



# RED LAKE MARGARET COCHENOUR MEMORIAL HOSPITAL

## -STATEMENT OF POLICY AND PROCEDURE-

<b>SUBJECT: Committee Principles, Rules &amp; Regulations</b>		<b>DOC. ID#: BG-MTG-04</b>
<b>MANUAL: BOARD OF DIRECTORS</b>		<b>Original Date: Feb-18</b>
<b>CATEGORY: MEETINGS</b>		<b>Last Revision Date: See Electronic Copy</b>
<b>DEVELOPED BY: CEO</b>	<b>APPROVED BY: BOARD CHAIR</b>	<b>Next Revision Date: See Electronic Copy</b>
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### 1. PURPOSE:

- To set out the guiding principles that the Board will apply when establishing Committees.
- To establish rules and regulations applicable to the operation and function of all Board Committees.

### 2. APPLICATION:

These rules and regulations apply to all Committees of the Board unless the Board otherwise determines by Board resolution or in the terms of reference adopted by the Board for a Committee. These rules and regulations are in addition to the provisions of the by-laws. In the event of a conflict between the by-laws, a resolution of the Board, the terms of reference of a Committee, and these rules and regulations, the order of precedence shall be:

1. The by-laws;
2. A resolution of the Board;
3. The terms of reference; and
4. These rules and regulations

### 3. GUIDING PRINCIPLES FOR ESTABLISHING COMMITTEES:

- Committees will consist of standing Committees as determined annually by the Board and *ad hoc* special Committees established from time to time by the Board.
- The Board will annually establish standing Committees which will be aligned with the Board's role and function and annual work plan, and reflect the priorities of the Board for the year.
- Special Committees will have specific tasks and timelines. They will be established, where required, to do the work of the Board in circumstances where a standing Committee is not required.
- Committees will have terms of reference (TOR) approved by the Board. The Committee TOR will establish clear areas of responsibility between the various standing Committees and special Committees.
- Committees will be empowered to consider and debate issues within their TOR or as requested by the Board and to make recommendations to the Board.

- Committees will have an established mechanism for reporting to their Board their progress on their TOR and work plans. Recommendations from a Committee that require a Board decision will be presented to the Board in the approved Board briefing note format.
- The Board meetings will be efficient. Board agendas will not repeat the work of the Committees. This requires the Board to trust that the Committees have followed a proper process. The Committee report at the Board meeting will respond to questions and discuss recommendations requiring Board approval.

**Composition:**

The composition of each Committee will be determined by the Board and included in the TOR.

**Membership:**

- Members will be appointed by the Board on recommendation of either the Board Chair or a Committee established by the Board for that purpose (such as the Executive/Nominations Committee).
- The Board will appoint any non-Director members (“community members”) where the community members are specified in the Committee composition. The TOR for a Committee may give that Committee the authority to appoint the community members.
- Community members will be voting and included in the quorum unless the TOR otherwise provide.
- The Board Chair, or a nominee designated by the Chair, will be an ex-officio member of all Board standing Committees. Where the Board Chair appoints a nominee as a member of a Committee in place of the Board Chair, such nominee must be an elected member of the Board and preferably be a Vice Chair.
- The CEO shall be an ex-officio member of all Board standing Committees other than the Committee responsible for the corporation’s audit.
- Staff will be assigned to the Committee by the Board or the CEO and will be resources to the Committee as appropriate.

**Term:**

Committee members are appointed for a term of one year and are eligible to be reappointed.

**Chair:**

- All Board standing Committees must be chaired by a Board Director.
- Committee chairs will be appointed by the Board on the recommendation of either the Board Chair or a Committee established for this purpose.
- The Chair of the meetings shall:
  - Call all meetings of the Committee;
  - Chair all meetings of the Committee;
  - Designate another Director who is a member of the Committee to chair the Committee in the Chair’s absence;
  - Report to the Board on the work of the Committee.

**Calling Meetings and Notice:**

Committee meetings may be called by the Chair of the Committee. Notice for a meeting of a Committee shall be given in the same manner and with the same amount of notice as applies to a meeting of the Board.

**Participants in Meetings:**

- Teleconference or videoconference participation is permitted.
- Committee members may not send a delegate.

**Quorum:**

Fifty percent of the voting members, provided a majority of voting members present are voting Directors.

**Voting:**

- Voting Board members on a Committee shall be voting members of the Committee. Unless the Committee TOR otherwise provide, non-voting members and community (non-board) members shall be voting members of a Committee in respect of all motions other than a motion that is binding on the Board.
- Only a member of a Committee entitled to vote on the motion may move or second a motion at a Committee meeting.
- There shall be no proxy voting.
- A member of a Committee participating in a meeting of the Committee by teleconference may vote by teleconference or videoconference.
- Staff assigned to the Committee will not be voting members of the Committee or be included in the quorum unless the TOR of the Committee otherwise provide.

**Guests:**

Committee Chairs may invite guests to attend meetings as resources, as required.

**Advisors:**

Any request for expert advice (such as legal or financial advice) to be made available to the Committee must be approved by the Board Chair or the CEO.

**4. AMENDMENT:**

This policy may be amended by the Board.