

Board Governing Policy

3.4 Board Committees

Policy Number	3.4
Policy Title	Board Committees
Date First Approved	April 16, 2010
Date Reviewed	June 14, 2021
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Preamble: The Bylaws of Covenant Health, Covenant Care and Covenant Living (hereinafter referred to as "Covenant") provide for the Covenant Health Board, Covenant Care Board and Covenant Living Board (hereinafter referred to as "Board") of Directors to establish Committees as required.

Purpose: The Policy sets out the specifics in the establishment of Board Committees.

Policy: The Board shall establish Standing and Ad Hoc Committees as necessary to assist it in fulfilling its governance role.

Standing Committees include:

1. Audit and Finance
2. Governance
3. Mission and Engagement
4. Quality and System Performance
5. Growth and Innovation

Committees shall have the following in their terms of reference:

AUTHORITY:

All Committees are responsible to the Board of Directors.

PURPOSE:

Committees are responsible for assisting the Board with

- Establishing and monitoring the strategic directions,
- Stewardship of quality, resources and mission,
- Generative discussions to explore optional courses and new ideas; and

- Advocacy for system improvement, strategic contribution of Catholic Health Care, and to support vulnerable and marginalized populations.

TERMS OF REFERENCE:

Each Committee shall review their terms of reference on an annual basis to assess relevance, mandate and membership.

MEMBERSHIP:

1. There shall be a minimum of two (2) Directors appointed to each Committee. Each Director shall have voting status.
2. Non-Directors may be appointed to the Committee. They shall have voting status at the Committee. They shall not be staff of Covenant.
3. Committee members may serve for three (3) years with the option for reappointment for two consecutive terms to a maximum of nine (9) years combined service; with the potential to serve one additional year to a maximum of 10 years. Each term begins January 1 and ends December 31. If a member is added after a term start date, their first term shall begin immediately upon approval, ending on December 31 of the third year.
4. The Committee shall consider its need for recruitment of Non-Directors and identify potential community members for appointment to the Committee. Non-Directors sought for Committee membership could be recruited for a variety of reasons including:
 - a. Particular expertise that they can contribute to the Committee
 - b. Balanced representation on the Committee, ensuring diversity, inclusiveness and particular geographic or other representation.
 - c. As an opportunity to train and mentor potential future Directors of the Board.

Community Board members should be considered as a primary source for non-Director Committee membership. Involvement of community board members in functional Committee work further enhances the networks with local communities in the Covenant family.

5. The Chair of the Board is an ex-officio, non-voting member of each Committee.
6. Attendance of guests by invitation to all or a portion of Committee meetings is determined by the Committee Chair or its members. The CEO and other executive and support staff as may be deemed appropriate by the CEO shall attend all meetings. Directors and Committee members who are Non-Directors are welcome to attend any Board Committee meeting as a non-voting member unless there is no quorum in which case Board Directors can be invited to vote as per Covenant

Health Bylaw Article 14.4. Community Board members can request attendance at the discretion of the Committee Chair or through a formal invitation.

7. If a member of the Committee misses three (3) consecutive meetings without approval or being excused by the Committee, he/she will be deemed to no longer be a member of the Committee.
8. The Committee shall review its terms of reference on an annual basis to assess relevance, mandate and membership.

CHAIR:

The Committee Chair shall be appointed by the Board from amongst the Directors on the Committee.

QUORUM:

A majority of the voting members shall constitute a quorum.

PROCEDURE:

1. In May of each year, the Governance Committee shall seek input from each of the Committee Chairs about its Committee membership including recommendations for changes, reappointments and any new non-Director appointments to the Committee. It shall also seek out the interest of Directors and non-Directors about their willingness to be reappointed to the Committee.
2. Any new non-Director appointment nominations should be made at this time and should include a recommendation from the Committee along with a biography indicating the nominee's background and expertise. Prior to contacting potential non-Director nominees, the Committee Chair shall seek the counsel of the Chair of the Board.
3. At the meeting of the Board of Directors in June of each year, the Governance Committee shall bring forward recommendations to the Board for Committee composition.
4. Upon appointment by the Board of Directors, Committee membership shall be confirmed with each member and circulated throughout the organization.
5. New Committee members shall be orientated to the work of the Committee as appropriate.