
11. Committee Operating Guidelines

1. Introduction

Typically, boards use committees to undertake detailed reviews and to provide in-depth supervision in key areas of board responsibility.

The CLBC Board may appoint Committees as it sees fit and may delegate to the Committees any powers of the Board except the power to fill vacancies in the Board, to change the membership of or fill vacancies in any Board Committee, or to appoint or remove officers appointed by the Board.

Current Committees of the Board are:

- a) Finance and Audit;
- b) Governance and Human Resources; and
- c) Service Quality and Performance.

The Terms of Reference for each Committee are set out separately. The provisions below set out the operating guidelines applicable to all Committees.

2. Operating Guidelines

2.1. Mandate

Each Committee will review its own Terms of Reference every two years and submit any changes to the Governance and Human Resources Committee for review and recommendation to the full Board.

2.2. Composition

Committee Chairs and members are appointed by the Board, on the recommendation of the Board Chair in consultation with the Governance and HR Committee. The number of committee members will be as set out in the Committee Terms of Reference for each committee. A Committee member may belong to more than one Committee at one time. A Committee member may be removed from one Committee and placed on another Committee upon approval of the Board, providing such a change is not in conflict with the composition guidelines of the Terms of Reference for each Committee. A Committee member may be removed or replaced at any time by the Board and will cease to be a Committee member upon ceasing to be a Director of CLBC.

A majority of the members of a Committee constitutes a quorum. The Board Chair is an ex officio member of all Committees and may vote, but is not counted in establishing a quorum. Neither the board Chair nor the Committee Chair, having voted, shall have an additional deciding vote in the event of a tie; the resolution is not passed.

Committees may add up to two independent, external advisors as appointed by the Board, none of whom are officers or employees of CLBC.

Any Director may attend any Committee meeting of which they are not a member, an observer, but is not counted in establishing a quorum and does not vote. A Director will be compensated only for attending meetings of Committees of which they are a member.

2.3. Meetings

- a. All Committees meet a minimum of four times per year. Reasonable notice of meetings shall be given. Meetings are called by the Committee Chair or by any two Committee members.
- b. The quorum for a Committee meeting is a majority of the appointed members. A Committee member may participate in a Committee meeting by telephone or other electronic means that permits all participants to hear each other and is not required to be physically present to be counted as part of the quorum.
- c. Committees shall strive for consensus through a collaborative dialogue process, and where needed questions shall be decided by majority vote.
- d. Committees generally do not make resolutions. Where the Board may have delegated authority for a decision or commitment to a Committee a resolution in writing signed by all Directors who would be entitled to vote on that resolution at a Committee meeting is as valid as if it had been passed at a meeting.
- e. Each Committee shall have a Committee Calendar, as part of its Terms of Reference, which outlines when the Committee is expected to address each of its duties and responsibilities during the course of the year. In addition, each Committee prepares and presents its annual work plan to the Board for information at the beginning of each year.

2.4. Reporting

Each Committee will report to the Board by providing a written high level update/briefing note following its meetings and in advance of the following Board meeting. When a Board meeting closely follows a Committee meeting, the Committee Chair will provide a verbal report to the Board

The Committee will review and approve minutes after each meeting, which will then be stored so as to be accessible to all Board members.

2.5. Committee Self-Review

Each Committee will:

- a) on an annual basis, review the Terms of Reference for the Committee and make recommendations as required to the Governance and HR Committee for further recommendation to, and approval by, the Board; and
- b) confirm to the Board on an annual basis, the Committee's fulfillment of its mandate and work plan for the preceding year.

2.6. Staff and External Support

The CEO will assign senior staff with appropriate subject matter expertise to support the Committee Chair in the preparation of meeting agendas, ensure preparation of meeting materials, and otherwise support the Committee as required.

In addition, the Board Liaison ensures that the minutes of each Committee meeting are prepared and provided to each Committee member in a timely fashion.

A Committee may, from time to time, require the expertise of outside resources. With approval by the Board Chair, Committees may retain and compensate such legal or other advisors as they consider necessary in discharging their oversight role in keeping with budget, financial and procurement policies.

2.7 Meetings without Management

Committees may decide to move discussions in-camera at any time (with and/or without their Senior Staff liaison, the Board Liaison and the CEO). Each Committee meeting agenda will include an optional *in-camera* segment at the end of the regular meeting.

2.8 Guidelines for Committee Chairs

If a Committee Chair is not present at any meeting of a Committee, one of the other voting members of the Committee present at the meeting shall be chosen by the Committee to preside at the meeting.

The Committee Chair:

- a) provides independent, effective leadership to the Committee and leads the Committee in fulfilling the duties set out in its Terms of Reference;
- b) arranges for the Committee to meet in regularly scheduled in camera sessions without management present;
- c) arranges for sufficient time during Committee meetings to fully discuss agenda items;
- d) encourages Committee members to ask questions and express diverse viewpoints during meetings;
- e) deals effectively with dissent and works constructively towards arriving

- at decisions and achieving consensus;
- f) promotes an effective working relationship between Committee members and members of management; and
 - g) with the assistance of the Board Liaison:
 - i. schedules the Committee to meet as many times as necessary to carry out its duties effectively;
 - ii. establishes the agenda for each Committee meeting, consulting with the Board Chair, Committee members and members of management as appropriate;
 - iii. reviews and approves Committee minutes on a timely basis, and arranges for Committee minutes and materials to be made available to any Board member on request; and
 - iv. ensures that action items identified at Committee meetings are addressed in a timely fashion.

3. Task Forces

The Board may from time to time establish task forces or other temporary working groups to address time-limited projects.

Task forces must have Terms of Reference approved by the Board, and a specified start and end date.