



TITLE:	Board Standing and Special Committees		
Manual/Policy#:	Board of Directors # V-A-4	Division:	AGH/ FVM/ LCPS
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1. POLICY STATEMENT

Standing and Special Committees of the Board play an essential role in the Board's functioning. They support the Board in fulfilling its defined roles and responsibilities by undertaking work and advising the Board within their Terms of Reference as defined by the Board. This policy supplements Article 8 of the Corporate By-laws which established the Board's authority to establish committees.

2. SCOPE

This policy applies to all Standing and Special Committees established by the Board. It does not apply to the Medical Advisory Committee or the Executive Committee, which is defined in article 8.5 of the by-laws.

3. GUIDING PRINCIPLES

N/A

4. DEFINITIONS

N/A

5. PROCEDURE

The Board of Directors will establish:

- i) Standing committees, being those committees whose duties are normally continuous by by-law or Board resolution and based on current and standing needs of the Board;
- ii) Such other committees as may be necessary to undertake specific duties on a time-limited basis whose mandate will expire upon completion of the tasks assigned

The membership of standing committees will be approved by the Board annually on the recommendation of the Governance and Nominating Committee, at the first Board meeting following the Annual General Meeting of members. Terms of Reference of Standing Committees will initially be established by the Board. Thereafter they will be

reviewed annually by each Standing Committee, with changes recommended to the Board for approval. The Board may amend terms of reference as required. Terms of reference and membership of special committees will be approved as required, but in no event less frequently than once per year.

Board committees should establish annual work plans for review by the Board.

All Directors will be expected to serve on at least one standing committee. A Director's preference with respect to membership on the standing committees will be accommodated where possible. In order to develop Director competency in the range of Board responsibilities, elected Directors will be expected to serve on at least two Board Standing Committees over the course of their service as Director.

The Board Chair and President & Chief Executive Officer shall be Ex-officio voting members of each standing committee.

Each standing committee shall include at least three (3) elected Directors, may include *ex officio* Directors appointed in accordance with the *Public Hospitals Act* or honorary Directors and, with the exception of the Mississippi River Health Alliance and Governance & Nominating Committees, may also include up to three (3) persons who are not Directors of the Corporation, unless otherwise required by legislation. All Standing Committee members shall be voting members but only elected or honorary Directors are eligible to serve as Chair.

The Board will monitor the performance of its standing committees at each regular meeting of the Board through a summary written report, which may be provided as draft meeting minutes. A verbal report by the Committee Chair may be provided regarding specific recommendations of the Standing Committee for approval by the Board. The Committee Chair will respond to questions from the Board about the written or verbal reports.

No Board committee may speak or act for the Board unless 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 President & Chief Executive Officer.

Board committees, unless otherwise specified, may not commit or bind the organization to any course of action. No decision of a committee is binding on the Board until approved or ratified by the Board.

Unless otherwise authorized to do so, a committee may not engage independent legal counsel, audit services or consulting advice without the prior approval of the Board.

Each committee will be supported by appropriate professional and administrative staff resources.

Meetings of committees are not open to the public.

The Board's current standing committees are:

Finance & Audit

Governance & Nominating

Human Resources

Quality

Alliance Committee (jointly with Carleton Place & District Memorial Hospital Board of Directors)

6. REFERENCES

N/A

7. APPENDICES

N/A

Evaluation

This policy will be reviewed every two years.