, responsibilities and powers of the committees will be provided in the Board resolution.

#### Committee Principles

- i. The Board will determine the duties of each committee. The Board will approve terms of reference and participants of the Board committees annually on the recommendation of the Governance Committee at the first regular meeting following the Annual Meeting. A Terms of Reference template for Board Committees is attached to this policy as Appendix 2.
- ii. The Board, on the recommendation of the respective committee, will approve the annual priorities of that Board committee.
- iii. The Board will monitor the performance of the committees at regular Board meetings through a summarized written report and a verbal report by the committee chair, including specific recommendations of the committee for approval by the Board.

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- iv. The terms of reference for committees will be reviewed annually by the respective committee and tabled for approval by the Board.
- v. Committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Such delegation will be framed so as to not conflict with the authority delegated to the CEO.
- vi. Committees, unless otherwise specified, may not commit or bind the Corporation to any course of action. No decision of a committee is binding on the Board until approved or ratified by the Board.
- vii. Unless otherwise authorized to do so, a committee may not engage independent legal counsel or consulting advice without prior Board approval.
- viii. Each committee will be supported by appropriate professional and administrative staff resources.

#### Reporting Relationship

All Committees will report to the Board.

#### Term

The Board will appoint the participants of Standing Committees annually. Participants of Advisory and Ad Hoc Committees are approved by the Board as circumstances warrant.

#### Chair

The Board will vote each Standing Committee Chair to their position annually. Advisory and Ad Hoc Committee Chairs are approved by the Board as warranted.

#### Vacancies

The Board will approve candidates to fill vacancies on each Board Committee.

#### Committee Meeting Frequency and Format

The frequency of meetings will be as set out in the committee's terms of reference.

Committee meetings may be held in person, or electronically.

Agendas, minutes and related documentation will be pre-circulated to committee members.

Committee meetings are not open to the public.

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#### Remuneration of Committee Members' Expenses

Committee members will serve without remuneration, and will not directly or indirectly receive any profit from the position.

Committee members will be reimbursed for their United Way related out of pocket expenses including travel, meals, accommodation, and long distance telephone.

#### References

The following Board policies relate to this document (revision probable pending review of following documents - wording can be amended to match the generic Committees wording, as above)

- 1-B-2 Selection of Board Officers and Standing Committee Chairs
- 1-B-3 Appointment of Directors and Non-Director Volunteers to Standing Committees
- 1-B-11 Appointment of Volunteers to Board Advisory and Ad Hoc Committees