

POLICY TYPE: GOVERNANCE PROCESS

4-07 Board and Committee Principles Policy

Background:

This policy applies to all Statutory Committees and any Non-Statutory Committees (Standing or Ad Hoc) formed by the Board. This policy does not apply to committees formed under the authority of the Registrar, CEO.

Statutory Committees are required by the Regulated Health Professions Act, 1991, and their composition is set out in the COO Bylaws. Statutory Committees support the work of the Board and contribute to producing the Board's Strategic Outcomes (Critical Outcomes), which are the responsibility of the Registrar and CEO (see Board-Staff Relationship Policies). Statutory Committees are accountable to the Registrar and CEO in the performance of their regulatory operational duties and to the Board for any governance related matters.

The Board may also establish Standing or Ad Hoc Committees, when required, to assist the Board in carrying out its governance responsibilities.

Purpose:

To outline the principles used by the COO Board to mandate and operate the Statutory Committees and Non-Statutory Committees.

Policy:

Non-Statutory Committees will be assigned to support and reinforce the work of the entire Board. They are expected to reinforce the wholeness of Board's job and will not interfere with delegation from the Board to the Registrar, CEO. Statutory Committees are designed to both address the independent operational work to implement the COO's regulatory processes as well as to advise the Board on any related governance policy work needed.

Statutory and Non-Statutory Committees may communicate with groups outside of the COO in order to gather information in relation to achieving their mandate. In doing so no Committee should usurp the role of the Board.

All Committee members (Directors and non-Directors) will receive appropriate orientation and education at the first committee meeting of the year and ongoing as needed. All Committee members will annually complete the COO's Fiduciary Acknowledgement Form setting out their professional affiliations to assist in identifying conflicts of interest.

All Statutory and Non-Statutory Committees will report regularly to the Board. All committees and all committee members will participate in an annual Committee evaluation.

Non-Statutory Committees

The following principles apply for the Board's use of Non-Statutory Committees:

1. A committee is a Non-Statutory Committee only if its existence and mandate come from the Board. The only standing Board Committees are those which are set forth in by-law and have a clear mandate, product, authority, timeline, and staff support considerations.
2. Non-Statutory Committees will assist the Board by preparing recommendations with implications for Board deliberation primarily focused on Board policy development and Board processes.
3. Given that Non-Statutory Committees are designed to assist the Board with its role, Non-Statutory committees are not created by the Board to advise staff, help staff do their jobs, or exercise authority over staff.
4. Non-Statutory Committees may not speak or act for the Board except when formally given such authority for specific and/or time-limited purposes.
5. All Non-Statutory Committee members shall function in accordance with Board policies, including but not limited to the Code of Conduct, Confidentiality, and Conflict of Interest Policy.
6. Except as defined in their written Terms of Reference Policy, no Non-Statutory Committee has authority to commit funds or resources of the College.
7. Any member of a Non-Statutory Committee may serve as the Chair except where otherwise stated in the bylaws.

Policy Note: *The Board works to comply with its own requirement to have one third of committee members be public Directors. There are occasions when public Director positions are vacant, that this self-imposed requirement cannot be met.*

Statutory Committees

The following principles apply to the use of Statutory Committees:

8. Statutory Committees conduct the independent regulatory work of the COO. In addition, they can assist the Board by preparing policy alternatives and their implications for the Board as governance issues arise in the process of conducting the independent regulatory work.
9. Statutory Committees may not speak or act for the Board except when formally given such specific authority for time-limited purposes.
10. The Statutory Committee composition is set out in the College's bylaws.
11. A Board-approved Terms of Reference Policy must exist for each Statutory Committee, which includes the purpose/mandate, authority, objectives and membership consistent with COO By-laws.
12. Statutory Committees cannot direct the work of management or exercise authority over staff. The Registrar, CEO is not required to obtain the approval of a Statutory Committee before taking an executive action related to achieving the Board's Strategic Outcomes (Critical Outcomes) Policy within Operational Boundaries (i.e. as laid out in the Registrar, CEO Position Description).

13. A Statutory Committee will not be used to monitor Registrar & CEO organizational performance, because the Board as a whole retains the sole responsibility and authority for monitoring Registrar, CEO and organizational performance.
14. All Statutory Committee members shall abide by the Board's "Code of Conduct, Confidentiality and Conflict of Interest Policy".
15. The Chair and Vice-Chair of each committee, other than the Executive Committee, shall be elected from among the members of the respective committees. (As stated in by-law 12.1b).
16. No Statutory Committee has the authority to commit COO funds or resources except as laid out in their Terms of Reference Policy.