

SECTION: Board of Governors

DIRECTIVE: III-B-37

SUBJECT: Committee Principles, Rules and Regulations

AUTHORITY: Board of Governors

EFFECTIVE DATE			REVIEWED/REVISED DATE			POLICY	PROCEDURE
MON	DAY	YEAR	MON	DAY	YEAR		
06	25	2012				Applies to: Board and Board Committee Members	

PURPOSE

To set out the guiding principles the Board will apply when establishing committees.

To establish rules and regulations applicable to the operation and function of all Board committees.

POLICY

These rules and regulations apply to all Board committees unless the Board otherwise provides by resolution or in the Terms of Reference adopted by the Board for a committee.

These rules and regulations are in addition to the provisions of the hospital's by-laws.

In the event of a conflict between the by-laws, a resolution or the Board, the Terms of Reference of a committee and these rules and regulations, the order of procedure shall be:

1. the by-laws;
2. a resolution of the Board;
3. the Terms of Reference; and
4. these rules and regulations.

GUIDING PRINCIPLES FOR ESTABLISHING COMMITTEES

Committees will consist of standing committees as determined annually by the Board and *ad hoc* special committees established from time to time by the Board.

The Board will annually establish standing committees, which will be aligned with the Board's role and function and annual work plan and reflect the priorities of the Board for the year;

Special committees will have specific tasks and timelines and will be established when required to do the work of the Board in circumstances where a standing committee is not required.

Committees will have Terms of Reference approved by the Board. The committee Terms of Reference will establish clear areas of responsibility among the various standing committees and special committees. Committees will develop annual work plans.

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.

Committees will have an established mechanism for reporting to the Board their progress on their terms of reference and work plans. Recommendations from a committee that require a decision of the Board will be presented to the Board in the approved Board Decision Support format.

The board meetings will be efficient. Board agendas will not repeat the work of the committees. This requires the Board to trust that committees have followed a proper process. Board members will read the committee reports ahead of time and the committee report at the Board meeting will respond to questions and discuss recommendations requiring Board approval.

COMMITTEE RULES AND REGULATIONS**Composition**

The composition of each committee will be determined by the Board and will be included in the Terms of Reference.

Membership

Members will be appointed by the Board on recommendation of either the Board Chair or a committee established by the Board for that purpose.

The Board will appoint any non-director 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.

Community members will be voting and included in the quorum unless the Terms of Reference otherwise provide.

The Board Chair, or a nominee designated by the Chair, will be an *ex officio* member of all Board standing committees. When the Board Chair appoints a nominee as a member of a committee in place of the Board Chair, this nominee must be an elected member of the Board and shall preferably be a Vice Chair.

The CEO shall be an *ex officio* member of all Board standing committees other than the committee responsible for oversight of the hospital audit.

Staff (employees or professional staff) will be assigned to the committee by the Board or the CEO and will be resources to the committee as appropriate.

Term

Committee members are appointed for a term of one year and are eligible for reappointment for a maximum of six years.

Chair

All Board standing committees must be chaired by a Board member.

Committee Chairs will be appointed by the Board on the recommendation of either the Board Chair or a committee established by the Board for this purpose.

The Chair of the committee shall:

- call all meetings of the committee;
- chair all meetings of the committee;
- designate another director 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.

Calling Meetings and Notice

Committee meetings may be called by the Chair of the committee.

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.

Participation in Meetings

Teleconference participation is permitted.

Committee members may not send a delegate.

Quorum

Fifty percent of the voting members provided at least one voting director is present.

Voting

Voting Board members or community members appointed to the committee shall be voting subject to the Terms of Reference of a committee, which may provide that community members are non-voting. Non-voting Board members shall be voting members of a committee in respect of all motions other than a motion that is binding on the Board.

Only a member of a committee entitled to vote on the motion may move or second a motion at a committee meeting.

There shall be no proxy voting.