

Board Committee Terms of Reference Template

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Terms of Reference

1.0 Purpose

2.0 Responsibilities

In all its work, the Board Committee operates with a commitment to its core values, and with an explicit commitment to anti-racism. The Board Committee also has a responsibility to apply anti-racism and equity lenses in all aspects of its mandate. This includes ensuring that its deliberations, recommendations, and decisions actively promote fairness, inclusion, and justice; identifying and challenging practices that reinforce systemic barriers; and fostering an environment where members—especially those from historically marginalized communities—can engage safely, meaningfully, and with influence. In doing so, the Board Committee supports the Board’s commitment to advancing equity and dismantling systemic racism within the organization and the communities it serves.

3.0 Authority

4.0 Membership & Term

The _____ will consist of _____ members. Membership will be intentionally composed to reflect diverse lived and living experiences, with particular priority given to individuals from communities disproportionately impacted by systemic racism, colonialism, and other forms of oppression. This includes, but is not limited to:

- Black, Indigenous, and racialized communities;
- People living with HIV/AIDS;
- Individuals across diverse gender identities, sexual orientations, and abilities.

Members will be appointed _____ . Members will serve on the Committee for a term of _____ – depending on whether this is a standing Committee or an ad hoc Committee.

Members may be re-appointed at the discretion of the Board Chair, with attention to balancing continuity and opportunities for new leadership.

The Chair will ensure that new members receive appropriate orientation and that continuity of membership is supported through mentorship and staggered terms. Committee members who need accommodations will be given the support required so that they can participate fully and meaningfully.

The Chair may invite guests to attend meetings as a resource as required, recognizing diverse forms of expertise and knowledge.

Members may also recommend guests that can support the Committee’s goals and work.

5.0 Chair

The Committee Chair will be a Board member appointed by the Board Chair, in consultation with the Board of Directors.

The Chair shall:

- Call meetings of the committee.
- Ensure meeting agenda is set with opportunity for members to participate.
- Chair meetings of the committee.
- Designate another Committee member to chair the Committee in the Chair’s absence.

- Support the Committee to complete its tasks and achieve its annual goals (as set out in the Committee workplan).
- Create space for multiple ways of communicating and contributing.
- Role-model and facilitate so as to actively address power imbalances and encourage equitable participation of all present.
- Balance keeping discussions on track with giving space for people to feel respected as they share and contribute.
- Ensure that the values of the organization are upheld in all the work of the Committee, and that an anti-racism and equity lens is applied to Committee work.
- Report to the Board on the work of the committee.

7.0 Meetings

The _____ will meet _____ or more frequently as needed. Meetings may be held in-person or virtually. Members who are unable to attend in-person meetings will have the option to participate by teleconference or virtually.

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

If a member is not able to participate in a meeting, that member can speak to the Committee Chair in advance so that the Chair can share the member’s perspective at the meeting.

Agenda and materials will be circulated to Committee members at least _____ days in advance. Accessibility will be prioritized (e.g., virtual participation, flexible formats, plain language materials).

8.0 Decision-making

The _____ 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 agenda item, i.e., vote, continue discussion, consider alternative approaches such as gathering community input, table the issue to another meeting or take the issue to the Board of Directors, including voting on next steps with the outstanding agenda item.

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

9.0 Minutes & Reporting

A designated member of the Committee shall record minutes at Committee meetings. The minutes will be circulated to all members of the Committee and shall be approved at subsequent meetings. Minutes will be made available upon request to other members of the Board. A summary of the minutes will be shared with the Board following each Committee meeting. Minutes will be kept and stored in accordance with practice.

The Committee Chair shall present a written or verbal report to the Board following each meeting, summarizing key discussions, recommendations, and decisions.

10.0 Resources and Support

The Committee cannot commit the use of the organization's financial and human resources without prior approval from the Executive Director.

11.0 Accountability

The _____ will be accountable to the Board of Directors through the Chair of the Committee.

12.0 Evaluation

Committee members will participate in an annual review/assessment to determine the effectiveness and overall performance of the Committee, including the experiences of all members, particularly those from communities disproportionately impacted by systemic racism, colonialism, and other forms of oppression from equity-deserving groups. The Board will decide the format of the review/assessment.

Evaluation findings and recommendations will be shared with the Committee members and the Board to strengthen accountability and continuous improvement

13.0 TOR Review

The TOR will be reviewed every _____ by _____.

Approved by Board of Directors:

Reviewed by Board of Directors: