

Approval Authority: Board of Governors**Last Approved:** April 19, 2013**Administrative Responsibility:** President**Next Review:** 2024-2025**Board Governance Policies****5.3 Board Committees - Terms of Reference****POLICY****A. BOARD COMMITTEES - TERMS OF REFERENCE**

The Board requires Terms of Reference, when creating standing or ad hoc Board committees. The Terms of Reference may be subject to changes upon review of the entity being created. All Board committees will be ad hoc unless specifically identified below as a standing committee or is added to this policy by resolution.

Board committees enable more in depth reviews of issues that may not be possible within the framework of regular Board meetings. Board committees may not interfere with delegation from the Board to the President or with the President's accountability to the Board as a whole.

1. Committees report to the Board and are formed and operated at the discretion of the Board.
2. The Board authorizes the following standing committees:
 - a) Executive Committee
 - b) Audit and Risk Management Committee
3. An ad hoc committee ceases to exist as soon as its task is complete.
4. Board committees will assist the Board in its role by preparing decision-making recommendations and options for Board deliberation.
5. Board committees do not speak or act for the Board except when formally given such authority by the Board for specific and time limited purposes. Such authority will be carefully stated in order not to conflict with the authority of the Board Chair, or with the authority delegated to the President.
6. Board committees do not have authority over Institute employees. Because the President reports to the Board as a whole, he or she will not be required to obtain approval of a Board committee before an executive action. In keeping with the Board's broader focus, Board committees will not interfere with Institute operations.
7. In addition to bringing to a Board committee the relevant expertise held by a specific Board member(s), utilization of other Board members is encouraged, thereby supporting Board development. However, regardless of expertise, Board members may not be appointed to Board committees if a conflict of interest is created by doing so.

8. Board committees will consist of Board members only, no external members shall be appointed. The term of appointment to standing committees is one year; reappointments may be made.
9. Board members appointed to a Board committee must not lose sight of their individual responsibilities to the organization as a whole, i.e., those appointed to a committee must continue to focus on the whole Institute and not solely on that part of the organization reflected in the committee's terms of reference.

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