

# Board Committee Terms of Reference Template

**Prepared by: Dionne A. Falconer, Consultant**  
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# [insert name of Board Committee]

## Terms of Reference

### 1.0 Role

[identify overall purpose of the committee]

### 2.0 Responsibilities

- [identify key duties of the committee, e.g. provide direction and general guidance; review and give input on draft documents; champion the process].

### 3.0 Membership

The [insert Board committee name] will consist of [insert #] individuals. [identify key characteristics of the individuals, if relevant, e.g. Board members, staff, community members, people living with HIV.]

[identify non-voting members, e.g. The Board Chair [and/or Executive Director] will be an ex-officio member without vote.]

A committee member who does not uphold their responsibilities or misses [insert #] meetings without a reasonable explanation will be asked by the Chair to resign from the committee. If the member refuses to resign, a vote shall be taken on the removal of the member from the committee.

### 4.0 Meetings

The [insert Board committee name] will meet [identify frequency, e.g. once a week, twice per month]. The meetings may be in-person, by teleconference or electronically, e.g. Skype.

If a member is not able to participate in a meeting, that member can speak to the Chair in advance so that the Chair can share the member's perspective at the meeting. That member may also submit written comments or documentation in advance of the meeting. Submissions required for a meeting that are made after said meeting will not be considered for decision-making.

## 5.0 Term

[insert period of time or start and end date, e.g. one year or April 2014 to March 2015].

## 6.0 Chair

The Chair will be a Board member determined by the Board of Directors.

The Chair shall:

- Call meetings of the committee.
- Chair meetings of the committee.
- Designate another Board member who is a committee member to chair the committee in the Chair's absence.
- Report to the Board on the work of the committee.

## 7.0 Quorum

Quorum shall be simple majority (50%+1) of the voting committee members present at a meeting.

## 8.0 Decision-making

The committee shall strive for consensus (i.e. "you can live with the decision/idea") when making decisions. If consensus cannot be achieved, the committee members must agree on how to deal with the outstanding issue, i.e. vote, continue discussion, table the issue to another meeting or take the issue to the Board of Directors.

When voting, majority (50%+1) rules with quorum present. There shall be no proxy or email voting unless explicitly determined by the committee in advance of a vote.

The committee cannot commit the use of the organization's financial and human resources without prior approval from the Executive Director. In the absence of the Executive Director, approval may be sought from the Board Chair or Executive Committee.

## 9.0 Minutes

The staff supporting the committee [or insert position] shall take minutes at the committee meetings and the minutes shall be approved at subsequent meetings. Minutes will be kept and stored in accordance with the organization's practice.

## 10.0 Guests

The Chair may invite guests to attend meetings as a resource as required.

## 11.0 Accountability

The [insert Board committee name] will be accountable to the Board of Directors through the Chair of the committee.

Approved by Board of Directors: [insert date]

Reviewed by Board of Directors: [insert date]