



A1.11 COMMITTEE OPERATING GUIDELINES

The Board has the power to create such standing Committees as may from time to time be required.¹

Current Committees of the Board are:

- a) Executive;
- b) Finance;
- c) Human Resources and Governance;
- d) Fundraising;
- e) Expansion;
- f) Communications; and
- g) Partnership and Enhancement.

The Board may also from time to time establish special Committees² to address time limited projects.

The Terms of Reference for each Committee are set out separately. The provisions below set out the operating guidelines applicable to all Committees.

PURPOSE

The purpose of the standing Committees is to provide in-depth concentration in key areas of Board responsibility and help the Board carry out its work.

MANDATE

Each Committee reviews its own Terms of Reference annually and submits any changes to the Board for review and approval.

¹ Bylaws, paragraph 7.1.

² *Ibid.*



ACCOUNTABILITY

Each Committee is accountable and reports to the Board. The Committees have no authority to direct staff, speak for, or commit the Foundation unless authorized by the Board through the applicable Terms of Reference or otherwise.

APPOINTMENT

Committee Chairs are appointed by the Board, and other Committee members are appointed by the Committee's Chair. Chairs and members are appointed for two-year renewable terms.

MEETINGS

The frequency of meetings is determined by the Committee's Chair. Meetings are called by the Chair or by any two Committee members. Reasonable notice is given of regular Committee meetings.

A majority of Committee members constitutes a quorum at Committee meetings. Questions arising at Committee meetings are decided by consensus where possible, and otherwise by a majority of votes.

RECOMMENDATIONS

Each Committee makes periodic recommendations to the Board in respect of the subject on which it was created to advise. The Board takes into consideration, but is not bound by, Committee recommendations.

REPORTING

Each Committee reports to the Board by distributing the Committee's minutes in advance of the next Board meeting and/or by providing an oral or written report that summarizes, at a high level, what the Committee has been working on (since it last reported to the Board), what the Committee is bringing forward for discussion and approval, and what is coming up on the Committee's agenda.



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STAFF SUPPORT

The CEO works with the Committee Chair to establish meeting agendas and ensure preparation of meeting materials. Each Committee Chair ensures that the minutes of each meeting are taken.