

BOARD COMMITTEES

BRD 300

PURPOSE

1. Board committees are a mechanism that permits deeper examination of major areas for which the Board of Directors of Northern Health (the “Board”) has governance responsibilities, both continuing and emergent, and supports the Board in handling its responsibilities.
2. Only Directors may serve as voting members on Board committees.
3. Board committees and their respective mandates are established by the Board, and the Board may vary the committee structure from time to time to meet its governance needs. The current Board committees are:
 - Audit and Finance Committee
 - Governance and Management Relations Committee
 - Performance, Planning and Priorities Committee
 - Indigenous Health and Cultural Safety Committee
4. From time to time the Board may assign exceptional tasks to a committee not captured by the committee’s terms of reference.
5. The Board may delegate, by Board motion, specific areas of business to a committee to act on behalf of the Board between Board meetings and the committee must report thereon at the Board meeting immediately following.
6. Board committees are not established to assume functions or responsibilities that properly rest with management.

GENERAL GUIDELINES FOR COMMITTEES

1. Each committee reviews its mandate and terms of reference annually. These are submitted to the Governance and Management Relations Committee (GMR) for review in terms of alignment to policy standards, and then submitted by GMR to the Board for approval.
2. Each year the Board Chair is responsible for proposing to the Board the leadership and membership of each committee to be appointed. This will occur in accordance with the Board and Committee work plans or as needed to fill vacancies during the year.

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3. In preparing recommendations for committee membership and leadership, the Board Chair will consult with the President and Chief Executive Officer (the “CEO”) and take into account the preferences, skills and experience of each Director. Periodic rotation in committee membership and leadership is to be considered in a way that recognizes and balances the need for new ideas, continuity, and maintenance of functional expertise.
4. The Board Chair will be an ex-officio and voting member of all committees on which the Board Chair is not a formal member.
5. The CEO shall be an ex-officio and non-voting member of all committees.
6. A committee member may be removed or replaced at any time by the Board and will cease to be a member upon ceasing to be a Director of the Board.
7. The number of members and composition of each committee is indicated in each committee’s terms of reference.
8. Each committee will normally meet before each Board meeting or more frequently as deemed necessary by the committee. Generally, meetings will be scheduled each year in advance.
9. Business conducted by committees of the Board will not be open to the public and committee meetings are conducted in camera (BRD220).
10. Each committee shall have a committee timetable and work plan that outlines when the committee will address each of its duties and responsibilities during the course of the year. The timetable and work plan shall be referenced in the committee’s terms of reference, but does not form part of the terms of reference. Changes to the terms of reference require Board approval; changes to the timetable and work plan are the domain of the committee, can be made at any time, and must be recorded in the minutes of the committee. If, in the view of the committee, a work plan change is substantive, the terms of reference and work plan should be referred back to the Board for approval.
11. Notice of the time and place of every committee meeting shall be given in writing or email communication to each regular and ex officio member of the committee at least 48 hours prior to the time fixed for such meeting provided,

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- however, that a member may in any manner waive notice of a meeting; and attendance at a meeting is a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.
12. The Chair of a committee or any two members of a committee may call a meeting of the committee.
 13. If a committee Chair is unable to attend or is not present at any meeting of a committee within thirty minutes after the time that the meeting is scheduled to commence, one of the other members of the committee present at the meeting shall be chosen by the committee to preside at the meeting.
 14. A committee member may participate in a committee meeting by means of such telephonic, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other. A member participating in such a meeting by any such means is deemed to be present at the meeting.
 15. A quorum for the transaction of business at a committee meeting will be whichever is greater: a majority of voting directors (including the Board Chair if attending ex officio), or 2 directors. Questions arising at a meeting will be determined by a majority of votes of the members present. Note: 50% is the majority for a quorum; more than 50% is a majority for the purpose of voting.
 16. The committee shall designate a Recording Secretary who will ensure that the minutes of each committee meeting are prepared and given in a timely fashion to each committee member and to the Corporate Secretary. A complete meeting record will be maintained electronically by the Recording Secretary and the Corporate Secretary and shall be made available to Directors and the CEO.
 17. A committee may invite such Director or, in consultation with the CEO, such Northern Health employees or consultants as may be considered desirable to attend meetings and assist in the discussion and consideration of the business of the committee.

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18. A committee may, from time to time, require the expertise of outside resources, including independent counsel or other advisors. No outside resource will be retained without the approval of the Board or Board Chair, generally in consultation with the CEO.

19. Committees will provide written reports to the Board through minutes as outlined in #16 above, and will report to the Board at each Board meeting with respect to specific recommendations or advice consistent with its mandate or other responsibilities as assigned by the Board. The Board will take whatever action it deems appropriate.

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