Guide to Effective Committees for Directors of Not-for-Profit Organizations

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Third Edition

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Canadian Society of Association Executives
Société canadienne des directeurs d'association

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Preface

The author extends sincere appreciation to Signe Holstein, CAE, the co-author of the first and second editions of this publication, for her wisdom and insight into the work of committees in not-for-profit organizations, and what can and should be done to enhance their effectiveness.

Throughout this publication, the following definitions are used:

- **Board:** refers to the elected governing body of a not-for-profit organization, most often referred to as board of directors or board of governors

- **Chair:** refers to the volunteer leader of the board or a committee. This is a volunteer (unpaid) position, the occupant of which serves as chair at meetings of the board or committee

- **CSO:** refers to the Chief Staff Officer (the most senior paid staff person), often holding the title of CEO, president or executive director

Chapter 1: Committees—An Overview

F or the purposes of this publication, a "committee" by any other name is still a committee. The purpose, terms of reference, time frame and reporting requirements may be different, but they all serve the purpose of furthering the work of the board and/or the organization. It is not my intent to suggest that all of the committees outlined in this publication need to exist in each not-for-profit organization. Rather, each organization will decide which committees should exist and what role they will play in furthering the organization's work.

At their best, committees:

- aid in accomplishing the work of the organization;

- provide valuable insight and advice to the board of directors and/or staff;

- serve as a vital link between the organization and the attitudes and concerns of its members and/or stakeholders; and,

- serve as an important training ground for future leaders.

At their worst, committees:

- delay decision-making and action;

- duplicate the efforts of the board, the staff, or other committees;

- waste valuable human and fiscal resources; and,

- impede innovation and creativity within an organization.

The goal of this publication is to help ensure your organization does not include yourself in this latter category.

The number and type of committees, their role and mandate, and how they work will vary depending on the size, resources, staffing and governance culture of an organization. Resources, staffing and governance culture have a significant

impact on the decision to form committees. Smaller organizations (those with few or no staff resources), are more likely to rely heavily on volunteer hours to accomplish the work of the organization, and the committees that are formed in these circumstances become the 'work horses' of the organization. That can and should change (or at the least be reassessed) when staff are employed to perform managerial and operational tasks.

Ensuring that an organization has the right committees, with the right mandate, the right leadership, and that they are accomplishing the tasks they were intended to accomplish in a timely fashion, requires the ongoing attention of the board and staff.

Is It a Board Committee or an Operational Committee?
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In organizations that employ professional staff, there must be a clear distinction between a board committee and an operational committee. **Board committees** perform work that helps the board do its job—the nominating committee, audit committee and board development committee are good examples of board committees. In the case of board committees, the board establishes them, sets out their objectives, monitors their progress and holds them accountable.

> *"… if the organization employs staff, the board needs to be mindful of the fact that appointing a committee to help staff do their job compromises the ability of the board to hold their CSO accountable for outcomes."*

Operational committees are committees that help staff do their work. Examples are a marketing, membership or conference committee. Once the board assigns a goal to the CSO, if they are of the view a committee can help achieve that goal, then they establish a committee, establish the committee's terms of reference, appoint committee members, and hold the committee accountable.

Grasping the distinction between a board committee and an operational committee can be difficult for some board members, particularly those who have served on the boards of other organizations that did not employ administrative staff—in those cases, the board appointed every committee.

It is helpful to think about the distinction this way. Let us assume that the board wants membership increased by 10 percent in the next fiscal year, that the CSO considers this a reasonable objective, and achieving that goal forms a part of the CSO's operational plan for the coming year. Let us assume further that the board then appoints a membership committee, and that the committee views its role as telling the CSO how to go about the membership recruitment campaign. Finally, let's assume that the membership campaign only resulted in a 3 percent increase in membership during the fiscal year in question.

The question is this: Is it appropriate or fair to hold the CSO accountable for the failure of the membership campaign when they were instructed to work with a committee the board appointed and to do what the committee told them to do? I think not.

Once a goal has been delegated to the CSO, it is up to them to determine if they even need a committee to help achieve that goal. If they do, it is up to them to determine what role the committee will play, and who they want to serve on that committee. That committee is accountable to the CSO and is an operational committee. If one or more committee members are poor performers, the CSO can replace them.

At the end of the day, the board will assess CSO performance on whether or not a particular goal was achieved—hampering the ability of the CSO to apply her skills and competencies to the achievement of this goal makes no sense.

In summary, if the organization employs staff, the board needs to be mindful of the fact that appointing a committee to help staff do their job compromises the ability of the board to hold their CSO accountable for outcomes. The board should only concern itself with committees designed to help the board do board work.

Bylaws May Dictate the Need for Some Committees

"The trend today is the removal of references to specific committees from bylaws in favour of a brief clause that allows the board to establish or disband any committees as governance needs dictate."

Your organization's bylaws may contain provisions establishing one or more committees and their duties. Often referred to as "standing committees," they may include a governance, nominations, finance and audit or executive committee.

The trend today is the removal of references to specific committees from bylaws in favour of a brief clause that allows the

board to establish or disband any committees as governance needs dictate. This gives a board the ability to be flexible and nimble in creating and disbanding committees as the organization's needs shift. Similarly, it allows the board to expand the scope of a specific committee, or disband a committee, without having to undergo the tenuous process of having the bylaws altered by the membership at an annual general meeting.

Sample Bylaw Wording re: Committees

The Board of Directors may establish such committees as deemed necessary.

Source: Bylaws of the Canadian Society of Association Executives

For example, the bylaws of many not-for-profit organizations require a nominating committee and define the mandate of that committee in a narrow fashion. Should the board decide to combine board development and the nominations functions into one committee, as many organizations are now doing, the bylaws must be changed either to remove the reference to a nominating committee or amend the mandate. It is a simpler solution to create the flexibility to manage this situation from the onset. Experience suggests that bylaws contain a host of provisions that are better suited to board policy. A solid argument for change to the bylaws to give the board the flexibility it needs to act quickly to changing circumstances will likely be met with the approval of the membership.

There are four types of committees commonly found in organizations today: standing committees, task forces, work groups and advisory committees. In this section, we'll describe each in detail to help you identify which kind of committee best serves different purposes.

Types of Committees

Standing Committees

Standing committee is a term often used to describe committees that continue over time, with a mandate tied to an ongoing activity of the organization. An organization may have standing committees designated to make policy recommendations to the board, undertake long-term assignments and carry out specific activities defined by the board. Examples include the nominations committee and the board development committee.

Task Forces

Task forces may be formed to undertake a specific task, often when it is determined that the issue or work to be done is too complex or onerous to be handled by the entire board or staff. Their activities are limited in scope and are to be accomplished within a specific time frame. Goals, objectives and tasks are outlined in their terms of reference to ensure the task force remains focused on its primary objective. Once their work is completed, the task force ceases to exist. A task force might, for example, be struck to carry out research on a proposed board policy or strategic goal, and make recommendations to the board.

Work Groups

Work groups and other special committees may be formed to undertake specific tasks. These groups may work as a subset of an established committee where it makes sense to break the larger task of the committee into smaller tasks. Similarly, a work group may work with staff on an operational matter where the skills of the members are of assistance to staff. These work groups or committees are time limited, have limited scope and may report directly to an established committee or to staff. These committees cease to exist when the task is completed.

Advisory Committees

An advisory committee may be struck to advise the board, a committee or staff where specific expertise is useful. It has little authority and no decision-making role, as the authority rests with the board or staff. An example of an advisory committee is one that advises staff on needs, content and potential providers of professional development initiatives for members.

It is important to remember that at no time does the work of a committee supplant the responsibility of either the board (if it is a board committee) or the staff (if it is an operational committee). Care should be taken to consider recommendations from a committee to ensure that the recommendations are in the best interest of the organization.

Is Forming a Committee the Most Efficient Way to Achieve Your Goal?

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It is easy to strike a committee: give it a name and recruit some members. Far too often, after protracted discussion and debate occurs with no conclusion, someone raises their hand and suggests a committee be formed to tackle the matter. That hand in the air is quickly joined by others who may simply want the matter to disappear from their agenda. Before that step is taken, however, it is important to determine if establishing a committee is the best way to achieve your objective. Striking a committee when it is not truly needed is a waste of goodwill, precious human and financial resources, and time. It is far better to determine, up front, whether or not a committee is needed and, when one is required, what type of committee it should be.

"Striking a committee when it is not truly needed is a waste of goodwill, precious human and financial resources, and time."

Volunteers want to know that their committee work is valued and is making a difference. Committees that are struck without a clearly defined purpose will find it extremely difficult to accomplish anything meaningful. When poorly defined, a committee's work or recommendations may not accomplish what was intended, resulting in frustration on the part of committee members, as well as the board and/or staff. The result is unhappy members and a waste of leadership potential. And experience demonstrates that unhappy members tend to share those views with others – that will not help your organization attract competent volunteers in the future when they are sorely needed.

