

# Committee Policy & Committee Charters

## Amendments Options for Clarity & Consistency

### 1. Checklist items

- Ensure each charter complies with 2008-02 or its successor

### 2. Committee Policy (Currently Resolution 2008-2)

#### 2.1 Committee Membership Management

##### *Situation*

Section 4 states, "... each committee chairperson [shall] submit ... a compilation of all requests received for either initial appointment or reappointment, along with the committee’s recommendation ..." While Section 5 states, "Where a qualified prospective new committee member has applied and is being recommended for appointment... the new member’s application should be given preference..."

Under Section 4, it is natural, if not expected, the Committees will make a recommendation based on the candidate that BEST meets the qualifications stated in the charter while Section 5 has sometimes been interpreted to stipulate that new applicants are to be automatically given preference over re-applicants, regardless of best qualified, thus causing confusion if not conflict. Further, committees tend to make recommendations that match the number of open seats, thus preempting the new-applicant-preference-requirements of being qualified AND recommended when new applicants are not recommended by the committee in deference to experience.

##### *Options for Consideration*

|    | <b>Section 4: Committee Recommendation</b>                                | <b>Section 5: preference</b>  |
|----|---|---|
| a) | No change   | Preference to committee recommendations   |
| b) | No change   | Preference to new applicants irrespective of committee recommendation   |
| c) | Committee determines qualified: yes or no?<br>/ no further recommendation | Board selects among qualified considering, in priority order, (1) committee talent mix, (2) qualifications and (3) new applicants |
| d) | Committee determines qualified: yes or no?<br>/ no further recommendation | Board selects among qualified with preference to new applicants over all other criteria,  |

**For debate:** how to balance committee talent mix, well-qualified membership, and fresh perspectives

#### 2.2 Committee Tenure and Leadership (Chairs)

##### *Situation*

Current policy has a two-year term limit on membership and one-year limit on serving as chairperson, serving to encourage fresh perspectives while at the same time limiting the retention of experience. Experience can be valuable in filling leadership positions. Also, 2008-02 specifies, ..."finite term of two years (subject to reappointment)..." "Finite" with an option to reappoint has cause confusion between committees’ recommendation to reappoint versus encouraging, and favor to, new applicants.

### *Options for consideration*

- a) Leave existing term limits (membership & leadership) in place
- b) Extend term to one 3-year term (gives members up to 2 years' experience before assuming Chair; ensures some tenured membership); no second term assuming other qualified (per charter) candidates available.
- c) Extend allowable terms to two 2-year terms (give members 2-3 years' experience before assuming Chair) *if this option is chosen, 2 years as Alternate could count as the first term – see separate discussion below*; no third term assuming other qualified (per charter) candidates available.

**For debate:** value / balance of experience versus fresh perspectives

## 2.3 Subcommittees

### *Situation*

Subcommittees (aka, Task Forces, as specified in the GPC Charter) are an effective way for Committees to address specific projects as a focused working group. Subcommittees also offer the opportunity to access wider member involvement and a deeper talent pool than may be available on the parent Committee. Currently, only the GPC Charter addresses Subcommittees (as Task Forces). If Subcommittees are an inherent fixture of the [parent] Committee Structure they should be enshrined in the [parent] Committee Charter, such as they are for GPC Charter.

The GPC Charter does not specify the procedures under which a subcommittee operates. As subcommittees may exist across all committees, it is proposed here that these procedures be addressed in the Committee Policy.

### *2.3.1 Subcommittee Charters: options for consideration*

Subcommittee's charter will consist of, at a minimum, a defined scope of work or responsibility, with additional detail as the parent committee deems.

- a) Subcommittee charters shall be included as an attachment to the minutes of the parent committee submitted to the Board
- b) Subcommittee charters must be explicitly approved by the Board
- c) Subcommittee charters are the purview of the parent committee, without oversight by the Board

**For debate:** to what extent does the Board want to be informed versus having approval authority over Subcommittees? Does the Board provide direction to the Committee and the Committee sets its operational structure, or does the Board get involved in Committee operations?

### *2.3.2 Subcommittee Formation: options for consideration*

- a) Subcommittees may be established at will by each Committee for purposes of fulfilling its charter and/or to address projects or tasks as assigned by the Board
- b) Subcommittees may be established at will by the Committee or may be imposed by the Board, for purposes of fulfilling the Committee's charter and/or to address projects or tasks as assigned by the Board

- c) Subcommittees may be established by the Board, or by the Committee subject to the approval of the Board, for purposes of fulfilling its charter and/or to address projects or tasks as assigned by the Board

**For debate:** what would cause the Board to establish the subcommittee rather than make the task assignment to the Committee and let the Subcommittee determine how to address the task?

