

# Committees of the Board of Directors

The Board of Directors may delegate duties to Committees. Committees may be established in the By-law, established by the Board of Directors in policy, or established for a special purpose. Committees shall be accountable to and report to the Board of Directors through the Committee Chair.

## **Terms of Reference**

The Board of Directors shall establish Terms of Reference for Committees to outline responsibilities and duties for standing committees, special committees, task forces and working groups.

## **Composition**

Both Certified members and Associate members are eligible to serve on most Committees of the Board, with Associate members limited to a maximum of 25% of any Committee's membership. Where Associate member participation is eligible, this is to be considered an opportunity, not a target or requirement from the Nominating Committee perspective.

In some instances, non-members may be appointed to a Committee based on specific expertise and would fall within the 25% maximum for Associate (non-Certified) members. If appointed to a Committee, an Associate member or non-member will be a voting member of that committee. However, this does not confer any other voting privileges within the association, as articulated in OACETT By-law 20, Article 7.6 re: Voting Rights.

Only Certified members are eligible to serve on the following Committees: Member Engagement and Services, Nominating Committee and Human Resources Committee.

Committee members shall be recruited, selected, and approved by the Nominating Committee, for recommendation to the Board of Directors, excepting the Member Engagement and Services Committee and the Nominating Committee.

Committee members may not serve on more than one OACETT Committee during the same term.

Committee members shall be recruited, selected, and approved based on the demographic mix, regional representation, lived experience, and a mix of competencies that includes belonging and inclusion knowledge, as determined in the Committee Profiles, excepting the Member Engagement

and Services Committee, which shall be elected by the Certified Members in each Region per the By-law.

Committee members shall be recruited and shall serve in a manner that supports inclusive knowledge succession. Succession planning should aim to develop a strong and diverse leadership pipeline, with intentional consideration for equity-deserving groups, regional representation, lived experience, and emerging competencies. Succession planning will observe staggered terms where appropriate.

Committee Chairs shall be selected from among the candidates for the Board of Directors by the Nominating Committee, for recommendation to the membership as part of the slate for election.

Each Committee is encouraged to identify a Vice-Chair from among the appointed/elected members of the Committee. The Vice-Chair will serve in the Chair's absence in terms of chairing meetings of the Committee, or in any other capacity as assigned by the Chair that is within the mandate of the Committee.

### **Terms**

Committee Chairs and Committee members will serve two-year terms, with a maximum of three consecutive terms.

### **Meetings**

The Committee Chair shall call meetings of the Committee.

Committee meetings shall be held at any place determined by the Committee. Meetings may be held virtually or in-person.

Notice of meetings of the Committee shall be given by electronic communication or any means determined by the Committee, no less than ten days before the meeting. Notice given at the adjournment of the previous Committee meeting shall meet this requirement. Notice may be waived if all Committee members are present, or if all Committee members agree to waive the notice period.

### **Quorum**

A majority of the number of members constitutes a quorum at any meeting of a Committee. Committee chairs count towards quorum.

## **Voting**

Committee decisions are made by a simple majority vote of the members present at a meeting of the Committee that has achieved quorum.

Each member of the Committee has 1 vote with the Chair casting a vote only in the case of a tie.

## **Committees of the Association**

### **1. Standing Committees Established in the By-law**

- a) Registration and Professional Practice Committee (RPPC)
- b) Member Engagement and Services Committee (MESCC)
- c) Finance and Audit Committee

### **2. Standing Committees Established by the Board of Directors**

- a) Governance, Policy and Strategy Committee
- b) Belonging and Inclusion Committee
- c) Young Professionals Committee
- d) Human Resources Committee
- e) Nominating Committee

Nominating Committee members shall be recruited, selected, and approved by the Board of Directors through a Selection Committee. The Selection Committee will consist of a minimum of three members and will include the Nominating Committee Chair and at least one other member of the Board of Directors.

## **Reporting**

The Chair of each Committee is required to provide a report for each Board meeting (other than the April meeting that deals only with the annual audited statements), with the exception of the Nominating Committee, which reports only as required to the Board as well as to the members, and the HR Committee, which only submits annually. A template for the report of the Chair is attached as Appendix A. Staff may be asked to assist with the preparation of the report, but the responsibility rests with the Chair.

## **Subcommittees**

Any Committees that wish to establish Subcommittees must develop terms of reference and submit them for approval to the Board of Directors. The Chair of a Subcommittee shall be a member of the Committee to which it reports. Recruitment and selection of the Subcommittee members will be the responsibility of the Committee, with the exception of Subcommittees where there is the potential for conflict, such as the Complaints and Discipline Subcommittees. The Board of Directors will decide at the time of approval of the Terms of Reference whether the Nominating Committee needs to be engaged for the recruitment and selection of the members of a particular Subcommittee, and it will be noted in the final version of the Subcommittee's terms of Reference. The provisions for Committees in this policy with respect to Terms, Meetings, Quorum and Voting apply equally to Subcommittees. Committees will be accountable for the activities of their Subcommittees in their reporting to the Board of Directors. Committees are also encouraged to ensure that Subcommittees reflect diverse perspectives and fair and inclusive participation.