Every organization will have a different need for committees depending on its size, financial and staff resources, availability of volunteers, and governance culture. The decision of whether a task is best delegated to a committee, left in the hands of the board as a whole, or delegated to staff will depend on the number of and availability of capable volunteers or staff members, as well as their specific skills and subject matter expertise on the issue at hand.

Questions to Help Determine If a Committee is the Right Choice

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> "Does the work of this committee align with your organization's strategic priorities? If not, why are you allocating resources to it?"

It's prudent to consider a number of questions before establishing a new committee. I suggest the following as a starting point:

• Does it make strategic sense?

• Does the work of this committee align with your organization's strategic priorities? If not, why are you allocating resources to it?

• Is this issue an emerging and critical issue that requires attention?

• Must the work be done quickly and well?

• Will the committee's work help make informed decisions, improve effectiveness and better serve the members and/or stakeholders of your organization?

• What are the financial implications of this committee?

• Is there already a committee in place that can take on the task? Can its mandate be expanded or revised?

• Is it a group task or is it better accomplished by an individual?

• Would a consultant or contract staff person be better able to complete the work?

Warning Signs at Inception

Avoid establishing a committee when the issue is politically charged and the board is unable to decide how to manage the issue. Invariably this committee will have similar difficulties.

Be sure to select a chair who is an excellent, unbiased facilitator, someone with the skills to find common ground. Support that chair by establishing a clear, attainable mandate.

Be careful to select a balance of opinions and perspectives among committee members when the committee is established. When a balanced, positive, productive environment is created, a committee can be successful.

Avoid striking a committee to appease a strong board member with a personal agenda, even when that agenda fits the board's current strategies or initiatives. The outcome of these types of committees— one struck for the wrong reasons—is that they are likely to create discomfort or dissension on the committee itself, as well as on the board.

Chapter 2:
Common Committees in the Not-for-Profit Sector

The Executive Committee
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Common Situation

Executive Committees were commonplace in not-for-profit organizations in the 20th century. Many bylaws gave the Executive Committee (traditionally comprised of the officers such as the chair, vice-chair, past-chair of the board), the ability to deal with "emergencies" between board meetings. Back then, quick and effective communication among an entire board of directors was not just difficult, but extremely costly. A conference call between 20-30 board members (a typical size of a board of directors in the late 20th century) cost well into the thousands of dollars, and the cost just to arrange such a meeting was also significant, not to mention time-consuming. Keep in mind, back then, there were no ways to communicate electronically with a group of individuals.

In some organizations, the Executive Committee met shortly before board meetings and essentially held a board meeting on a smaller scale. They often made "recommendations" to the full board – that resulted in some board members feeling as if their job was to simply "rubber-stamp" proposals advanced to them by the Executive Committee. It also left some board members wondering if they were relevant, or worse yet, at risk of being held liable for a decision they didn't even make. We do not suggest here that members of Executive Committees in days gone by were intentionally usurping the board's role – in most situations, a lack of clear and documented policy resulted in Executive Committees (and boards for that matter) making assumptions about what their job was, and was not, with the best of intentions.

Ideal Situation

Given the ease of communicating in the 21st century, combined with the trend toward smaller boards, many not-for-profit boards are eliminating Executive Committees altogether. Alternatively, boards are establishing clear policy setting out what authority they are granting to the Executive Committee, and are holding them accountable for compliance with that policy. After all, the Executive Committee, where one exists, is accountable to the board – it is not above the board as many suggested or assumed in the past. And ask yourself this: if there is indeed a true emergency, doesn't it seem appropriate for every member of the board of directors to be aware of that fact? I hold the view that indeed, they do.

Recommendations

Care should be taken to ensure an Executive Committee, if one exists, does not duplicate work of the board, or, worse yet, make decisions and take actions that rightfully or legally belong with the full board of directors. Clearly documented terms of reference, adopted by the full board of directors in the form of governing policy, are of critical importance. A sample can be found in the appendix to this publication. And if, as is the trend today, your board is comprised of fewer members than it was years ago, it may well be prudent to discuss and determine if your organization even requires an Executive Committee moving forward.

> *"Care should be taken to ensure an Executive Committee, if one exists, does not duplicate work of the board, or, worse yet, make decisions and take actions that rightfully or legally belong with the full board of directors."*

The Nominating Committee

Common Situation

It was commonplace in the 20th century for not-for-profit bylaws to require the establishment of a Nominating Committee, chaired by the immediate past-chair of the organization. The logic was that the outgoing leader would have one significant task during their final year of service to the organization, that being

the identification and recruitment of new individuals to serve on the board of directors. Sadly, this practice frequently failed organizations. The author has often witnessed, a couple of months prior to an annual general meeting, the past-chair simply asking existing board members if they wanted to return, and breathing a sigh of relief when all or most board members responded positively. Little or no attention was paid to the commitment exhibited by, and the ongoing performance of current board members. And when vacancies occurred, little was done other than ask other board members if they knew of anyone who might want a seat at the table. These factors may well have formed the basis of the assertion by association leaders over the years that they struggled to find "warm bodies" to fill empty seats on the board of directors.

The Ideal Situation

How much easier would it be for an organization to recruit and retain competent board members if the membership and/or stakeholders were well aware of the great work the board was performing on their behalf, and, that the board took its work seriously? Governance (the work of the board) is important – it is also something that must be learned.

The trend toward the establishment of Board Development Committees, in lieu of Nominating Committees, is taking hold. Board Development Committees not only assume the task of preparing a slate of candidates for nomination to the board for the coming year, but may also:

- Identify learning needs of the board as a whole to ensure it is capable of discharging its governance function

- Ensure an annual evaluation of the performance of the board is undertaken

- Ensure peer-to-peer evaluation of individual board members takes place annually and that performance issues are addressed as they arise

- Develop and deliver an orientation for new board members that focuses on how to board governs the organization, and what legal obligations fall to individual board members

- Identify the competencies required at the board table, and maintain a roster of potential new board members with those competencies to fill vacancies as they arise

Recommendations

Boards need to pay greater attention to succession planning – after all, every single board member will leave at some juncture. Many are learning through experience that the more attention they pay to board development and succession, the greater the payoff. That just makes sense. We also suggest that these tasks should not be delegated to CSOs or other paid staff. Many CSOs have filled the void left by inattention to these important matters by the board itself, but are aware that the optics of being involved in the recruitment of their future boss is troublesome. If your board is not paying enough attention to board effectiveness and succession, you may well benefit by establishing a Board Development Committee in lieu of a Nominating Committee.

> *"Many are learning through experience that the more attention they pay to board development and succession, the greater the payoff."*

Finance Committee

Common Situation

Given that fiduciary duty is a critical part of a board's responsibilities, some form of a financial oversight committee is the norm in not-for-profit organizations. The role and mandate of this committee will vary widely depending on the size of the organization, its governance culture and the governance model employed by the organization, its financial situation at any given time, and, the policies that are in place governing financial activity by the CSO.

Many small organizations with limited or no staff will often rely on a volunteer finance committee to assist with budget development, review of monthly financial statements, development of financial policies, general financial management and management of the investments. This committee takes a hands-on approach, and functions in the operational area of the organization.

Desired Situation

As an organization evolves and recruits managerial staff with financial expertise, the role of the finance committee should change to one that is less operational. The committee should now be concerned with whether or not the financial

affairs are being managed in accordance with the overall policies of the board. The board's treasurer (where one exists) often serves as finance committee chair. As not-for-profit organizations continue to evolve, along with board policy and the monitoring of that policy by the board, there may come a time when the finance committee and the office of board treasurer serves no real purpose.

Recommendations

> *"It is important to note that even if a finance committee is in place, the board itself cannot disregard its responsibility for financial oversight."*

It is important to note that even if a finance committee is in place, the board itself cannot disregard its responsibility for financial oversight. Board members always have a fiduciary duty. When a finance committee is in place, board members should not assume that the committee has asked all appropriate questions or considered any and all potential risks. Each and every director must review all financial statements and, more importantly, understand them. A surprisingly large percentage of the population has great difficultly reading and interpreting financial documents, yet many are hesitant to admit that is indeed the case. It is important to provide appropriate training to board members to ensure they can discharge this critically important legal obligation. For more information on the fiduciary responsibilities of board members, see CSAE's *Duties & Responsibilities of Directors of Not-For-Profit Organizations*, available at **www.csae.com/bookstore**.