### ***2.3.3 Subcommittee Open Meetings: options for consideration***

- a) Subcommittees will operate under the same open meeting requirements as the [parent] committee
- b) In consideration for the work-group nature of subcommittees, follow open meetings practices, albeit to lesser standards, for example, posting [one] day in advance
- c) So long as the Subcommittee does not include a quorum of the [parent] committee, the subcommittee is exempt from open meeting practices.

**For debate:** are subcommittees better treated as workgroups or as part of the governance structure?

### ***2.3.4 Subcommittee Reporting Relationship***

Subcommittees report to, and make recommendations to, their respective Committees. Subcommittees have no decision-making authority other than deciding on what recommendation to make its parent committee.

- a) Subcommittee shall record minutes of their meetings which shall be reported to the parent committee and included as attachments to parent committee minutes submission to the Board
- b) Subcommittee minutes are a matter between the parent committee and subcommittee; only recommendations by the subcommittee acted on by the parent committee need be reflected the parent committee's minutes

**For debate:** subcommittee visibility at the Board level vs. committee actions only

### ***2.3.5 Subcommittee membership: options for consideration***

- a) Committees may open membership on its Subcommittee to members of the Association at-large, all volunteer welcome
- b) Committees may open membership on its Subcommittee to members of the Association at-large, subject to the approval of Subcommittee members by the Subcommittee chairperson
- c) Membership on Subcommittees is limited to parent Committee members

**For debate:** open member participation versus controlled / vetted member participation in subcommittees

### ***2.3.6 Subcommittee Leadership: options for consideration***

- a) Subcommittees must be chaired by a member of its parent committee, appointed by the parent committee
- b) Subcommittees may be chaired by any member of the subcommittee, approved by the parent committee

**For debate:** open member leadership versus controlled / vetted member leadership in subcommittees

### 3. Committee Charters

#### 3.1 Regular & Alternate Membership Classes

##### *Situation*

Committee Charters currently distinguish between “Regular Voting” and “Alternate Non-voting” classes of committee membership. TD Bylaws mention “alternates” in Article X, Section 2, Meetings and Actions of Committees without definition and only in the context that alternates will be notified of meetings.

The assignment of “Regular” versus “Alternate” status is treated with angst by the Board each year. On committees, there is either (1) a feeling that “Alternate” is second class membership “only an alternate” or (2) the committees ignore the class distinction and treat all members equally, including participation in certifying a consensus or even in voting. Further, one may serve a full term as Alternate without a reasonable expectation of “graduating” to Regular status, especially if preference is given to new applicants as Alternates have tenure on the Committee.

##### *Options for consideration:*

- a) Retain the current distinctions
- b) Eliminate “Alternate” status and make all members “Regular Voting”
- c) Make the “Alternate” position an introductory position, with stated preference given to Alternates to fill Regular positions when they become open (*to accomplish this, if a preference for “new” applicants over re-applicants is retained, Alternates applying for Regular member positions would need to be considered NEW applicants to the Regular seat*).

**For debate:** Does the “Alternate” position fill a need not otherwise accomplished by Regular status? Is there value in “Alternate” status being a “training ground”? Are alternates necessary to meet quorum requirements, or can quorum requirements be adjusted in the Charters so Alternates do not need to be relied upon to meet quorum? Is Alternate a useful status for persons who can add value to the Committee but cannot make a commitment to regular attendance?

#### 3.2 Qualifications to Apply for Membership

##### *Situation*

Some committees feel strongly that there be some form of exposure to the Committee as a precondition to being considered a qualified applicant, to ensure applicants understand the commitment they are about to make and to help the committee make informed recommendations on applicants for membership.

##### *Options for consideration (may vary by committee)*

- a) No such prerequisite
- b) Attend X number of meetings in advance of application  
- and / or -
- c) participate on subcommittee(s) (e.g., GPC)

**For debate:** Do such requirements facilitate appropriate appointments or discourage applicants?

### 3.3 Minority Opinion

#### *Situation*

Current, majority practice is that once the Committee acts, that decision is the one forwarded to the Board. This serves to make the majority vote clear and preempts a rehash of thorough, informed analysis and discussion. While running the committee vote reflected in the minutes will reflect if there was any dissenting voices, there may be value in the Board having further information on the dissenting opinion.

#### *Options for consideration*

- a) No change – the Committee’s obligation is to only reflect the final decision
- b) Minority opinions are reflected in Committee minutes
- c) Minority opinions are represented in the Decision Paper?
- d) Minority opinions are scheduled into the presentation to the Board?
- e) Committee members wishing to present a minority opinion do so under member comments rather than as part of the Committee report / Decision Paper

**For debate:** Is there value in minority reports? If so, how can they be presented in the context of an efficient Board meeting; i.e., not cause the work of the committee to be rehashed at the Board level; i.e., due diligence without duplicative effort?