

10 COMMITTEE OPERATING GUIDELINES

The Board has the power to appoint the Committees it considers necessary and advisable.¹⁸

The provisions below set out the operating guidelines applicable to all standing Committees, unless otherwise expressly provided for in a Committee's terms of reference.

The Board may also from time to time establish task forces, advisory committees or other temporary working groups to address time limited projects.

10.1 PURPOSE

The purpose of Board Committees is to provide in-depth concentration in key areas of Board responsibility and to help the Board carry out its work.

10.2 MANDATE

Each Committee reviews its own terms of reference annually and submits any proposed changes to the Governance Committee for review and recommendation for approval to the Board.

10.3 COMPOSITION

Each Committee has a minimum of three members, as practicable in the circumstances. A Board Member may belong to more than one Committee at any one time.

The Board, on the recommendation of the Governance Committee, appoints the Committee members and chair of each of:

- the Human Resources Committee
- the Finance and Audit Committee
- the Governance Committee

The Executive Committee is composed of the Board Chair, Vice-Chair(s), and Committee Chairs and President (*ex officio* and non-voting). In addition, the Chair and President receive notice of and may participate in all meetings for Committees of which they are not a member, but do not vote.

In determining and approving the composition of all Committees, consideration will be given to minimizing the potential for conflict of interest situations for Committee members.

Committees are encouraged to elect a vice-chair from amongst their membership to undertake and discharge duties of the Committee Chair in the chair's absence.

10.4 ACCOUNTABILITY AND DECISION-MAKING

Each Committee is accountable to the Board.

¹⁸ *College and Institute Act*, s. 19(1)(c).

No Committee has the power or authority to act for the Board unless specifically authorized by the Board through the applicable terms of reference or otherwise (e.g., through resolution of the Board).

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

10.5 MEETINGS

10.5.1 FREQUENCY

Each Committee meets at least three times per year. Additional meetings may be held as deemed necessary by the Committee Chair or as may be specified in the terms of reference of such Committee.

10.5.2 NOTICE

A schedule of Committee meetings may be set in advance and notice of upcoming regular meetings of each Committee is given at the previous regular Committee meeting or otherwise required. Wherever possible, at least 48 hours' notice is given of special Committee meetings.

10.5.3 LOCATION

Committee meetings are held in person or by teleconference/videoconference, as practicable in the circumstances.

10.5.4 ATTENDANCE

Committee meetings may be held in person, via teleconference or other communication facilities as will permit all persons participating in the meeting to communicate adequately with each other. Committee members and designated members of the executive attend Committee meetings. Guests, advisors and other individuals may be invited by the Committee Chair to attend a Committee meeting for a specified purpose.

10.5.5 CLOSED

Committee meetings are closed to the public.

10.5.6 IN CAMERA SESSION

Committees may meet *in-camera* at the end or at any time during Committee meetings.

The purpose of the *in camera* session is to provide Committee members an opportunity to meet without members of senior leadership or staff, in order to discuss matters including the following:

- sensitive matters within the jurisdiction of the Committee (for example, for the Human Resources Committee, the President appointment, performance, evaluation or compensation);
- to meet with certain external advisors or consultants (e.g., external auditor) and to safeguard the independence of those individuals; and
- internal Committee governance matters and functioning.

10.5.7 AGENDA AND MATERIALS

Committee meeting agendas are developed through a process facilitated by the Board Secretary, in dialogue with the Committee Chair and the President or a member of the executive responsible for providing support to the Committee. The Committee Chair is responsible for approving the agenda for each meeting of that Committee.

Typically, the agendas and supporting materials are distributed to Committee members at least five days in advance of a meeting, or as soon as practicable in the circumstances.

Committee members who wish to suggest items for discussion at Committee meetings and additions to the agenda should contact the Committee Chair and Board Secretary at least two weeks in advance of the meeting. The Committee Chair may exercise their discretion whether to include the suggested item on an upcoming Committee meeting agenda.

10.5.8 QUORUM

The quorum for a Committee meeting is a simple majority of members.

10.5.9 DECISION MAKING

Questions arising at a meeting will be determined by a majority vote, and in case of an equality of votes the resolution will fail. Voting by proxy is not permitted.

10.5.10 MINUTES

The Board Secretary or designate ensures minutes of each Committee meeting are prepared in a timely manner. The Committee Chair is provided with draft minutes for review and comment, before presentation to and approval by the Committee.

10.6 REPORTING AND RECOMMENDATIONS

At the next Board meeting, the Committee Chair provides an oral report that summarizes Committee work since it last reported, including what the Committee is bringing forward for discussion or approval, along with a written summary in advance of the next Board meeting.

10.7 COMMITTEE SUPPORT

The Board Secretary and one or more members of the executive or other staff may be designated to provide support to a Committee in carrying out its work.

10.8 EXTERNAL ADVISORS

A Committee may, from time to time, require the expertise of outside resources to fulfill its mandate.