Other Potential Committees

Committee	Mandate
Risk Management Committee	Supports the board in fulfilling its responsibilities for identifying, documenting, measuring and managing and any significant financial and operational risks.
Fundraising	Oversees the development and implementation of the fundraising plan. NOTE: Where the organization employs staff, this committee is considered an operational committee: it is formed by and accountable to the CSO or his or her designate.
Ethics	Develops and applies guidelines for ensuring ethical behaviour and resolving ethical conflicts. Once guidelines and processes are developed and approved, the committee may be disbanded and only struck when an ethics issue arises.
Professional Development	Identifies professional development needs and opportunities; recommends appropriate faculty and evaluates success of programs. NOTE: Where the organization employs staff, this committee is considered an operational committee: it is formed by and accountable to the CSO or his or her designate.
Editorial Committee	Aids in the identification of issues to be addressed in the organization's official publications (i.e. magazine or professional journal), and may identify potential contributors. **NOTE:** Where the organization employs staff, this committee is considered an operational committee: it is formed by and accountable to the CSO or his or her designate.

The above list is not an exhaustive one, but rather an example of the types of committees found in various not-for-profit organizations.

Chapter 3:
A Framework for
Effective Committees

> *"As an organization evolves and adapts to ongoing trends, it is prudent to assess whether any or all committees remain relevant."*

Delegating work to committees can be an effective way to accomplish things. But committees will only achieve a successful outcome if their work is clearly defined at the outset. Committees must understand what they are expected to deliver, by when, to whom, and what resources (financial and human) they have at their disposal.

Regardless of the type of committee, there must be a process in place to regularly monitor the committee's work and progress. Non-functioning committees are a waste of resources and have considerable potential to become a source of member and/or stakeholder dissatisfaction.

As an organization evolves and adapts to ongoing trends, it is prudent to assess whether any or all committees remain relevant. Internal and external trends result in changes to member and stakeholder needs, and thus, the organization's priorities and goals. That may well result in a committee that once had great value at some point becoming redundant. Again, we reinforce the need for your bylaws to allow these types of changes to be made by the board or the CSO quickly as issues arise.

It is important, as stated elsewhere, that there is no duplication of effort or confusion about who is ultimately accountable for what.

Every board and CSO should undergo an annual review of the committees they have established and re-confirm that their work continues to add value to the organization.

Terms of Reference: The Foundation for an Effective Committee

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Consider the following scenarios:

- Following a shocking financial year-end report, a board hired an interim CSO and tasked her with determining the cause(s) of their significant deficit the year before, and to propose solutions to ensure such a situation does not happen again. The CSO ultimately informed the board that it had established in excess of thirty (30) committees, many of which were spending unbudgeted money, and none of which saw themselves as accountable to the CSO.

- A committee tasked with examining the future of an organization decided to terminate the CSO and informed the membership accordingly. Board members were shocked that the committee acted in an arbitrary manner, and claimed they had not given the committee any such authority. The CSO, naturally, engaged legal counsel, and ultimately elected to leave the organization.

The above are samples of situations that demonstrate the need for clear and documented terms of reference for every committee established in a not-for-profit organization. It is believed that most volunteers have the best of intentions when they agree to serve on a committee. Without clear direction, however, committee chairs and members may well be forced to make assumptions about what they are to accomplish and how much authority they possess. That serves no one well.

A committee's chance of success increases substantially when the organization take the time to lay a firm foundation. That foundation is documented terms of reference, which are most effective when they clearly define the following:

- the committee's purpose or mandate;

- membership requirements;

- term of office for its members;

- how the chair is selected or appointed;

- the committee's authority, accountability and reporting requirements;

- what budget it has available (or how to request funds in the budget); and,

- what staff support it has available and what functions they will perform.

(See the appendix for a general terms of reference template, and *Appendices B1–B4* for specific terms of reference samples.)

Purpose or Mandate

The purpose or mandate statement broadly defines the committee's scope of activity and the anticipated outcomes of its work. It may also include specific work, activities or tasks that the committee is expected to complete. These are generally written as specific goals with measurable outcomes. These activities should support the overall purpose of the committee and be consistent with the organization's mission and strategic direction. It is important that the board, the CSO and the committee members all have the same understanding of the purpose and scope of the committee's activities.

It is the board's job to clearly define the mandate of any committee it establishes and the expected outcomes of its work. This is not a task that should be left to the board chair or the CSO, as doing so increases the risk that individual board members will have differing opinions and levels of understanding of the committee's mandate. This risk is further compounded when a chair for the committee is recruited without the committee's mandate clearly defined.

Committee Membership

Recruiting committee members may fall to the committee chair, the committee itself, the CSO, or board chair. In the case of a board committee, the full board should consider and approve the criteria for membership on the committee and determine who will appoint committee members should the board wish to delegate that task. Committee membership varies with the purpose of the committee. For instance, membership on the board development committee may be spelled out in board policy.

Many committees are best served with a mix of skills and interests. Regardless, the committee's terms of reference should identify which types of individuals and skill sets are needed and consider gender, geography and organizational culture in defining committee membership.

For example, if a task force is struck to investigate improving relationships between local units and the provincial association, membership should include representatives from the local unit, the board and at least one uninvolved member. Since communications and availability of resources can often be part of the issue, it might be important to also include a staff representative.

Committee Chair

It is important to choose the right chair with the right skills, the most important of which is the ability to provide leadership. The chair must establish and maintain momentum on a work plan, facilitate group discussion (by creating a positive work environment for a group that

> *"It is important to choose the right chair with the right skills, the most important of which is the ability to provide leadership."*

holds diverse opinions), and communicate on a timely basis to other parts of the organization, often through the staff and board. The chair must also understand the limitations of the committee's scope, be aware of all policies governing the committee's work and the requirements for confidentiality and appropriate communication.

Obviously, this is an important role. There are several ways this can be accomplished: the chair may be appointed first and recruit committee members after this appointment, or the committee itself may be given the authority to elect a chair from among its members. This second method can be especially effective when members are recruited for their subject matter expertise and skills, as is often the case with some task forces and work groups.

In some organizations, finding individuals with the competencies needed to lead and drive committee work is a huge challenge. In those instances, investing time and money into training those interested in leadership positions in the organization can pay huge dividends over the long term. The quality of their work for the organization will be enhanced, and they will appreciate the skills they are learning along the way.

> *When terms of office are greater than one year, set up a committee database to keep track of the date of appointment, the number of terms and, if a board committee, when the board needs to reconfirm committee membership.*

It is wise to have a succession plan in place so the committee always has qualified and competent members to draw upon. Sometimes a natural succession plan is created through the appointment of a vice-chair who assists the chair with the workload and serves as chair when the chair is unavoidably absent. This allows the vice-chair to learn the ropes before assuming the role of chair.

There may also be value in having the chair remain on the committee for one year in an advisory capacity, in the position of past chair. This can enhance continuity within the committee and provide some of the committee's history, which might include the background and rationale for past decisions. In these circumstances, the past chair must understand his role as mentor and historian, and refrain from undermining the authority of the new chair or resist changes that the committee is considering.

Term of Office

It is important to define terms of office for the chair and committee members, as well as the number of terms an individual may serve. Some organizations confirm committee chairs annually. Others set a term of two to three years for the chair and committee members, with overlapping terms to ensure some continuity in the committee membership.

There is a delicate balance between maintaining expertise and perpetuating committee membership. Avoid static membership on a committee where members are reappointed year after year, and new members are rarely added. While committee members may work well together, due to their familiarity with the activities of the committee and each other, new members bring new ideas, perspectives and approaches. New members also guard against stagnation or vested interest. If, for example, the committee has an impact on the economic interests of the membership—such as being involved in the development of a fee guideline for a profession—members may have a vested interest in remaining on the committee over a long period of time. With a clear term of office, you strike the ideal balance between helpful continuity and strangling stagnation. And, members know their length of service will expire at a certain point.

Staggering terms is also helpful (i.e., appointing members for two-year terms, with some terms expiring each year). It ensures that you don't find yourself losing a large number of committee members (and their knowledge) at any one time.

Canadian Society of Association Executives

Accountability

Have you ever attended a board meeting where protracted discussion concludes with a decision to establish a committee to deal with the issue? Board members, at that juncture, feel relief—as though a motion to establish a committee has actually resolved the issue. Far from it.

> *"when a board delegates a task to a committee, it must establish how it will monitor the committee's progress"*

It is helpful to think of committees as another employee, someone to whom you are delegating something. Successful delegation requires a clear outcome (what needs to be accomplished, and by when), a solid understanding of the rules one must comply with as he completes his work (documented policies), and, the resources available to help him do his work (human and fiscal). More detail on these issues can be found elsewhere in this publication.

It is accountability where many boards fail. When a board delegates a task to a committee, it must also establish how it will monitor the committee's progress. Simply assuming that the assigned work will actually be accomplished is a mistake. The board must be clear at the outset on how it will both monitor the committee's progress and follow through.

Authority

This section of the terms of reference outlines the circumstances under which a committee can act independently, without taking a recommendation to the board, or asking the permission of the board (board committee) or of the CSO (operational committee). This authority must be consistent with the committee's purpose and scope of activities, and within the policies set by the board or the CSO. Conversely, the authority section also makes it clear which elements of its work require approval or adoption, and by whom (the board or the CSO).