## **Removal**

Committee Chairs may be removed/transferred (with consultation) by the Board of Directors following escalation by the President. Committee members may be removed by the Board of Directors following escalation by the Committee Chair. Subcommittee members may be removed by the Committee, following escalation by the Committee Chair.

Reasons for removal/transfer may include, but not be limited to:

- Greater perceived expertise in a different area
- Failure to keep confidential information confidential
- Failure to make anticipated progress on the mandate of the committee
- Failure to remain a member of OACETT in good standing
- Failure to participate as expected in committee work
- Missing three committee meetings

## **Collaboration among Committees**

Given the nature of OACETT's work and the mandates of the Committees, it is likely that issues may arise that are relevant to more than one Committee. This may be identified by the primary Committee itself, which would then initiate outreach to another Committee, or it may

be identified organically through reports, word of mouth, etc. and Committees are welcome to reach out to other Committees where there is shared interest in an issue or initiative. They are also encouraged to engage with relevant member groups and community stakeholders, particularly where input from equity-deserving or underrepresented perspectives can enrich committee deliberations and decision-making.

Where there is agreement on where the primary mandate lies, as well as agreement on recommendations to the Board of Directors, no other action is required, other than reporting to the Board that multiple Committees have been involved in the deliberations.

If there is disagreement on where the primary mandate lies, the Board of Directors will be asked to make the decision and assign the work. The primary Committee would still be expected to seek input from the other interested Committee(s).

If there is agreement on where the primary mandate lies, but disagreement on what the recommendation to the Board of Directors should be for decision, then the reporting should include the perspectives and recommendations of all involved Committees and the Board of Directors will decide based on the information provided to them.

### **Committee Transition**

Every two years, it is anticipated that there may be a change in the Chairs of the Committees of the Board and/or a change in the members of the committees. The following has been established as the transition process for the Committees:

- In anticipation of a possible change, the Chair of a Committee will prepare a Committee Transition memo, prior to the June Board meeting in the year in which there is a governance changeover. A copy of the template of the transition memo is attached as Appendix B
- If there is a change in the Chair of a Committee at the June Board meeting, a meeting will be arranged between the outgoing and the incoming Chair, who will review the transition memo together and discuss anything else of relevance to the continuity of the work of the Committee.
- There will be a meeting of the existing Committee prior to the September Board meeting to establish the preliminary initiatives plan for the following fiscal year. That meeting should be chaired by the outgoing Committee Chair, with the new Chair attending the meeting.

- New Committee members will be appointed at the September Board meeting following the June Board transition. Once appointed, the incoming Chair will be responsible for arranging for an orientation for any new committee members, prior to the first meeting of the full Committee. The new Chair may wish to enlist the assistance of the outgoing Chair in that orientation if both parties are willing.

### **Feedback and Inclusion**

Committees are encouraged to incorporate mechanisms for feedback and continuous improvement, including opportunities for members, stakeholders, or observers to raise suggestions or concerns. This may include self-evaluations, input surveys, or outreach to members to ensure committee processes remain transparent, responsive, and inclusive.

## Appendix A – Committee Report Template

# xx Committee Update

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**Report respectfully submitted by:** (Board member name), Committee Chair

**Date of Last Meeting:** (Day month year)

**Date of Next Meeting:** (Day month year)

**Summary of Activities since the last Board meeting:**

- (item)
- (item)
- (item)

**Main items currently being discussed by the Committee:**

- (item)
- (item)
- (item)

**Main activities planned prior to the next Board meeting:**

- (item)
- (item)
- (item)

**Issues/Challenges:**

- (item)
- (item)
- (item)

**Other Notes:**

- (item)
- (item)
- (item)

## Appendix B – OACETT Committee Transition Memo Template

# OACETT Committee Transition Memo

**Date :**

**From :**

**Re:** [Committee] Transition

### Introduction

Welcome to the OACETT [Committee]. The [Committee] has prepared this transition memo to aid in your orientation to the work of the [Committee], as well as to provide the status of activities completed and underway. Thank you for your service to OACETT. We hope you will have a successful year advancing the mandate of the [Committee].

### Committee Mandate

- Insert the Committee Mandate [see the Committee’s Terms of Reference]

### Achievements

- Highlight key accomplishments achieved/completed in the past year.
- If applicable, identify key relationships formed both within and external to OACETT, particularly collaboration with any other Committees.

### Work-In-Progress

- Summarize ongoing activities, including members involved and what steps remain to be completed. [Attach appendix in chart form, if would aid the reader]
- Note any initiatives proposed during the year not completed along with reasons to avoid repetition of analysis.
- Note key dates during the committee year if applicable.

### Future Initiatives

- Suggest possible initiatives for the new Committee.
- Note any outstanding work delegated from Board / other Committees.

### Conclusion