



Policy on Committees

Amended through June 27, 2013

I. Rules Established by Bylaws

Article V of the Council's bylaws provides for the following: Committees of the Board, Special Committees of the Board, and Committees of the Council (created and regulated by the board). In addition, the president and CEO may create advisory groups. Membership on Committees of the Board is limited to board members; membership on Special Committees of the Board may include non-board members if the committee charter permits, but a majority of members must be directors. This policy only addresses committees, created by the board.

II. Committee Designation

The committees are classified as follows:

Committees of the Board

Executive Committee

Special Committees of the Board

Audit Committee

Finance and Investment Committee

Governance Committee

Committees of the Council

None

III. Committees of the Board

Committees of the Board shall be established by the board and currently include the following:

A. Executive Committee

As provided by the bylaws, the Executive Committee has the power to act in all matters between meetings of the board of directors and to the extent permitted by law. The Executive Committee will be responsible for those duties as set forth in the bylaws and in the committee charter. It may have one or more subcommittees.

Reporting and Staffing: The Executive Committee reports directly to the board. All actions of the Executive Committee shall be fully reported to the board at the board's next meeting. Any formal policy recommendations developed by the committee are advanced to the full board by the committee chair at a time and process defined by the board chair and president and CEO. The president and CEO (or his or her designee) shall serve the committee by providing information, context, and perspective and may also serve as secretary to the committee to take notes, follow up on administrative tasks, and coordinate logistics.

Composition: The Executive Committee is chaired by the board chair and composed of seven to eleven directors, including the board officers, as well as the chairs of the remaining Committees of the Board, plus such other directors appointed by the board chair, in consultation with the president and CEO, and approved by the board. In addition, the president and CEO serves on the committee *ex officio* without a vote.

Selection Process: In consultation with the president and CEO, the board chair appoints the remaining members of the Executive Committee who are then approved by the board. Preference will be given to committee chairs who are board members.

Terms of Service: Board officers and board committee chairs serve on the Executive Committee concurrent with their terms of office. Remaining members serve one-year terms but may be reappointed. Terms start and end at the board meeting held in conjunction with the annual meeting.

Additional provisions are set forth in the committee charter.

B. Audit Committee, Finance and Investment Committee, Governance Committee

The purpose and responsibilities of these three Special Committees of the Board are set forth in their committee charters.

Reporting and Staffing: Special Committees of the Board report directly to the board. Any formal policy recommendations developed by the committees are advanced to the full board by the committee chair at a time and process defined by the board chair and president and CEO. The president and CEO (or his or her designee) shall serve the committees by providing information, context, and perspective and may also serve as secretary to the committees to take notes, follow up on administrative tasks, and coordinate logistics.

Composition: Special Committees of the Board are chaired by a board member and include the position of vice chair. Membership consists of seven to eleven persons unless the committee warrants a smaller or larger size. A majority of committee members must be board members. In the case of the Finance and Investment Committee, membership is limited to Council board members.

Selection Process: The chair and vice chair are appointed by the board chair in consultation with the president and CEO and approved by the board. The remaining committee members are appointed by the board chair in consultation with the president and CEO and the committee chair and approved by the board.

Terms of Service:

Committee chairs: Committee chairs serve one-year terms and are eligible to serve an additional two terms. Committee chair terms are served concurrently with committee member terms. However, an individual who is chair of a committee may serve up to two additional years beyond the ordinary limit of four years of consecutive service in order to serve three consecutive terms as chair of the committee.

Exception: the treasurer serves ex officio as chair of the Finance and Investment Committee so is not subject to the term limits outlined above.

Committee vice chairs: Committee vice chairs serve one-year renewable terms concurrent with their committee member terms, which may not be extended beyond the ordinary limit of four years of consecutive service.

Committee members: Committee members serve two-year terms with possible appointment to a second term for a maximum of four years of consecutive service.

Committee members having completed the maximum two terms of consecutive service on any committee may be invited back to the committee for additional service when doing so would benefit the work of the committee. However, in each instance, a minimum two-year absence from serving on the committee is required except as provided below.

To facilitate board member service on committees, new board members may be appointed to committees they served on immediately prior to joining the board without instituting the two-year absence requirement. Further, in such cases, time served on the committee prior to joining the board shall not count towards the maximum of two terms.

Terms start and end at the board meeting held in conjunction with the Annual Conference.

Additional provisions are set forth in the committee charter.

IV. Committees of the Council

All Committees of the Council shall be established by the board. At the time of a committee's creation, a committee charter shall be established setting forth guidelines for the committee's (1) purpose; (2) reporting, staffing, and roles; (3) responsibilities; (4) composition, selection, and terms; (5) meetings; and (6) limitations, if any.

VI. Partial Terms

Whenever any person is appointed to complete a partial term for someone who, for any reason, has left a committee, the time spent serving out the partial term shall not be counted in limiting his or her length of service.

VII. Committee Meetings

With the exception of the Executive Committee, all committees are encouraged to meet three times per year, generally between board meetings. At least one of these meetings must be in-person. Every effort should be made to coordinate meetings with other committees, board meetings or events to reduce costs both to the Council and to members.

VIII. Board to Retain Flexibility

While ground rules for committees are desirable, there should be room for the board to make exceptions for special cases. Therefore, the board reserves the right to establish special rules and may amend this policy at any time. If there is a conflict between this policy and the committee charter, the committee charter shall govern.