For example, an organization strikes a committee to develop a response to a piece of legislation that has an impact on its members. The committee may have the authority to present approved positions and principles to government and other stakeholders, but does not have the authority to put forward positions that have not been approved by the board. In this case, the authority is clear. However, another committee may not be in a position to share information, conclusions or recommendations at all until the board has approved the recommendations and developed a communication strategy to inform the

members, or other stakeholders. These limits are clearly outlined in the authority statement. This second scenario is most often the case when the issues are complex or potentially divisive.

Example of an Authority Statement

The committee has authority, within the policy parameters and budget to:

- Develop strategies and tactics to ensure the industry's position and policies on [insert specific issue] are effectively articulated to key stakeholders, media and the general public.

- Prepare and coordinate proactive initiatives to better position the industry on issues of vital importance.

- Identify and communicate to the membership regulatory changes that affect the industry.

- Develop and expand communication and cooperation among all levels of the government and the industry.

- Promote the responsible interests of the industry related to [insert specific issue].

Reporting Requirements

There are two aspects of reporting requirements: the first is to keep minutes of committee meetings; the second is to clearly outline reporting expectations.

Minutes serve the dual purpose of keeping committee members informed of discussions if they are absent from a meeting, and establishing a permanent record of the committee's discussions and conclusions. Minutes should be a synopsis of the discussion, along with the decisions and recommendations and the rationale for them. They should not be a repetition of the entire discussion.

It helps to develop a common form for taking minutes and to save time and enhance communication. Most organizations find it most effective to have one individual assigned to the task. If the committee chooses to rotate the responsibility, it is best to set up a schedule in advance to prevent wasting time trying to find a volunteer at each meeting. It also helps to have a standard format to follow. (*See Appendix C for a sample format; for more information on taking minutes, see CSAE's Minute Taker's Handbook, available at* **www.csae.com/bookstore**.)

In the case of a board committee, any report to the board needs to provide enough information to present the issues and recommendations brought forward and to enable the board to make an informed decision. How detailed that report needs to be will vary by committee, and by organization culture and structure. The board may want a summary of the full deliberations of the committee (including the options considered, the risks and benefits of the options, along with pros and cons, followed by the recommendations for the board's consideration). The rationale for the recommendations would be clearly outlined in the summary of the report. Conversely, the board might only require a brief background of the issue and options, along with the recommendations being brought forward—likely with the rationale for those recommendations.

This section of the terms of reference should also include information on how often the board requires a committee report. This will depend, in part, on how often the board meets, but the board may require an update at each meeting, semi-annually or annually.

The chair and staff are responsible for keeping the board informed of committee activities and forwarding recommendations to the board with the appropriate background information, as required.

Board Involvement in Committee Work

The level at which a board is involved in the work of committees it establishes varies by organization. This may be impacted by the size of the organization, its culture, and the availability of staff support or volunteers.

When board members also serve as committee members or chairs, it can facilitate communication between the committee and the board. It can also help that there is an individual present at board meetings who can interpret a committee report and respond to questions. The board member now becomes a champion for the committee's recommendations. This champion can enhance the process, but only if other board members are comfortable conducting a normal board review with appropriate due diligence in the presence of a committee member. This due diligence normally includes challenging committee recommendations, ensuring they have all required information, and evaluating recommendations to make sure they are in the best interest of members and/or stakeholders. When these circumstances exist, the presence of a champion can be informative, even helpful. However, there is a risk that the board members will be more inclined to accept recommendations from a fellow member without the same rigor in their discussions. This can easily occur with reports

from a finance or audit committee where board members assume that the committee has asked all of the right questions – individual board members may, as a result, not ask all the questions they should.

Another option is to appoint a board member to serve as liaison to the committee. This person can serve as a leadership resource for the committee chair and staff liaison, and act as a resource to the board regarding the committee's activities. Depending on the committee, its mandate, and the role of the CSO, the board liaison could also as easily be the CSO.

There appears to be a view among many boards that board committees should be comprised only of board members. This practice can result in board member burnout, and lack of attention to important issues by individuals who are simply being pulled in too many directions. Board committees are an ideal place to "audition" potential new board members – appoint Walter to a committee and assess his ability to work with others, lead others, etc. If he passes your audition, add him to your prospect list.

Caution to Board Members Serving on a Committee

Be mindful that when serving on a committee you have no more authority than any other committee member, even though you serve on the board as well. You have board authority only when attending and voting at board meetings— at committee meetings, you are one among equals.

Staff Role and Responsibilities

"Board committees are an ideal place to "audition" potential new board members – appoint Walter to a committee and assess his ability to work with others, lead others, etc. If he passes your audition, add him to your prospect list."

The level of staff support available to each committee must be defined in the terms of reference. Often the CSO is ex officio to all committees to ensure effective liaison between components of the organization. The CSO does not need to attend all meetings and, in larger organizations in particular, may delegate the appropriate staff member to act as liaison and staff support. The staff liaison, working in partnership with the chair, can facilitate the work of the committee, oversee its work, ensure timely communications,

provide logistical support and undertake research on behalf of the committee.

Be clear in your terms of reference about how much time the staff liaison will allocate to the work of each committee. If committees view staff as their workhorses, and download significant work to them that was not anticipated, something is going to fall through the cracks. That's not helpful to the organization, the staff member, or the CSO who likely has significant expectations from that staff member on an ongoing basis.

Budgetary Matters

Every committee should be aware of what, if any, budget it has at its disposal to help it achieve its goals. A few months prior to the annual budget being presented for board approval, every committee should make a formal request for any funds it may require in the next fiscal year, along with a rationale for the request (i.e., what the committee intends to achieve in the next year). In this way, the board can align financial requests with the organization's overall strategic goals. This approach to committee finances also eliminates delays when financial "approval" is required before the committee can take action on a particular issue.
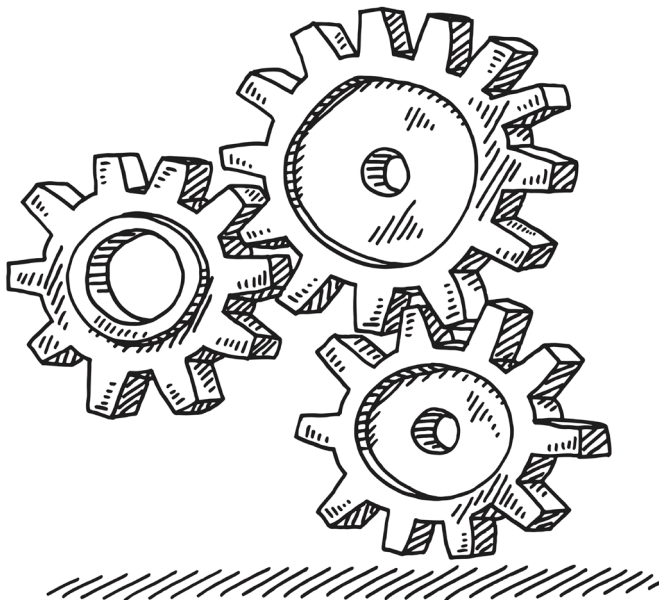
Chapter 4:
What Committees Need
to Function Effectively

The decision to strike a committee has been carefully considered and defined, the appropriate structure chosen and the chair and members recruited. The next step is to ensure that the committee has the tools and resources it requires to be effective.

Clearly Defined
Performance Expectations

"Your expectations of committee members will have a much greater chance of being achieved if you are clear at the outset about what you expect of everyone involved."

Your expectations of committee members will have a much greater chance of being achieved if you are clear at the outset about what you expect of everyone involved. Far too many organizations have learned the hard way that if they undersell the time involved, and the commitment required for any task, chances are that those involved will find it difficult to accomplish the work they volunteered for. It is also unfair to hold individuals accountable for performance expectations that were not made clear at the outset.

Just like many boards are now establishing policy that makes it clear what is expected of each individual board member, organizations are also finding it beneficial to establish similar documentation to guide those who perform committee work. Circulation of these expectations at the time your organization is recruiting committee members is also helpful. That way, they'll know precisely what is being asked of them before they agree to serve. That's a win for the volunteer and a win for your organization. Consider adopting a policy like the one that follows:

POLICY TITLE: COMMITTEE MEMBER PERFORMANCE EXPECTATIONS AND COMMITTEE MEETING PROCESS

XXXX organization is fully committed to respecting and valuing the commitment required by individuals who volunteer to serve on XXXX committees. With these thoughts in mind, XXXX organization has established the following policy to guide all of its committees.

At committee meetings, the Chair shall:

- Start the meeting on time (or as soon thereafter as a quorum is present) and end the meeting on time;

- Ensure a 10-minute long break is called at least every 90 minutes to allow committee members to attend to other matters;

- Control the meeting, and respond to the following unacceptable behaviours: repetition; side conversations; nit-picking; interrupting; and, straying off topic;

- Endeavour to encourage and invite opinions, imagination and innovation while respecting the agenda and timeframe of meeting, inviting all to speak and contribute; and,

- Take action to ensure discussions come to an appropriate conclusion (i.e. identify consensus, seeking motions, etc.).

At meetings, committee members shall:

- Arrive on time and prepared (having read and understood the agenda package prior to arrival) and be prepared to discuss and comment on the issues;

- Contribute at the committee table rather than afterwards (i.e., at a parking lot meeting);

- Put their phones on silent mode to avoid disruptions. Resist disrupting meetings by avoiding use of cell phones, and resisting the urge to text or send email (stealing attention away from the meeting at hand);

- Practice active listening and respect those making presentations;

- Constructively participate.

At all times:

- Committee members shall attend all meetings and honour all other commitments they make to the committee;

- Committee members shall be engaged and attentive to the business of the committee;

- Committee members shall act in the interest of XXXX organization and support the decisions of the committee regardless of how the committee member may have voted;

- The committee shall not call meetings unless there is a demonstrated need;

- Committee members shall notify the Chair should personal or business affairs preclude their active participation in committee activity.

In an effort to monitor individual committee member performance and commitment, the Chair of the committee shall privately review this policy with any member who exhibits behaviours contrary to the above expectations. Should the committee member in question continue to breach this policy, the Chair of the committee shall raise the matter with the entire committee and seek their decision as to whether the committee member in question should be removed from the committee. The committee member whose performance is being questioned shall be eligible to attend and participate in the discussion relative to their performance.

The Right Chair with the Right Skills

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The effectiveness of any committee is greatly enhanced when the right chair is in place. While the right chair depends on the committee's mandate and the organization's culture, there are some central leadership qualities that hold any leader in good stead.

Strong communication skills

The chair needs to have strong verbal and written communication skills to work effectively with committee members, staff and the board. They need to demonstrate the ability to actively listen and to hear not only what is said, but what is

also not being said. They need to understand the role of the staff in the process, and actively communicate with that staff.

Active participation

A good chair will have a demonstrated interest and participation in the organization and will command respect. They will have knowledge of or previous involvement in the committee's issue(s) and understand that issue in relation to the organization's goals.

Leadership skills

The individual will have demonstrated leadership skills in some other area of the organization, industry or profession, possibly as an active committee member. They should possess the ability to capture the attention of others, build a collaborative team environment, and inspire that team to work towards the goals of the committee. They keep the committee moving forward without dominating the committee or pushing their own agenda.

Meeting management skills

An effective chair has the ability to manage a meeting well, so that the committee is able to meet its mandate efficiently and productively, while drawing in all members of the group.

As noted elsewhere in this publication, many not-for-profit organizations struggle to find individuals with the meeting management and leadership skills cited above. If this is indeed a challenge for your organization, investing in training for future leaders of your organization should be considered – it can and has shown to provide a solid return on investment for other not-for-profit organizations. It may also increase your pool of potential volunteers as many are attracted to such learning opportunities.

Tips for Running a Great Meeting

- Develop an agenda and distribute it in advance of the meeting. Make it clear that committee members are expected to review the agenda and related attachments before they arrive at the meeting – this way, they will be well prepared to jump into the real issues and make informed decisions.

- Assign approximate times to each agenda item where possible and note who is responsible for reporting on that item.

- Be flexible about meeting places and times. Select a central location that is comfortable with few distractions. And be sure to ask committee members what time and locations work best for them!

- Make use of teleconferences and Internet technology instead of in-person meetings, where possible.

- Start the meeting on time and do not spend time catching up latecomers.

- Stick to the agenda. Provide an opportunity for members to add to the agenda before the meeting. Defer last minute items to the next meeting.

- Don't let the meeting run overtime. Defer items to the next meeting. If this happens often, negotiate a longer meeting time.

- Don't accept interruptions, including phone calls, unless it is a true emergency. Members should be giving full attention to the business of the meeting. Schedule a break when members can access messages, if needed. It is helpful to include discussion about the expectations of committee members at the very first meeting – as chair, that sends a clear message that you respect the commitment individuals will be making, and that you take your job seriously.

- Don't allow any one member to take over the meeting with his or her own agenda. Nowhere is it written that chairing a committee is easy – sometimes you will need to do things that might be difficult.

- Assign clear tasks and responsibilities for activities to members before the end of the meeting. Record these tasks in the action plan that is attached to the minutes. Tasks should be evenly distributed and members reminded about what they are expected to do prior to the next meeting. As chair, get in touch with those who have tasks to complete 2-3 weeks prior to the next meeting – a reminder can only increase the odds that the tasks will be completed on time.

- If a committee member chronically does not complete his tasks, discuss why work is not getting done and ask what you can do to help the member contribute moving forward. We recognize that it is difficult to deal with poor performance on the part of committee members. That noted, it is clear that if poor performance on the part of one committee member is left unaddressed, it will result in poor performance on the part of other committee members.

- Create a collaborative culture. Invoke the "there-are-no-stupid-questions" rule and make members feel comfortable when they do not understand, or ask for more information to give themselves assurance that they are making well-informed decisions.

- Don't be too serious all the time. Members should have some fun and enjoy the experience.

Qualified and Motivated Committee Members
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Organizations employ a wide range of ways to recruit committee members. They range from identifying the competencies required on the committee and recruiting for those competencies, to simply appointing anyone who volunteers (or arm twisting if necessary). Ensuring you have the right people in the right place can and does pay huge dividends to the committee and the organization as a whole.

Give serious thought to the skills you need to fulfill the committee's mandate.

Board members, staff and existing committee chairs and members are likely great sources for names of potential committee candidates. It is in the organization's best interest to cast a broad net when searching for the most qualified candidates. Some organizations advertise their search for committee members in their newsletter, where those interested submit a short résumé of their experience, skills and potential contribution. This allows the organization to consider a broader range of potential committee members and to assess the overall balance of skills and experience on any one committee.

Committee Orientation

It is important for a committee to commence its journey on solid footing. A board member (if a board committee) or the CSO (if an operational committee) should take the lead to ensure the committee clearly understands how it should function, and that it is aware of all policies and procedures in place that will impact its work. Some committee members may have served on committees in other organizations and commence their work with preconceived notions as to what their job is and is not. Committee structure, organizational structure and expectations vary widely from one organization to another. As a consequence, orientation is vital.

> *Before the committee begins its active work, hold an orientation session where expectations are clearly outlined, and policies, procedures and the committee's terms of reference are reviewed and discussed.*

For example, the role of the committee chair may range from being the of manager of all things—arranging for facilities, setting the agenda, taking minutes, doing the copying and mailing and chairing the committee—to simply setting the agenda and managing the meeting (with staff taking on the administrative matters).

Incorporating these resources into a committee orientation manual can be helpful in ensuring committee members are clear about the organization's expectations from the outset.

A number of board policies may have an impact on a committee and how it functions. These should be clearly defined and included in the manual. Commonly included are policies relating to:

- travel expense;

- confidentiality and distribution of sensitive material;

- board, staff and committee relationships; and

- conflict of interest.

Ideal Content for a Committee Manual

Item	Purpose
Board schedule	Assists the committee chair and staff liaison with reporting requirements by providing dates of board meetings when reports from the committee may be due.
Strategic or operational plan	Helps the committee understand how their work fits into the bigger picture and overall organizational goals. Also helps ensure the committee focuses on the right things.
Terms of reference	Establishes the framework for the committee, and ensures new committee members clearly understand where the committee fits into the organization, what its role is, and how and to whom it is accountable. **NOTE:** It is also helpful to share terms of reference for any other committees that are closely related – this helps stave off "mission creep" and overlapping discussions and decisions.

Item	Purpose
History of the committee	Useful for standing committees and committees that have been in place for a significant period of time – a brief history of the committee's activities and key decisions can help focus committee members.
Position description for the chair	Outlines the role and responsibilities of the chair of the committee. Also helpful for committee members to who may wish to serve as chair at some point in the future.
Position description for the staff liaison	Sets out the role and responsibilities of the staff liaison relative to the work of the committee.
Position description for committee members	Outlines the expectations of committee members in matters such as attendance at meetings, how decisions will be made, how confidential material needs to be handled and shared outside of the committee, and conflict of interest policy that they are expected to adhere to.
Board and operational policies	These may include policies related to travel expenses, confidentiality, management of conflicts of interest, and circulation of draft and final reports.
Budget information	Sets out the financial resources allocated to the committee in a given year, who is responsible for overseeing that budget, and the process the committee should undertake to request additional funds should it require same.
Minutes	Sets out who will be responsible for the preparation and circulation of minutes of each meeting of the committee, and the format those minutes should take.
Reports to the board	Ensures reports to the board (or CSO in the case of an operational committee) follow a consistent format and contain the information required for informed decision-making.
Tips on chairing meetings	Chairing an efficient and effective meeting is a learned skill. But tips on how to manage meetings, deal with motions, develop an environment where all are comfortable contributing and asking questions should be compiled and included and will be greatly appreciate by those serving as chair of a committee.

