RÉSEAU DE SANTÉ vitalité HEALTH NETWORK

Manual: Board of Directors

Title:	BOARD OF DIRECTORS COMMITTEES		**No.:** CA-300
Section:	Board of Directors Committees	**Effective date:**	**2024-06-06**
Issued by:	Board of Directors	**Date of last revision:**	2021-06-21
Approved by:	Board of Directors Thomas Soucy, Chairperson	**Approved on:**	2024-06-25

POLICY

Role and designation

The committees of the Board of Directors (the "Board") are mechanisms that allow more in-depth examination in the major governance areas and functions for which the Board is responsible. Their role is to support the Board in discharging its responsibilities. These administrative committees are not established to fulfill duties or responsibilities that are strictly within the purview of the Leadership Team or to advise the Leadership Team on its management activities.

The Board committees are established by the Board, which may modify them to meet its governance-related needs. The current standing committees of the Board include the:

- Executive Committee;
- Governance and Nomination Committee;
- Finance and Audit Committee;
- Care Quality and Patient Safety Committee;
- Strategic Research and Training Committee.

The Board also strikes a Professional Advisory Committee and Medical Advisory Committee in accordance with the *Regional Health Authorities Act*.

Application of the policy

This policy applies to any group created by a motion of the Board, regardless of whether the group is called a "committee" or not and of whether it is solely made up of Board members or not. This policy does not, however, apply to committees created under the authority of the

President and Chief Executive Officer (the “CEO”).

Directives applicable to the Board committees, with the exception of the Executive Committee

1. The Board committees make recommendations to the Board within their terms of reference. The Board shall consider its committees’ recommendations, without being bound by same.
2. The Board committees may not speak or act on behalf of the Board unless they have obtained formal authorization to do so.
3. The Board committees exercise no authority over the Network’s staff. The CEO reports to the Board in its entirety and is not required to obtain approval from a Board committee before undertaking any action specified by the Board.
4. Each committee shall review its terms of reference annually and submit them to the Governance and Nomination Committee to validate compliance.
5. The Chairperson of the Board is an ex officio voting member of all Board standing committees. If the Chairperson cannot attend a meeting, the Vice-Chairperson could stand in.
6. The CEO or their delegate is a non-voting member of all the committees.
7. A committee member may be removed or replaced by the Board at any time and ceases to be a committee member when they cease to be a Board member.
8. Committee membership and the frequency of meetings are set out in each committee's terms of reference.
9. The Governance and Nomination Committee may propose to the Board the appointment of committee co-chairpersons. References to the chairperson of a committee in Board policies therefore refer to one of the co-chairpersons of a committee where appropriate. The co-chairpersons exercise their role as follows:
   a) The co-chairpersons must agree on the person who will fill the role of committee chairperson for a given meeting at least three weeks before said meeting, if possible;
   b) The co-chairperson filling the role of committee chairperson chairs the entire committee meeting;
   c) The co-chairperson who chairs a committee meeting is responsible for presenting the report of that meeting at the Board meeting.
10. Two Board committees may hold their meetings back to back. These joint committees may use a common agenda and minutes if the voting Board members are the same. At joint committee meetings, invited or permanent members participate only in the committee section that concerns them, in accordance with the committee's terms of reference.
11. The chairperson of a committee or two members of a committee may request that a committee meeting be called.
12. A committee member may participate in a meeting by various means, including telephone, electronic or any other means of communication that allows all persons

participating in the meeting to communicate adequately with each other. A member who participates in a committee meeting using such means of communication is deemed to be present at the meeting.

13. A majority of voting members constitutes a quorum. Motions are approved by majority vote.
14. The Board Secretary prepares and distributes the minutes of each meeting to all committee members within a reasonable time frame. The Board Secretary maintains a complete set of minutes, which must be available to all Board members and the and CEO.
15. A committee may invite any member of the Board or, in consultation with the CEO, any staff member of the Network or any consultant it considers advisable to invite to attend meetings to assist it in its work.
16. Each committee reports to the Board at each Board meeting on specific recommendations as well as advice related to its terms of reference.
    a) The minutes of the committees are distributed to Board members for information purposes.
    b) The supporting documents used by committees are made available to the Board.
    c) Each committee provides a written report on all its meetings, including its recommendations, to the Board. This report will be discussed as needed and voted on at the public meeting.
17. If circumstances require, certain items may be discussed in camera. If an item is held in camera, a specific report is prepared for adoption in camera. The reason for the in camera meeting is recorded in the minutes of the in camera meeting, and the subject is omitted from the report of the public meeting.

Supersedes:	**Zone 1:** ________________	**Zone 5:** ________________
	Zone 4: ________________	**Zone 6:** ________________