

TITLE:	Board Standing and Special Committees		
Manual/Policy#:	MRHA Boards of Directors # V-A-4	Entity:	AGH / CPDMH
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1. **POLICY STATEMENT**

Standing and Special Committees of the Allied Boards play an essential role in its functioning. They support the Allied Boards in fulfilling its defined roles and responsibilities by undertaking work and advising the Allied Boards within their Terms of Reference as defined by the Allied Boards. This policy supplements Article 8 of the MRHA Common Administrative By-laws which established the Allied Boards authority to establish Committees.

2. **SCOPE**

This policy applies to all Standing and Special Committees established by the Allied Boards. It does not apply to the Medical Advisory Committees or the Allied Boards Executive Committee, which is defined in article 8.6 of the MRHA Common Administrative By-laws.

3. **GUIDING PRINCIPLES**

N/A

4. **DEFINITIONS**

N/A

5. **PROCEDURE**

The Allied Boards will establish:

- i) Standing Committees, being those Committees whose duties are normally continuous by By-law or Board resolution and based on current and standing needs of the Allied Boards;
- ii) Such other Committees as may be necessary to undertake specific duties on a time-limited basis whose mandate will expire upon completion of the tasks assigned

The membership of Standing Committees will be approved by the Allied Boards annually on the recommendation of the Allied Boards Governance and Nominating Committee, at the first Allied Boards meeting following the Annual Meeting of Members. Terms of Reference of Standing Committees will initially be established by the Allied Boards. Thereafter they will be reviewed annually by each Standing Committee, with changes recommended to the Allied Boards for approval. The Allied Boards may amend Terms of Reference as required.

Terms of Reference and membership of Special Committees will be approved as required, but in no event less frequently than once per year.

The Allied Boards Committees should establish annual work plans for review by the Allied Boards.

All Directors will be expected to serve on at least one Standing Committee. A Director's preference with respect to membership on the Standing Committees will be accommodated where possible. In order to develop Director competency in the range of Allied Boards responsibilities, elected Directors will be expected to serve on at least two Allied Boards Standing Committees over the course of their service as Director.

The Allied Boards Chair and President & Chief Executive Officer shall be Ex-officio voting Members of each Standing Committee.

Each Standing Committee shall include at least - four (4) elected Directors, may include *ex officio* Directors appointed in accordance with the *Public Hospitals Act* or honorary Directors and with the exception of the Allied Boards Governance & Nominating Committee, may also include up to three (3) persons who are not Directors of the Corporation, unless otherwise required by legislation. All Standing Committee members shall be voting members but only elected or honorary Directors are eligible to serve as Chair.

The Allied Boards will monitor the performance of its Standing Committees at each regular meeting of the Allied Boards through a summary written report, which may be provided as draft meeting minutes. A verbal report by the Committee Chair may be provided regarding specific recommendations of the Standing Committee for approval by the Allied Boards and/or other matters of importance to the Allied Boards. The Committee Chair will respond to questions from the Allied Boards about the written or verbal reports.

No Allied Boards committee may speak or act for the Allied Boards unless formally given such authority for specific and time-limited purposes. Such delegation will be framed so as to not conflict with the authority delegated to the President & Chief Executive Officer.

Allied Boards Committees, unless otherwise specified, may not commit or bind the Corporations to any course of action. No decision of a Committee is binding on the Allied Boards until approved or ratified by the Allied Boards.

Unless otherwise authorized to do so, a Committee may not engage independent legal counsel, audit services or consulting advice without the prior approval of the Allied Boards.

Each Committee will be supported by appropriate professional and administrative staff resources.

Meetings of Committees are not open to the public.

The Allied Boards current standing Committees are:

Capital Projects
Finance, Resources and Audit
Governance & Nominating
Human Resources
Quality

6. **REFERENCES:** N/A

7. **APPENDICES:** N/A

Evaluation:

This policy will be reviewed every two years.