Position Descriptions

Position descriptions serve to keep people focused on their particular piece of the puzzle. They outline the duties and expectations for the chair, committee members and staff support. The position descriptions define what is expected of the chair and provide answers to these important questions:

- Is the chair solely responsible for developing the agenda or is this done with the staff liaison? Who is responsible for logistics such as meeting rooms, travel arrangements, and food and beverage?

- Who is responsible for providing notice of meetings and circulating materials prior to the meeting, and for taking minutes?

- Who is responsible for communication (with the board, CSO, members and/or stakeholders)?

- What is the relationship between the chair and the staff liaison?

Generally, the answers to these questions depend on the staff resources—expertise, experience and time—available to the committee.

Committee members also need to clearly understand their ongoing obligations:

- Is there an expectation that they will attend a minimum number of committee meetings?

- What is the policy around confidentiality?

- What can be shared with others outside the committee? When?

"Committee members need to understand the overall communications strategies both with the membership and/or stakeholders and with others related to their committee."

Committee members need to understand the overall communications strategies both with the membership and/or stakeholders and with others related to their committee. For example, while an issue is still under discussion, with no clear direction recommended, communication with those outside of the committee may confuse members and/or stakeholders and ignite unnecessary controversy.

There are some circumstances where a committee might gain insight from the general membership or others by circulating clearly labelled draft material to solicit feedback. Such feedback can bring a new perspective to the committee process. However, a decision to seek members' feedback should involve at least the committee chair, the board or the CSO—and be clearly indicated in the committee's work plan.

By the same token, committee members should be wary of circulating committee information or draft documents to their colleagues prior to formal adoption. Having access to this kind of information may be perceived as preferential treatment for some and disrespectful to others. The committee must be aware that the products of its work—research and information papers, briefing notes and position papers and all other materials used in their deliberations—remain the property of the organization and not that of the committee.

Committee members also need to understand the policies governing conflict of interest for the organization. It is important that members can identify a conflict of interest or perceived conflict of interest, as well as the process to resolve those conflicts. The committee chair, in particular, needs to be sensitive to potential conflict of interest issues, their potential impact on committee work, and inform the board when they arise—and before that impact can be felt. (*See Appendix D for a sample conflict of interest policy.*)

How Do Staff Support Committees?

Staff support is a great benefit to a committee. The most obvious benefit is the logistical support for organizing meetings, circulating material both before and after the meeting and financial oversight. However, staff can also bring a wealth of experience and knowledge to a committee's deliberations. When sufficient staff resources exist, staff can assist with research, work in partnership with the chair to identify individuals with the expertise that benefits the committee, provide advice, record the minutes, assist with report writing, conduct surveys or research to aid the committee, and generally facilitate committee work.

However, at no time should a committee impose work obligations on any member of the organization's staff beyond those that are set out in the terms of reference. Committees, and committee chairs in particular, need to be mindful of the fact that the organization's staff report to and are accountable to the CSO (or his or her designate). All staff work assignments and priorities are assigned by the CSO. If a committee requires additional support from a staff person, it should approach the CSO—he or she will determine if that work can be accomplished without displacing other priorities.

> *"... at no time should a committee impose work obligations on any member of the organization's staff beyond those that are set out in the terms of reference."*

The partnership relationship between chair and staff requires good communication, tact and diplomacy on both parts. Both the chair and the staff need to be able to discuss what the staff can and cannot be expected to do, and resolve any concerns that may arise about committee activities or progress.

From time to time, the chair may feel that the support provided to the committee is not adequate for the task at hand. When this is the case, the chair needs to feel comfortable discussing this concern with the CSO, exploring options for additional support or gaining a better understanding of why those resources are not available.

It may be that the organization's view of priorities is significantly different from that of the committee chair. Committee chairs need to be sensitive, at all times, to the realistic availability of staff and financial resources, and the overall priorities of the organization. At the same time, staff must be aware that a committee chair will believe that their committee activities are a high priority, and help them to understand the overall organization priorities and the level of support that is realistic.
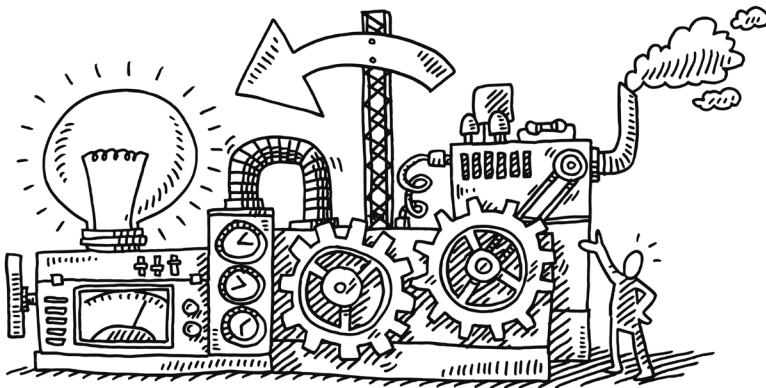
Chapter 5: Evaluation—Essential to Keeping Committee Work on Track

Evaluating the effectiveness of committees is as important as evaluating the effectiveness of the board or staff. Since committees often undertake important work, it is important to know if they are, indeed, effective. An effective evaluation process can help identify if a committee is still needed, whether it needs new leadership or new members, whether training might help the committee work more effectively, and whether it has been appropriately resourced.

> *"We have yet to come across a not-for-profit organization that has the resources to do everything it wants to—prioritization is a must."*

A formal evaluation allows the board (board committees) or the CSO (operational committees) to consider these issues in an objective manner, rather than on informal and sometimes passionate arguments from the committee itself. It can be difficult for some committee members to remain objective about the effective functioning of their committee. As well, they may have a limited understanding of how that committee contributes to the overall strategic goals and priorities of the organization as a whole. We have yet to come across a not-for-profit organization that has the resources to do everything it wants to—prioritization is a must.

Evaluating Committee Structure

There are a number of areas that should be evaluated regularly. The following questions can help with this process.

- Does the work of each committee still relate to the organizations' strategic initiatives and priorities?

- Are the committees functioning within their mandate?

- Are the committees functioning within the policies that apply to them?

- Are the committees functioning effectively?

- What are the present and emerging priorities in the committee's scope of interest, and do the committees still address these?

- Is a committee still the best approach to address this issue, or is this work best accomplished by a paid resource such as a consultant or staff?

- Will the committee work help the board or staff make informed decisions, improve effectiveness, better serve the members and/or stakeholders, or move the work of the organization forward?

- Should the committee be a standing committee, or is there a more appropriate structure?

- Are skilled committee chairs readily recruited?

- Are individuals with the required skills recruited to participate in the committees?

- Is the committee structure financially viable?

- Can the mandate of one or more existing committees be expanded or revised to combine committees?

- Are any board-established committees working in areas that are really operational? Is this causing duplication of effort, or impeding quick action on the part of staff?

- Are processes in place to engage members or stakeholders in the activities where appropriate?

Evaluating Committee Performance

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Each committee should be evaluated on a regular basis. A board evaluation process, modified to reflect the roles, activities and expectations of committees, can be used to respond to the following questions:

- Is the committee accomplishing its goals and objectives within a reasonable time frame?

- Are committee reports complete? Do they explain the activities undertaken, the options considered, along with the final recommendations and their rationale?

- Are committee meetings held in accordance with the terms of reference? Do they have clear agendas, and work plans?

- Does the committee function within the policy framework?

- Do most of the committee members participate in the meetings?

- Are the minutes concise and clear? Are reports submitted on time?

Recognize and Reward

Keeping dedicated volunteers is important. Individuals volunteer for many different reasons: to give back to the organization, profession or society, to learn new skills, develop networks, and more. However, all volunteers want to know that what they are doing has value and is recognized by the organization. A recognition program does not have to be an expensive proposition. Following are some inexpensive, yet effective, options to let your volunteer committee members know you appreciate the work they do for your organization.

- Publishing the names of committees and their membership in the annual report.

- Introducing committee chairs at the annual meeting.

- Profiling a committee, its activities and membership in the newsletter.

- Inviting committee members to a special reception at the annual meeting or during a regular face-to-face board meeting.

- Writing a thank-you note to retiring committee members, preferably by hand.

- Celebrating committee successes, when it completes an activity.

- Presenting a retiring chair with a certificate recognizing his or her service as chair, preferably at the annual meeting.

