

<b>STATEMENT of POLICY and PROCEDURE</b>			
Section	2.0 Governance	Original Effective Date	Nov. 27, 2006
Sub-Section	2.3 Committees	Date of Last Amendment	March 29, 2016
Subject			
Topics	Terms of Reference		
Attachments	Appendix A: Executive		
	Appendix B: Nominating		
	Appendix C: Personnel		
	Appendix D: Futures		
Reference:	Bylaws		

### **Purpose**

The purpose of standing and ad hoc committees is to strengthen the decision-making of the Board by discussing and reviewing specific matters or concerns in detail, and then developing recommendations for consideration by the full board. The work of committees is also important for the efficient and effective use of the specialized skills and interests of board members and to provide opportunities for newer board members to gain valuable insights into the operation of ESCC.

### **Policy**

The ESCC Board is responsible for establishing standing and/or ad hoc committees that will best assist with meeting the needs of the organization in the short and long-term.

According to the bylaws, the ESCC is required to establish the following standing committees: the Executive Committee and the Nominating Committee. The Board may also establish other standing and/or ad hoc committees to carry out the work of the board as it sees fit.

### **Responsibilities**

The Board is responsible for developing and approving terms of reference for each standing and ad-hoc committee and for monitoring the committees' work.

### **Procedures**

The ESCC Board will prepare a Terms of Reference for each standing committee, and if required for an ad-hoc committee, to include the following information:

- a. Purpose
- b. Key Responsibilities
- c. Composition and Appointment
- d. Meetings
- e. Resources
- f. Reports
- g. Review and Evaluation

## EXECUTIVE COMMITTEE TERMS OF REFERENCE

### a. PURPOSE

The purpose of the Executive Committee is to:

- Prepare the agenda for Board meetings
- Oversee the financial health of the organization
- Develop and recommend Governance Policies
- Conduct the business of ESCC between meetings of the board, under the conditions outlined below.

### 2. KEY RESPONSIBILITIES

#### **Conduct the ESCC Business Between Board Meetings:**

The Committee will conduct the business of the Coordinating Council between meetings of the Board under the following conditions:

- The Committee cannot exceed the authority of the Board
- At its first subsequent meeting, the Board will be advised of any actions taken by the Committee

#### **Board Coordination:**

To co-ordinate the business of the Board and its Committees by:

- Preparing and prioritizing the agenda items
- Reviewing business plans and proposals for ESCC services
- Ensuring that the minutes of the Executive Committee are circulated to all Board members, and
- Presenting recommendations from Executive Committee meetings to the Board for consideration.

#### **Finance:**

- Oversee the organization's finances,
- Oversee the preparation of annual budgets for Board approval,
- Ensure regular reports to the Board, relevant government departments, and funders on the organization's finances,
- Prepare the agenda and any background information for the board meeting
- Develop and maintain ESCC Finance Policies.

#### **Policy:**

Develop and review the governance and organizational policies required for the efficient and effective operation of the Board and the Council.

### 3. COMPOSITION AND APPOINTMENT

The Executive Committee of the Board consists of the two (2) Co-Chairs, Secretary, and Treasurer and any other Director as deemed appropriate by the Board.

The Co-Chairs will be responsible for chairing the Executive Committee.

#### **4. MEETINGS**

The Committee will meet as required and special meetings of the Committee may be called by the Co-chairs.

If no Co-Chair is present at a meeting, those members who are present will elect a Chairperson for that meeting.

A quorum at any meeting shall be the minimum membership or 50% + 1 of committee membership.

Every effort will be made to reach consensus (a decision that all can support) when making decisions. If consensus cannot be reached, members will vote with each member being entitled to one vote. In the case of a tie vote, a motion will be considered lost.

All recommendations of the Committee will be presented to the Board for approval.

#### **5. RESOURCES**

**The Executive Director may provide administrative support to the Executive Committee including:**

- Training and support for Members to ensure that they understand their individual roles and the role of the Committee as a whole
- Supplying the Committee with sufficient background information
- Attending Committee meetings
- Assisting the Committee with administrative duties.

