



Policy Title	Board Committee Principles
Issued By	Governance Committee
Contact	Chair of the Board of Trustees
Approved By	Board of Trustees
Effective Date	June 27, 2018
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Next Review	April, 2023

Policy:

Board Committees are structured by the Board of Trustees to support and inform the work of the Board as a whole. Board Committees will be expected to always consider Brescia’s mission, vision and values in their work. Committees are used sparingly in order to emphasize the wholeness of the Board authority, policy, and decision-making.

Accordingly:

1. Board Committees will help the Board do its job. Board Committees will ordinarily assist the Board by preparing policy alternatives and implications for Board deliberation.
2. Each Board Committee will be chaired by a Representative Trustee.
3. Expectations and authority of each Board Committee are stated in the Committee’s Terms of Reference. Each Committee will create a Work Plan for the year and be accountable for achieving that Work Plan.
4. Board Committees do not speak or act for the Board except when formally given such authority by the Board for specific and time-limited purposes.
5. Board Committees do not exercise authority over staff. Given the President works for the full Board, the President is not required to obtain approval of a Board Committee before taking an executive action.
6. Board Committees will keep the “whole” of Brescia in mind as they conduct their work so as to avoid over-identification of a specific component of operations.
7. This policy applies to any group which is formed by Board of Trustee action, whether or not it is called a Committee and regardless of whether the group includes Board members. It does not apply to Committees formed under the authority of the President.

Board Standing Committees:

1. Will be formed when:
 - a. Board policy development in a specific area is expected to be ongoing and require significant study (e.g. Finance, Audit & Investment Committee).
 - b. Board processes require extensive support (e.g. Nominations or Audit Committee).
2. Are identified in the Bylaws and/or are given a clear written mandate by the Board.

Process for Becoming a Member of a Board Committee:

1. The Board Policy on “Role of Trustee” requires each Trustee to serve annually on at least one Board Committee.
2. Toward the end of the Board year, the Governance Committee Chair will request input from all Board Members as to which Committee(s) they would prefer to serve on for the next year. Board Members will also be asked to indicate if they would be willing to take on a leadership role by chairing one of the Board Committees.
3. The Board Chair and Governance Committee Chair will use this information to form the Board Committees ensuring that all Board Members are engaged in the Board work. The Board Committee slate for the next year will be available by the June Board meeting at the end of the current year.
4. The Board Chair will contact all Board Members to advise of their Committee assignments for the next Board year.
5. When Board Ad Hoc Committee/Work Groups are required to be formed during the year to address a specific issue, the Board Chair and the Governance Committee Chair will conduct a similar process to identify members and a Chair.