



## **Board Committee Responsibilities**

1. A Board committee's prime role is to enable the Board to carry out its responsibilities.
2. Except as outlined below, the consideration of key policies, oversight and decision support functions are carried out at the committee level and recommendations are made to the Board for discussion and, if appropriate, ratification.
3. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes.
4. When special issues arise, such as a major construction project, the Board may establish a special purpose committee or task force.
5. Each committee shall have a terms of reference and will establish a minimum and maximum number of members. The minutes of all committee meetings shall be recorded.
6. It is essential that the work of the Board's committees is aligned with the Board's work plan.
7. Each committee will submit an outline of its objectives on an annual basis.
8. The Board has chosen to establish the following standing committees to assist it with discharging its duties. Additional ad hoc or task force committees will be established as needed.

### **Finance and Audit Committee**

9. The Finance and Audit Committee shall assist the Board by reviewing financial statements, processes for presenting financial information, internal controls, risk management methods and audit processes and shall review management information systems in order to determine their integrity and effectiveness.
10. Its audit responsibilities include:
  - Reviewing the scope of the annual audit, the annual financial statements and the auditor's report and make recommendations to the Board of Directors with respect thereto.
  - Reviewing and approving the auditor's letter to management and management's response thereto.

- Reviewing and be familiar with significant internal and external developments, especially financial and other risks faced by the organization and the appropriateness of controls to minimize the potential impact of such risks.
- Reviewing the appropriateness and effectiveness of the internal control processes including key policies and procedures.
- Reviewing the organization's compliance with regulatory and statutory requirements.
- Monitoring and evaluating the performance of the external auditor.
- Recommending for purposes of the annual meeting of the organization the appointment of a firm of chartered accountants as the organization's external auditors.

11. Its risk responsibilities include:

- a. Oversee, review and make recommendations to the Board concerning management's risk management processes; and
- b. Identify unusual risks and oversee management's plan to address unusual or unanticipated risks and make recommendations to the Board.

### **Governance and Nomination Committee**

12. The Governance and Nomination Committee shall assist the Board of Directors by reviewing and making recommendations to the Board of Directors on the effectiveness of the organization's governance structure and General By-Laws, by identifying and nominating persons to serve the organization within its governance structure and ensuring appropriate succession planning.

13. The functions and responsibilities of the committee in regard to governance shall include:

- Reviewing from time to time and making recommendations in regard to the governance structure and by-laws of the organization including the size and composition of the Board of Directors, committee mandates and conflict of interest policy.
- Reviewing and recommending an effective orientation program and continuing education of members of the Board of Directors.
- Conducting on an annual basis an evaluation of the Board of Directors and reviewing the evaluation format from time to time.
- Conducting from time to time an evaluation of the effectiveness of committees and making recommendations in regard thereto.
- Ensure a comprehensive orientation session is provided to all new Board members and oversee Board education sessions to ensure an adequate Board knowledge base.
- Conducting an annual review of the chair of the Board of Directors
- Ensuring appropriate succession planning for the office of chair of the Board of Directors, the CEO and the Senior Leadership Team.

14. The Nominating functions and responsibilities of the committee include, without restriction, the following:
- Recommending candidates to serve on the Board of Directors and to serve as honorary officers, special advisors, emeritus directors and chairs or co-chairs and vice chairs of committees.
  - Addressing succession planning for the office of chair of the Board of Directors.
  - Creating and maintaining a community profile of prospective volunteer governance leaders and participants setting out such matters as skill sets, expression of interest and community involvements.

### **Quality Committee**

15. The Quality Committee shall provide oversight and support to the Board of Directors by serving as a forum for Staff, Senior Management and Directors to dialogue on issues related to quality of care. The Committee will ensure that the organization fulfils its obligation to achieve high standards in everything that it does for clients, staff, and stakeholders.

16. The functions and responsibilities of this committee include:

- The Quality Committee of the Board must annually engage in a planning exercise that identifies the committee's key initiatives and expected results. Corresponding report must be forwarded to the Board of Directors for their review.
- The primary function and responsibility of the Quality Committee of the Board is to provide oversight and to support management in analyzing the infrastructure that supports all CMHA Lambton Kent branch quality, client safety and relevant risk activities including but not limited to:
- Policy Infrastructure for all quality activities ensuring a culture of safety and disclosure
- Performance Measurement/Management of select indicators and initiatives related to the organizational strategy
- Knowledge/Information transfer between Staff, Administration and the Board of Directors
- Care process systems, client safety, clinical outcomes and quality of care initiatives
- Disclosure mechanisms related to critical incidents and quality indicators concerning client service and workplace environment, and any others as required and/or deemed advisable
- Relevant risk areas including, clinical risk/client safety and related reputational risk

The Quality Committee makes recommendations related to the aforementioned to the Board of Directors for the purpose of ensuring that the organization continues to maintain and improve the quality of care that the organization provides to its clients and families. Updates on the activities of the Quality Committee of the Board will be forwarded to the Board a minimum of quarterly basis.

## **Executive Committee**

17. The Executive Committee shall assist the Board by making recommendations with respect to Chief Executive Officer compensation and succession planning for senior management.
18. The functions and responsibilities of the committee include:
  - a. Developing and approving the CEO job description.
  - b. Undertaking a CEO recruitment process and selecting the CEO.
  - c. Reviewing and approving the CEO's annual performance goals.
  - d. Reviewing CEO performance through the monitoring of clearly articulated performance measures.
  - e. Determining CEO compensation.
  - f. Ensuring appropriate succession planning is in place for the CEO and Director of Operations.
19. Membership of this Committee is limited to the chair, the immediate past-chair, vice-chair, and treasurer of the board.