

Board Committee Policy

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Introduction

Committees play a pivotal role in the governance and effective functioning of nonprofit boards. This policy outlines the principles, structures, and procedures that should guide the formation and operation of board committees. This framework is designed to ensure that committees contribute strategically, operate transparently, and remain aligned with the organization’s mission and board responsibilities.

Purpose of Board Committees

Committees are established to enable the board to manage its work more effectively by delegating tasks and focusing on specific areas essential to the organization’s success. They provide specialized insight, support informed decision-making, and help the board fulfill its fiduciary, strategic, and operational duties. However, the board retains ultimate authority and responsibility for governance and oversight; committees do not supplant the full board’s role.

Types of Board Committees

- **Standing Committees:** These are ongoing committees with responsibilities that align with the board's core governance functions, such as finance, audit, resource development, membership, nominations, and executive committees.
- **Ad Hoc or Task Forces:** Created for a specific, time-limited purpose, these committees address specific issues or projects, such as strategic planning, bylaw review, or special events.
- **Advisory Committees:** Structured as consultative bodies, these committees are composed of individuals—often including both board members and external experts—who provide specialized guidance, informed recommendations, and non-binding advice to the board or its committees. Their purpose is to supplement board deliberations with diverse expertise and perspectives, enhancing the board's ability to make well-informed strategic decisions.

Establishment and Dissolution of Committees

The board, by majority vote, establishes or dissolves committees as needed to address strategic priorities. Each committee shall have a written charter, approved by the board, specifying its purpose, authority, composition, and reporting responsibilities. Standing committees should be limited to those necessary for effective governance with regular evaluation to ensure committees remain relevant and productive.

Committee Charters

Each committee will operate under a formal charter that clearly defines:

- Purpose and scope of work
- Authority and limitations
- Membership and leadership structure
- Reporting requirements
- Meeting frequency
- Duration (for task forces)

Charters should be reviewed and, if necessary, updated annually to reflect evolving needs and best practices.

Committee Membership

Committee members are appointed by the board president in consultation with the board, subject to board approval. Committees should have a defined minimum and maximum size. Where appropriate, non-board members with relevant expertise may be invited to serve, especially on advisory or task-specific committees. Diversity of experience and perspective in committee composition should be taken into consideration to support effective governance and innovation.

Committee Chairs

Each committee shall be chaired by a board member appointed by the board president and approved by the board. The chair is responsible for convening meetings, setting agendas, facilitating discussion, and ensuring effective communication between the committee and the full board. The chair also leads the annual evaluation of committee effectiveness and is responsible for delivering updates and reports to the board.

Meetings and Reporting

Committees shall meet as frequently as necessary to accomplish their assigned tasks but not less than once per year. Meetings may be held in person, by phone, or virtually, as appropriate. Minutes must be kept for all meetings and distributed to the full board for review. Committees shall deliver regular reports to the board at scheduled meetings, summarizing key activities, recommendations, and any recommended board actions.

Committee Cycle

The committee will function on an annual cycle beginning after the conference at which elections are conducted and ending the final day of the conference the following year.

A quorum, defined as a majority of committee voting members, must be present to conduct official business. Regular attendance and active participation are expected of all committee members.

Authority and Limitations

Committees serve in an advisory capacity unless granted specific delegated authority by the board (e.g., the finance committee may be authorized to approve minor expenditures

within board-defined limits). All significant recommendations or actions must be reviewed and approved by the board before implementation. The full board retains fiduciary responsibility and cannot delegate legal or governance obligations to committees.

General Authority and Limitations

- Committees of the Association do not have decision-making authority on behalf of the board or the Association.
- They may make recommendations but cannot commit the organization to action or policy.
- All activities must align with the organization's mission, values, and strategic plan.

Evaluation and Sunset

Annually, each committee will assess its performance relative to its charter and objectives and develop a final report to be submitted to the board of directors. This process, led by the committee chair, should include:

- Review of accomplishments and challenges
- Assessment of composition and participation
- Analysis of meeting frequency and effectiveness
- Recommendations for improvement or dissolution

The board will review committees of the Association annually for effectiveness and relevance. Task forces and time-limited groups are disbanded upon completion of their objectives.

Conflicts of Interest and Confidentiality

All committee members must adhere to the Association's conflict of interest and confidentiality policies.

Review and Amendment

This Board Committee Policy shall be reviewed at least every two years or as organizational needs dictate. Amendments require a majority vote of the Board of Directors.