
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.¹

Current Committees of the Board are:

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

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. 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.

Any Director may attend any Committee meeting provided that a Director who is not a member of the Committee is an observer and does not vote. A Director will be compensated only for attending meetings of Committees of which he or she is a member.

¹ Bylaws, Article 5.1.

The Board Chair is an *ex officio* member of all Board Committees. As an *ex officio* member, the Board Chair is counted in establishing quorum and votes. The Board Chair is compensated for attending Committee meetings.

2.3. Meetings

The frequency of Committee meetings is determined by the Committee Chair in accordance with the Committee's Terms of Reference. Reasonable notice of meetings will be given. Meetings are called by the Committee Chair or by any two Committee members.

The quorum for a Committee meeting is a majority of the appointed members. Questions arising at a meeting will be determined by majority vote.

Committee meetings are normally held at CLBC's head office.

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. However, participation in person is strongly encouraged.

Each regular Committee meeting is followed by an *in camera* meeting of Directors (without management present).

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.

2.4. Recommendations

Each Committee makes periodic recommendations to the Board in respect of the subject on which it was created to advise. The Board takes into consideration, but is not bound by, Committee recommendations.

2.5. Staff Support

The CEO will assign appropriate senior staff to support the committee as required such as to establish meeting agendas and ensure preparation of meeting materials.

Board Liaison ensures that the minutes of each Committee meeting are prepared and provided to each Committee member in a timely fashion. Committee minutes, once approved by the Committee, are provided to the Board Chair, Directors and the CEO.

3. Task Forces

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