Dissolving a Committee

Committees are rarely permanent structures unless, of course, they are required in the bylaws. Most committees are established to address a particular issue or problem – calling them a task force makes it fairly clear that when they complete their task, their work is done. But some committees may take on a life of their own, and it can be a challenge to make the decision to let the chair and committee members know it's time to allocate resources to other evolving issues. It may be helpful to ask yourselves the following questions:

- Are the activities are no longer a priority of the organization?

- Are the committee's recommendations no longer being adopted or implemented?

- Might it be more effective or efficient to combine the work of two or more committees into one?

- Are the activities of the committee better carried out by another group and/or staff?

When "yes" is the answer for one or more of the questions, it is time to dissolve the committee.

Terminating a Committee Member

It is difficult to relieve committee members of their positions when they are not working effectively, and becomes more difficult because you are dealing with people who have volunteered their personal time to work for the organization. It is important to remember that even when the position is unpaid, they have nonetheless agreed to work for the organization.

The position description defines the required contribution of all committee members. If you suspect non-performance, the first step is to identify the specific issue. For example, the terms of reference will spell out required attendance at committee meetings. If the attendance requirement has not been met, then the member is deemed to have resigned. It is wise for the chair to communicate directly with the member to remind them of this requirement when they

miss two meetings in a row. (Sometimes illness and scheduling difficulties also need to be considered.) If even one more meeting is missed, the chair should invite the member to resign or inform them that their name has been removed from the committee roster.

If the organization has a committee orientation program that includes board policies, and the member has breached board policy, then the committee chair must deal with this immediately. A breach of confidentiality or conflict of interest may result in asking for their resignation. However, if the chair has breached board policy then the board, (assuming it has appointed the chair) must deal with the issue.

On occasion, a committee may be hampered by a member who does not function well within a committee structure. They might dominate the discussion, refuse to listen to others or refuse to consider other options. The chair should, as first recourse, initiate a discussion within the committee about the desired group norms for the committee. This should touch on open and honest discussion, respect, and active listening. If the member continues to behave inappropriately, the chair will have to deal directly with the individual. The chair must clearly identify the member's unhelpful behaviour and indicate that, unless it changes, they will be asked to resign. This is a difficult task for any committee chair, particularly if they are not a skilled facilitator. The chair may need support from the staff and/or board chair to carry out this unpleasant, but occasionally necessary, task.

Appendix A: Terms of Reference Template

XYZ Committee of ABC Organization

NOTE: This template applies to a committee struck by the board, to help the board accomplish its work.

Purpose

The committee shall [insert committee's purpose].

Accountability

The committee is accountable to the board of directors for ABC Association. [Reporting requirements may be included here or may be outlined in a separate section.]

Authority

The committee has authority within the policy parameters and budget authorized by the board to:

- [This section should include the objectives the committee is to accomplish, activities it can undertake without approval, and what recommendations must go to the board.]

Membership

[Define any specific requirements for committee membership.]

Canadian Society of Association Executives

Staff Support

[Define the role of staff on the committee. This may range from limited administrative functions (e.g., distributing agendas, taking minutes) to full professional and administrative support to the committee, depending on the availability of staff resources.]

Reporting Requirements

[Includes requirements for recording of minutes, and reports to the board or other committees.]

Budget

[Includes information on budget for current year and the process to be undertaken annually to request monies in the budget.]

Review Date

[If the board conducts an annual review of committee effectiveness, mandates and organizational structure, including a date for the review of this committee's activities will remind the board, staff and committee chair of that responsibility.]

NOTE: All elements in this proposed terms of reference would be determined by the CSO in the case of an operational committee.

Appendix B1: Sample Terms of Reference— Audit Committee

Purpose

The committee's purpose is to oversee ABCA and the foundation's reliability of financial reporting, including effectiveness of internal control over financial reporting, and to:

- provide a forum for communication between the ABCA board and external auditors, and

- facilitate discussions among the board, management and external auditors.

Accountability

The committee is accountable to the ABCA board for working with the external auditors to confirm that the president and CEO has fulfilled management's accountability to have an effective control environment that safeguards assets and supports the publication of credible financial reports.

The committee will supply copies of its plans, minutes, reports and other documents to the board upon request.

Authority

The committee has the authority to:

- review proposals and make recommendations to the board for the appointment of ABCA's external auditors for forwarding to the annual general meeting,

- review the terms of the external auditors' engagement, the appropriateness and reasonableness of the proposed audit fees, and any additional fees proposed by the auditors,

- regularly apply the risk management process approved by the board,

- meet with the external auditors once per year without management present to review any problems experienced by the external auditors in performing the annual audit, including any scope restrictions imposed by management,

- review the annual audit plan,

- review any proposed changes in major accounting policies or other matters relating to annual financial reporting that may be material to such reporting,

- review the annual audited financial statements of ABCA and the foundation (and any unaudited supplementary financial information), including related funds for which the ABCA is responsible, and make recommendations for approval thereof to the board,

- review all internal control or similar management letters issued by external auditors concerning ABCA's accounting and/or financial reporting systems together with management's response thereto,

- review engagements for non-audit services, if any, provided to ABCA by the external auditors or an affiliate so as to be aware of the nature and extent of all services provided,

- annually review its terms of reference and make recommendations for changes to the board of directors, and

- provide oversight of chapter activities and report regularly to the board.

Staff Accountability

Staff provides support to the committee through full professional and administrative services under the guidance of the CSO.

Committee Membership

The committee will consist of four members (the ABCA secretary-treasurer who functions as the committee chair, a maximum of two board members, and one voting member who is not on any other committees). To ensure full independence, these noted individuals will not have any role in day-to-day operations. The CSO also serves in an ex officio, non-voting capacity and may be asked to leave the meeting from time to time.

Members will be appointed to serve for a one-year term, renewable for an additional term upon approval by the ABCA Board of Directors. The committee will meet at least twice per year.

Approved by the ABCA at its June 14, 201X, meeting in Toronto, Ontario.

Amended on January 11, 201X, and approved by the ABCA board at its October 12, 201X, meeting in Ottawa, Ontario.

Appendix B2: Sample Terms of Reference— Government Relations and Advocacy Sub-Committee

Purpose

The sub-committee develops and implements advocacy programs and activities on federal government issues of interest to ABCA by ensuring that messages reach appropriate target audiences to create positive change.

Accountability

The sub-committee is accountable to the ABCA board (through the Government and Public Affairs Committee) and reports indirectly to the board a minimum of two times per year.

The committee supplies its plans, minutes, reports and other documents to the Government and Public Affairs Committee, which in turn provides these to the board upon request.

Authority

The committee has the authority, within the policy parameters and budget established by the board, to:

- develop relationships with government to help ensure that ABCA's input on issues of relevance to the sector is frequently solicited,

- support the Government and Public Affairs Committee in its efforts to monitor government legislation, regulations and policies to promote and defend the broad interests of the not-for-profit sector with decision makers,

- support, where appropriate, ABCA chapters with their provincial advocacy activities, and

- enlist the support of additional volunteers from members-at-large when necessary to ensure the successful development, implementation and positive outcomes of specific work programs and projects.

Staff Accountability

Staff provides support to the committee through full professional and administrative services under the guidance of the CEO.

Committee Membership

The committee is comprised of up to four voting members who represent trade, professional, charitable and issue-specific organizations. Additional volunteer support is provided by members-at-large on an as-required basis. Members are appointed to serve for a one-year term, renewable for an additional term upon approval by the ABCA board of directors.

NOTE: If the board delegates responsibility for advocacy programs and activities to the CSO, this committee would be designated an operational committee. In such cases, the CSO would determine the terms of reference, and the committee would be accountable to the CSO rather than the board.

Appendix B3: Sample Terms of Reference—Board Development Committee

Terms of Reference	Board Development Committee
Purpose	The Board Development Committee shall act as the human resources department for the Board, limited to Board members.
Accountability	The Board Development Committee shall be accountable to Board. The Committee is guided by the organization's by-laws, policies and legislation.
Responsibilities	• To provide an ongoing and continuous focus on identifying suggested recruitment criteria for vacancies on the Board, including defining the skills and background required to further the work of the Board • To provide orientation of new and existing Board members through orientation sessions and the development of a Board manual • To facilitate the annual evaluation of the Board as a whole, and individual Board members • Identify training that may help the Board enhance its governance capacity
Committee Composition	The Committee shall be comprised of at least 3 members. The Past Chair of the association shall serve on the committee. At least one member of the Board shall serve as a member of the committee. Non-Board members are eligible for appointment.
Chair Selection	The committee chair shall be the Past President.

Terms of Reference	Board Development Committee
Committee Member Terms of Office	Nominees are elected by Board, at the fall meeting, for a two-year term, with at least one member being appointed annually.
Frequency/Method of Meetings	Committee meetings shall be made at the call of the Committee chair, but not less than once per year.
Staff Liaison	Staff liaison for the Board Development Committee shall be determined by the Executive Director.
Plan of Work and Budget	In (insert month) of each year, the committee shall provide Board with a work plan for the next fiscal year and an accompanying budget request.

