



## POLICIES AND PROCEDURES

# COMMITTEE PROCEDURES

### Terms of Reference

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Synchro BC Committees of the Board, Standing Committees and Ad Hoc Committees shall function with the following procedures:

## 1. FORMATION OF COMMITTEES

### 1.1 Committees of the Board:

1.1.1 The Board may, at its discretion, and by resolution at a Board meeting, create a *Committee of the Board* in topic areas under the general purview of the Board but which may more effectively and efficiently be discussed or overseen by a smaller group of Directors.

1.1.2 Each *Committee of the Board* must have a Terms of Reference approved by the Board prior to starting its work. The Terms will be available to all members and others through the Synchro BC website.

### 1.2 Standing Committees:

1.2.1 A *Standing Committee* is struck through a special resolution outlining the intended purpose and so approved at a meeting of the membership. Each approved Standing Committee is listed in the Bylaws of Synchro BC and is a permanent committee until such time as it is removed by special resolution.

1.2.2 Each *Standing Committee* shall have Terms of Reference developed and approved by the Board prior to committee appointments being made. The Terms will be available to all members and others through Synchro BC's website.

### 1.3 Ad Hoc Committees:

1.3.1 An *Ad Hoc Committee* is struck by the Board of Directors through a resolution at a Board or Membership meeting to fulfill a specific task over a set period of time.

1.3.2 Each *Ad Hoc Committee* shall have Terms of Reference developed and approved by the Board prior to committee appointments being made.

## 2. FUNCTIONING OF COMMITTEES

### 2.1 Committee Meetings:

2.1.1 All Committees will function in accordance with the Bylaws of the Society, the BC Society Act and Roberts Rules of Order (current edition), with specifics noted below.

2.1.2 Committee decisions will be reached by consensus or by simple majority

2.1.3 Committee Chairs can vote on any motion being considered by the committee

2.1.4 Meetings can be held in person, by teleconference or through other electronic meeting methods such as Skype.

2.1.5 A quorum is a simple majority of committee members appointed at the time of the meeting.

2.1.6 If the Chair is not able to attend the meeting, the Committee shall appointment a Chair for the meeting from amongst the members present.

2.1.7 A committee member shall be appointed as recording secretary for each meeting, with draft Minutes being circulated within 14 days of the meeting.

2.1.7.1 Standing and Ad Hoc Committee Meeting Minutes will be distributed to all Committee Members, as well as the Executive Director, Technical Director (if applicable), Event Manager (if applicable) and Directors.

2.1.7.2 Meeting Minutes for Committees of the Board will be distributed in accordance with the Terms of Reference for each committee.

### **3. COMMITTEE PROCEDURES AND MEMBER CONDUCT**

#### **3.1 Committees of the Board**

3.1.1 The Board may approve the use of external advisors for a *Committee of the Board*.

3.1.2 *Committees of the Board* are held to the same standards of confidentiality and conflict of interest as any discussion or deliberation of the Board as a whole.

3.1.3 If warranted by discussion items, the Committee may invite another Director or a member of staff to attend all or portions of a committee meeting.

#### **3.2 Standing Committees and Ad Hoc Committees**

3.2.1 If a Committee is not chaired by a member of the Board of Directors, the President will name a Director as the Board liaison to a Standing Committee, who may attend any or all Committee meetings.

3.2.2 A Committee may obtain the advice and counsel of external advisors, providing the Board has approved the involvement and any cost of engagement of such advisors.

3.2.3 Committee members and advisors shall maintain the confidentiality and privacy of all deliberations, and of records, materials and information which are not generally available to the members or the public.

3.2.4 Committees may invite members of the Society to attend portions of a meeting if they can provide special expertise or insight to an issue at hand. These members will not be privy to any committee decisions or recommendations that may come out of such discussions until the decision or recommendation is available to all members.

3.2.5 If warranted by discussion items, and if the staff person is not already appointed to the Committee, the Committee may invite a staff member to attend all or portions of a committee meeting.

### **4. APPOINTMENTS TO COMMITTEES:**

#### **4.1 Committees of the Board**

4.1.1 The Committee Chair is either designated by their position as the Director of the applicable portfolio, or appointed by the President.

4.1.2 If designated, they hold the position of Committee chair for the duration of the Director's time in office. If by appointment, the President will determine a period of no more than 2 years. A Chair may be re-appointed.

4.1.3 Other Committee members are either designated through their Director position, or selected by the Directors as a whole. If designated, committee membership is for the duration of the Director's time in office. If by appointment, the President will determine a period of no more than 2 years. Committee members may be re-appointed.

## **4.2 Standing Committees**

4.2.1 A call for interested candidates to fill new or expiring terms on all Standing Committees shall be made to the membership prior to every Annual General Meeting. The Board of Directors shall make appointments within 30 days of the Annual General Meeting.

4.2.2 Appointments shall go to the 2<sup>nd</sup> Annual General Meeting following the appointment, unless the term is shorter through expiry of a designated Committee membership (ie: Director completing their term of office).

4.2.2.1 For appointments to new Standing Committees, approximately half of the appointments should be made for only one year, and half for two year terms, to create a rotation of terms for committee members.

4.2.3 If the Chair of a *Standing Committee* or an *Ad Hoc Committee* is not designated by position on the Board, the Chair shall be appointed by the Board.

4.2.4 The Board shall fill vacancies on Standing Committees by appointment as necessary during any year, with the appointment to the vacated term to expire as per the committee member rotation.

4.2.5 Committee members can be re-appointed in accordance with the Terms of Reference for that committee.

## **4.3 Ad Hoc Committees**

4.3.1 At the time of approval of the Terms of Reference, a call for interested candidates from the membership may be made, or the Board may choose to recruit individuals for specific expertise.

4.3.2.1 If specific expertise is required, the call for interested candidates may be made outside of the Synchro BC membership.

4.3.2 The Board shall appoint all members within 45 days of the formation of the committee and shall name the Chair of the Committee.

4.3.3 The Board shall fill vacancies by appointment as necessary during the life of the committee.

4.3.4 All appointments shall be for the duration of the tasks assigned to the committee.

## **5. SUB-COMMITTEES**

### **5.1 Sub-Committee Composition and Authority:**

5.1.1 A *Standing Committee* may request permission from the Board to strike a sub-committee to undertake special shorter term projects under the Standing Committee's general jurisdiction.

5.1.1.1 The request must include a purpose statement, description of the scope of responsibility, anticipated timelines and accountability to the applicable Standing Committee

5.1.2 Sub-committee members will be tentatively appointed by the Committee Chair and may include individuals external to the Committee.

5.1.3 Appointments require final approval by the President or designate before the appointment is finalized.

## **6. COMMITTEE AUTHORITY**

### **6.1 Levels of Authority**

6.1.1 *Committees of the Board* have no authority in excess of that assigned by the Board. The Committees can make recommendations to the Board of Directors

6.1.2 *Standing Committees* must work within the parameters of the current Strategic Plan and Operational Plans of Synchro BC, and within approved annual budget levels. Program Implementation

Plans must be approved by the Board, but once approval has been given, should then be acted upon by the *Standing Committee*.

6.1.3 *Ad Hoc Committees* have no authority independent of that given by the Board of Directors in the Terms of Reference for the Committee.