



POLICY 07: BOARD COMMITTEES

BACKGROUND: *By-law Article #26* establishes the parameters of committees.

Committees of the Board of Directors

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board of directors.

A. REQUIREMENTS:

1. Each committee of CGSAC is authorized by and serves at the will of the CGSAC Board of Directors.
2. The chair of the Board shall serve as an ex officio member of all committees.
3. Each committee will have at least one member of the Board as an active member who will serve as chair of that committee. The membership of the committee may elect a vice-chair or co-chair and recording secretary.

B. COMMON TERMS OF REFERENCE FOR ALL COMMITTEES:

1. COMMITTEE CHAIR ROLE AND RESPONSIBILITIES:

- 1.1. Fully orients all committee members to the committee's objectives and roles/responsibilities at the committee's first meeting.
- 1.2. Keeps the committee focused on and guides the committee in accomplishing the goals, responsibilities and purposes detailed in the committee's terms of reference in accordance with the established policies of CGSAC.
- 1.3. Submits timely reports and recommendations to the Board.
- 1.4. Develops a work plan in coordination with the Board that will allow the committee to effectively and efficiently discharge its responsibilities as outlined in its specific terms of reference.
- 1.5. Develops meeting agendas.
- 1.6. Conducts committee meetings.
- 1.7. Works to ensure the notes of the meeting capture consensus agreement items and follow-up actions of the committee.
- 1.8. Assigns tasks among committee members as necessary.
- 1.9. Ensures smooth functioning of the committee in regards to productivity, communication, consistent participation, connection to all meetings and work to be carried out between meetings.
- 1.10. Reviews the terms of reference and offers recommendations to the Board for updating those terms, if needed.



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- 1.11. Transitions the incoming committee chair to the role.
- 1.12. The chair may delegate any of the responsibilities listed above to a non-board member of the committee.

2. MEMBERS:

- 2.1. The Board appoints additional committee members which possess the specific skills needed for the work of the committee. Unless stated otherwise in the specific terms of reference, members of a given committee may be drawn from the Board, membership of CGSAC or outside of the membership.
- 2.2. The typical term of membership on a committee is three to five years. Members absent without cause from three successive meetings will be considered to have resigned their membership on the committee.

3. MEETINGS:

Unless stated otherwise in the specific terms of reference for the committee, each committee meets as necessary at the call of the committee chair or at the request of the chair of the Board of Directors. The committee chair shall give adequate notice to all committee members of the date and time of every meeting.

4. MEETING AGENDA:

The chair will provide a written agenda for each meeting three to five days prior to the meeting, along with any pre-read materials necessary for the fruitful carrying out of discussion.

5. QUORUM:

A simple majority (more than half) of the committee members constitutes a quorum necessary for the committee to conduct business.

6. DECISIONS AND MOTIONS OF AGREEMENT:

- 6.1. Unless stipulated differently in the specific terms of reference for a committee the following shall apply:
 - 6.1.1. Decisions in committees are reached by consensus or by majority vote of a quorum of the committee.
 - 6.1.2. Committee findings and decisions must come forward to the Board as recommendations.

7. NOTES/MINUTES:

The recording secretary or another member of the committee shall take notes of each meeting and email a copy to the committee members and post a copy on G-Suite for review by the Board.



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8. PUBLIC ANNOUNCEMENTS:

While committee members are expected and encouraged to discuss the work of the committee with one another, committee work and discussions are considered confidential and should not be shared beyond the committee and the Board. Members shall not make independent public announcements on committee actions.

9. STRUCTURE:

- 9.1. Each committee is free to organize the internal structure of their work in a way that suits the purpose of their committee.
- 9.2. The common terms of reference apply to all committees. The specific terms of reference for each committee shall indicate the following:
 - 9.2.1. Purpose
 - 9.2.2. Duties and Responsibilities
 - 9.2.3. Membership
 - 9.2.4. Frequency of Meetings
 - 9.2.5. Additional details which may be pertinent to that particular committee

10. REPORTING:

- 10.1. A committee should report to the Board minimally bi-annually in any fiscal year or at the request of the Board.
- 10.2. A committee should present their budget requests for the next year by August 15th.