



POLICY

POLICY	Policy for Board Subcommittee Appointments and Board Subcommittee Chair Appointments
NUMBER OF POLICY	CO-23-71
DATE OF POLICY	September 15, 2023
APPROVED BY	The Board

OVERVIEW

The Board must annually appoint members of its three Board Subcommittees as well as the Chair for each Board Subcommittee. The following policy outlines the process for appointing the Subcommittee members and Subcommittee Chairs.

BOARD SUBCOMMITTEE MEMBER APPOINTMENT PROCESS

STEP 1: ARTICULATION OF NEEDS

- The Governance Subcommittee will maintain a current composition matrix for each subcommittee that articulates their ideal background, skills, knowledge and expertise. The Governance Subcommittee will review the composition matrices annually and recommend to the Board for approval. (August)
- The Board will review and approve composition matrices for each Board Subcommittee. (September)

STEP 2: ARTICULATION OF PREFERENCES AND SELF ASSESSMENT

- Annually, Board members will have the opportunity to identify their preferences for appointment to Board Subcommittees. At the same time, Board members will have the opportunity to self-reflect to identify the background, skills, knowledge and expertise they offer. (October)

STEP 3: DEVELOPING RECOMMENDATIONS

- With the support of the Governance Team, the Board Chair and Board Vice Chair will review Board member preferences against the needs articulated in the Subcommittee composition matrices and develop a recommendation to the Board regarding the composition of each Board Subcommittee. (November)
- If there are composition gaps that the Board Chair and Board Vice Chair believe should be filled with non-Board members, they will request that the Governance Team begin a recruitment process for such candidates.

STEP 4: EXTERNAL CANDIDATE CONSIDERATION (if required)

- The Governance Team will develop and facilitate a merit-based process to provide the Board Chair and Board Vice Chair with potential external candidates for consideration to fill the gaps identified on the Board Subcommittees.
- The Board Chair and Board Vice-Chair will review external candidates and bring forward a recommendation to the Board. Because of the timing of this process, it is likely external candidates will be brought forward to the Board for approval after the date in which the Board approves the Subcommittee appointments.

STEP 5: BOARD APPROVAL

- The Board Chair will present their Subcommittee appointment recommendations to the Board for approval.
- The Board will review the recommendation based on whether the recommendations reasonably meet the needs articulated in the Board Subcommittee Composition Matrices.
- The Board approves a motion to appoint the Board Subcommittee members for the current Board year.

BOARD SUBCOMMITTEE CHAIR APPOINTMENT PROCESS

STEP 1: ARTICULATION OF NEEDS

- The Governance Subcommittee will develop a role description for each Board Subcommittee Chair role outlining key responsibilities, ideal competencies, background and attributes. (August)
 - The Board will review and approve the role description for each Board Subcommittee Chair. (September)
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STEP 2: ARTICULATION OF PREFERENCES AND SELF ASSESSMENT

- Annually, Board Members will have the opportunity to articulate whether or not they are interested in a Board Subcommittee Chair role. At the same time Board Members will have the opportunity to self-reflect to identify the background, skills, knowledge and expertise they offer to a Subcommittee Chair role. (October)

STEP 3: DEVELOPING RECOMMENDATION

- With the support of the Governance Team, the Board Chair and Board Vice Chair will review Board member preferences against the needs articulated in the Board Subcommittee Chair role descriptions and develop a recommendation to the Board. (November)

STEP 4: BOARD APPROVAL

- Alongside the recommendation for Board Subcommittee member appointment, the Board Chair will present their Board Subcommittee Chair recommendations to the Board for approval.
- The Board will review the recommendation based on whether the recommendations reasonably meet the needs articulated in the role description.
- The Board approves a motion to appoint the Board Subcommittee Chairs for the current Board year.

REVISION AND APPROVAL LOG

September 15, 2023 (CO-23-71) Approved by the Board