#### **6. REPORTS**

The activities of the Committee will be reported at each Board meeting by the Chair or designate.

An annual report of the activities and outcomes of the Committee will be presented at the Annual General Meeting.

#### **7. REVIEW AND EVALUATION**

The Committee will review and evaluate its objectives and terms in January of each year. The purpose of the evaluation is to ensure that the Committee structure continues to serve the needs of the Board and the membership.

## **NOMINATING COMMITTEE TERMS OF REFERENCE**

### **1. PURPOSE**

The purpose of the Nominating Committee is to identify qualified candidates to fill vacancies on the Board of Directors; both on an annual basis prior to the Annual General Meeting, and as needed on the occasion of Board vacancies, which arise between Annual General Meetings.

### **2. KEY RESPONSIBILITIES**

The Committee has the following responsibilities:

- To review nominations submitted for open positions on the ESCC Board and, in the event insufficient nominations have been made, to make additional nominations
- To work with the Board to assess needed skills and experience
- To assure a proper number and distribution of nominations in accordance with ESCC Bylaws
- To ensure that all nominees are willing to serve
- To prepare a slate with biographies for the Annual General Meeting
- To run an election if one is required.

### **3. COMPOSITION AND APPOINTMENT**

The Committee consists of a minimum of two Board Members appointed by a resolution of the Board. The Board may appoint former board members to the Committee. Ex-officio Board members are eligible for appointment to the Committee.

All Members serve for a term of one-year, from January to December, but may be reappointed by the Board for additional terms, up to a maximum of three.

The Chair of the Committee will be chosen from current voting Board Members

### **4. MEETINGS**

The Committee will hold meetings of the Committee as required and at least once a year before the last Board meeting prior to the scheduled AGM.

If the Chairperson is not present at a meeting, those members who are present will elect a Chairperson for that meeting.

A quorum at any meeting shall be the minimum membership or 50% + 1 of committee membership.

Every effort will be made to reach consensus when making decisions. If consensus cannot be reached members will vote, with each member being entitled to one vote. In the case of a tie vote, a motion will be considered lost.

All recommendations of the Committee must be presented to the Board for approval.

## **5. RESOURCES**

The Executive Director may provide administrative support to the Committee including:

- a. Supplying the Committee with sufficient background information.
- b. Attending Committee meetings.
- c. Assisting the Committee with administrative duties.

## **6. REPORTS**

The activities of the Committee will be reported at a Board meeting by the Chair or designate as required.

A slate of candidates for Board membership will be prepared by the Committee for approval by the Board: in the case of annual appointments, at the Board meeting immediately prior to the AGM; and, in the case of interim appointments to the Board, at any Board meeting following the determination by the Board that a vacancy exists.

## **7. REVIEW AND EVALUATION**

The Committee will review and evaluate its objectives and terms annually. The purpose of the evaluation is to ensure that the Committee structure continues to serve the needs of the Board and the membership.

## **PERSONNEL COMMITTEE TERMS OF REFERENCE**

### **1. PURPOSE:**

The purpose of the Personnel Committee is to manage the processes and make recommendations to the Board on the selection and performance review of the Executive Director, to oversee compensation and benefits for staff and to oversee the current personnel policies.

### **2 KEY RESPONSIBILITIES:**

- Develop and maintain personnel policies.
- Facilitate the hiring of the Executive Director when required.
- Evaluate the Executive Director.
- Develop and maintain plans for staff compensation and benefits.
- In consultation with the Executive Director, maintain up to date job descriptions for the Executive Director and other ESCC staff.

### **3. COMPOSITION AND APPOINTMENT**

A current Co-Chair of the Board will chair the Personnel Committee, or such other voting Board members approved by the Board. In addition to the Co-Chair of the Board, the Committee will include a minimum of two (2) additional Board members.

All Members serve for a term of one-year, from January to December, but may be reappointed by the Board for additional terms, up to a maximum of three.

The Committee may seek expert external advice to assist it in meeting its responsibilities.

### **4. MEETINGS**

The Committee meets a minimum of once a year or as determined by the Committee, and the Chair of the committee may call special meetings as required.

If the Chair is not present at a meeting, those members who are present will select a Chair for that meeting.

A quorum at any meeting shall be the minimum membership or 50% + 1 of committee membership.

Every effort will be made to reach consensus (a decision that all can support) when making decisions. If consensus cannot be reached, members will vote with each member being entitled to one vote. In the case of a tie vote, a motion is considered lost.

All recommendations of the Committee are presented to the Board for approval.

## **5. RESOURCES**

The Executive Director may provide administrative support to the Committee as required and includes:

- Training and support for Members to ensure that they understand their individual roles and the role of the Committee as a whole
- Supplying the Committee with sufficient background information
- Attending Committee meetings as required
- Assisting the Committee with administrative duties.

## **6. REPORTS**

The activities of the Committee are reported at each Board meeting by the Chair or designate.

An annual report of the activities and outcomes of the Committee may be presented, if necessary, at the Annual General Meeting.

## **7. REVIEW AND EVALUATION**

The Committee reviews and evaluates its objectives and terms annually. The purpose of the evaluation is to ensure that the Committee structure continues to serve the needs of the Board and the membership.

## **FUTURES COMMITTEE TERMS OF REFERENCE**

### **1. PURPOSE**

The purpose of the ESCC Futures Committee to conduct periodic environmental scans and assess for trends and external pressures that could inform policy and strategic direction for the organization. The outcome of this committee's work will be that ESCC remains relevant and connected.

### **2. KEY RESPONSIBILITIES**

The Committee has the following duties and responsibilities:

- Investigate / access resources (i.e. demographics, market analysis, member engagement, etc.) to identify issues and/or trends.
- Analyze the relevance of information to ESCC using SWOT (strengths, weaknesses, opportunities, threats).
- Identify initiatives and issues that have current and/or potential impact on ESCC;
- Prioritize initiatives and issues.
- Identify actionable items with consideration to the human and financial resources needed to do the work.
- Assess timelines needed to initiate action.
- Make recommendations for action to the Board. In making recommendations the Committee will take into consideration whether actions should involve: ESCC board; member agencies; stakeholders and/or the broader public.
- The Committee will also take into consideration the relevance of recommendations to ESCC (our mandate and objects) versus Age Friendly Edmonton. Promotion of the work of ESCC is a motivation for the Committee as it makes recommendations.

### **3. COMPOSITION AND APPOINTMENT**

The Committee consists of a minimum of two Board Members appointed by a resolution of the Board. Ex-officio Board members and others are eligible for appointment to the Committee.

All Members serve for a term of one-year, from January to December, but may be reappointed by the Board for additional terms, up to a maximum of three.

The Committee shall appoint a Chair from among the Committee members.

### **4. MEETINGS**

The Committee shall hold meetings on a regular basis as required.

If the Chairperson is not present at a meeting, those Members who are present will elect a Chairperson for that meeting.



A quorum at any meeting shall be the minimum membership or 50% + 1 of committee membership.

Every effort will be made to reach consensus (a decision that all can support) when making decisions. If consensus cannot be reached, members will vote with each member being entitled to one vote. In the case of a tie vote, a motion shall be considered lost.

## **5. RESOURCES**

The Executive Director of the Edmonton Seniors Coordinating Council may provide administrative support to the Committee as required and includes:

- d. Supplying the Committee with sufficient background information;
- e. Attending Committee meetings;
- f. Assisting the Committee with administrative duties.

## **6. REPORTS**

The activities of the Committee will be reported at each Board meeting by the Chair or designate.

## **7. REVIEW AND EVALUATION**

The Committee will review and evaluate its objectives and terms annually. The purpose of the evaluation is to ensure that the Committee structure continues to serve the needs of the Board and the membership.