

COMMITTEES AND COMMITTEE CHAIRS

POLICY

At the first meeting of the Board following the annual meeting, the Board Chair will recommend to the Board, the composition and Chair of each Board committee.

The recommendations for Chair of each committee will be made after the Board Chair has consulted with the Vice Chair, the immediate past Chair of the Board and the President & CEO, and determined the willingness of each proposed committee Chair to serve if elected by the Board of Directors.

The recommendations for the composition of each Board committee will be made after the Board Chair has consulted with the President and CEO, and in accordance with the Terms of Reference of each Board committee. A director may make a request to the Board Chair to make a change in committee assignment. Each such change request to be submitted to the Board for its approval.

Responsibilities and Expectations of a Committee Chair

1. Committee Direction: Guides and directs the committee's annual work plan, evaluating progress in achieving work plan milestones with the committee members. Works with the Board Chair to align the work of the committee with the board's work plan and goals.
2. Agendas: Establishes agendas for committee meetings, in collaboration with the CEO.
3. Meeting management: Presides over committee meetings in a manner that encourages participation and information sharing while moving the committee toward timely closure and prudent decision-making.
4. CEO relationship: Serves as the committee's central point of communication with the CEO. Develops a positive, collaborative relationship with the CEO, including acting as a sounding board for the CEO on emerging issues and alternative courses of action. Stays up-to-date about the organization and determines when an issue needs to be brought to the attention of the committee.
5. Conduct: Sets a high standard for committee members by modeling, articulating and upholding rules of conduct set out in board by-laws and policies.

Competencies and Expectations for a Committee Chair

1. Respected by board members, the CEO and key stakeholders.
2. Demonstrated ability to effectively lead the committee in dealing with difficult issues.
3. Willing and able to commit time to committee leadership.
4. Ability to communicate, listen and seek others' input.

Approved: Board of Directors

Date: May 2006, Nov 2009 (rc), Nov 2013 (r)