Appendix B4: Sample Terms of Reference— Executive Committee

Terms of Reference	Executive Committee
Purpose	Discuss urgent matters arising between regular Board meetings in those cases where it is not possible to convene a meeting of the Board, and bring such matters and recommendations to the immediate attention of the Board.
Accountability	The Executive Committee is accountable to the Board of Directors. Minutes shall be provided to the Board as soon as possible after each meeting.
Responsibilities	The Executive Committee shall: a. Serve as the selection committee when a new Executive Director is required; b. Facilitate the annual performance evaluation of the Executive Director; and, c. Perform any other functions assigned or delegated to it by the Board.
Committee Composition	The President, Past-President, Vice-President, and Chair of the Finance Committee shall comprise the Executive Committee.
President Selection	The President of the Board shall serve as Chair of the Executive Committee.
Committee Member Terms of Office	Members shall serve as long as they hold an office cited in committee composition.
Frequency/Method of Meetings	The Executive Committee shall convene as necessary, and may meet by teleconference or any other method deemed appropriate.
Staff Liaison	The Executive Director shall serve as staff liaison.
Plan of Work and Budget	In October of each year, the Executive Committee shall provide the Board with a plan of work and associated budget for the next fiscal year for Board approval.

Appendix B5: Sample Terms of Reference—
Policy Review Committee

Purpose

The purpose of the committee is to provide the ABCA board of directors with recommendations on a policy development framework that ensures the continuous growth and sustainability of ABCA.

Accountability

The committee is accountable to the ABCA board of directors and reports as required. The committee will supply copies of its plans, minutes, reports and other documents to the board upon request.

Authority

The committee has the authority to:

- (within the context of the existing strategic plan, legislation, and best governance practices) locate current policies, identify changes and gaps, and report findings with appropriate recommendations to the ABCA board of directors,

- determine if ABCA has a policy development and policy review process in place,

- develop a method of formatting and keeping policies current in order to strengthen ABCA's development,

- research other organizations to determine policy trends and best practices,

- assist staff in review of existing staff policies and procedures where appropriate,

- develop a recommended schedule for board review of policies in the future,

- work with the board and its committees to support the development of consistent relevant policies, and

- appoint ex officio members as required.

Staff Accountability

Staff provides support to the committee through full professional and administrative services under the guidance of the CSO.

Committee Membership

The committee will consist of three ABCA board members, one executive member who is not on the board, and the CSO who serves in an ex officio capacity. Members will be appointed to serve for a one-year term, renewable for an additional term upon approval by the ABCA board of directors. The chair is selected by the committee.

Current Tasks

In addition to those duties outlined in the terms of reference, the committee has been asked to assist in:

- developing a policy that provides clarity on the role of the audit committee in managing risk and its relationship with the board, which has the ultimate accountability, and

- developing a policy regarding sponsorship at all levels of the organization and how potential conflicts will be handled.

Revised January 19, 201X.

Amended on May 4, 201X, and approved by the ABCA board at its November 7, 201X, meeting in Halifax, Nova Scotia.

Appendix C: Sample Draft Minutes—Board Development Committee

Friday, July 6, 200X, 1:00 p.m. to 3:00 p.m., EST via conference call

Participants

- [list of participants]

Staff

- [list of staff present]

Regrets

- [list of regrets]

1.   Call to order

Chair [insert name] called the meeting to order at 1:03 p.m.

2.   Acceptance of agenda

The agenda was accepted as presented.

3.   Approval of minutes from June 11, 20XX meeting

The minutes of June 11, 200X were approved as presented.

4.   Chair's comments

Edward noted Julie was on vacation and unable to participate. He advised members that the revised terms of reference were presented to the board, several changes were made, and the terms were then accepted. He noted the board agreed with the potential name change to the Board Development Committee; however this could not formally occur until after a bylaws review. **ACTION ITEM**

Edward stated the board accepted the board of directors' evaluation tool and the core competencies document as presented. Implementation items will begin in October 201X. **ACTION ITEM**

Edward advised members that Les has secured an association executive position and will move into the role of ABCA Chair for 201X–201X at the annual

conference in Manitoba. He stated that Dorothy will become the vice-chair and secretary-treasurer for 201X–201X as well.

5. Review applications/résumés for Western Canada position

The members reviewed the applications and noted that, while Jeff Slater would make an excellent board member, he is based in Ontario and not eligible for the noted position. The committee confirmed that Sandy Lester will be included on the proposed slate of directors as the member representative. ACTION ITEM

Ron Carlisle's application was reviewed and members agreed they will not proceed with this candidate. A letter will be sent to Ron thanking him for his application and notifying him of the committee's decision. **ACTION ITEM**

George Fields's application was reviewed and while the committee was impressed with his qualifications, noted they need to ensure gender balance on the board. The committee agreed that if they revisit his application it would be helpful to determine his interest in serving.

The committee discussed April Page and Rita Marshall and set both candidates aside. Members discussed options and agreed that Michael will contact Joyce Worsley to determine her interest in serving. If Joyce is interested, she will be asked to submit her résumé for consideration. Should she decline the opportunity, Edward will contact George Fields. Michael will call Joyce immediately and report back to the committee. **ACTION ITEM**

Jessica suggested that if Bill is selected that members be advised that while ABCA seeks to ensure gender balance, this is not always achievable. **ACTION ITEM**

6. Determine next steps

Edward noted that steps had been established.

7. Other business

There was no other business to discuss.

8. Next meeting date

Thursday, July 26, at Noon, EST.

9. Adjournment

The meeting adjourned at 2:35 p.m.

Appendix D: Sample Conflict of Interest Policy

Date: [insert date]

Policy ID COI 100 Status: Approved by ABCA board on [insert date]

Reviewed date: [insert date]

Revised date: N/A

Retired Date: N/A

Policy Statement

This document outlines the board of directors' expectations of its committee chairs and of committees as a whole. It goes beyond the committee terms of reference and focuses on behaviour as opposed to specific duties. It is important to note that the bylaws stipulate that the CSO is an ex officio member of all committees and this policy shall apply to the noted staff member or any staff member appointed to the committee as staff liaison.

Whenever a committee chair has a conflict of

Association (ABCA), he or she shall call such conflict to the attention of the board of directors, who will follow the process outlined in the board conflict of interest policy.

Whenever a committee member has a conflict of interest or perceived conflict of interest with ABCA, they shall call such conflict to the attention of the chair of the committee.

After identifying the issue, matter or transaction with respect to which a conflict exists, a member with a conflict shall withdraw from any further involvement in that issue, matter or transaction unless the chair determines that:

- the conflict is immaterial or not adverse to the interests of ABCA; or

- the benefits of allowing the member with the conflict to participate in the discussion or consideration, but not the final decision, outweigh the dan-

gers; in which case the member may participate in the discussion, study or consideration of the issue, matter or transaction, but not the final discussion, decision or vote.

It is each committee member's duty to disclose any conflict of interest of which he or she is aware to the committee chair.

A committee member who is uncertain about a conflict of interest should ask the chair for an opinion. The chair shall issue a written opinion, which shall be presumed to be correct and may be relied upon unless challenged by another committee member, in which case the final decision as to whether a conflict exists shall be made by the board of directors. The chair of the board and CSO shall be advised of every opinion issued. Opinions shall, to the extent possible, avoid the disclosure of personal information while, at the same time, disclosing the basis for the opinion. Copies of all opinions will be retained and made available to the board upon request to permit and encourage consistency.

The minutes of the meeting at which the disclosure of any conflict is made shall reflect that the disclosure was made and whether the person with the conflict withdrew, after making full disclosure of the matter in question and the conflict, and was not present for the final discussion of the matter and any vote thereon.

A conflict of interest exists when:

• any member or close relative of a member has an interest in an issue, matter or transaction in which ABCA has an interest; or

• when any member or a close relative of a member acts as an agent, representative or spokesperson for any person, business, group or organization, in order to influence ABCA on any issue, matter or transaction.

About the Author

Sandi L. Humphrey, CAE

Sandi L. Humphrey served as an association executive for over 20 years. Most of those years were spent as CEO of a not-for-profit association comprised of boards, where the pursuit of board effectiveness occupied a significant amount of her time. Sandi now provides consulting services to the association and not-for-profit community, with a particular emphasis on board governance, association structure, and accountability. Sandi's passion is to "get it right between a board and their chief staff officer".

Sandi has authored and co-authored a large number of publications targeted to not-for-profit boards. Among them are: *Best Practices and Tools for Not-For-Profit Boards*, *The Guide to Positive Staff-Board Relations for Directors of Not-for-Profit Organizations*, *Making Your Mark as a Not-for-Profit Board Member* and *Making an Impact as a Not-for-Profit Board Chair*.

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