

# Board of Directors' Meeting of June 27, 2006

## Website Summary

### Committee Process Protocols

#### Decision

The Board of Directors approved the use of committee process protocols by board committees.

#### Rationale

There were some process issues that recently arose at the Policy Committee for which there is no guidance in the Governance Policy or in the committee's terms of reference. The Policy Committee approved the committee protocols at its March 21, 2006 meeting and referred them to the Governance Committee for consideration. As the protocols have application for all committees, the Governance Committee recommended the Board of Directors adopt the protocols as a governance standard.

The protocols are:

#### **1. Committee recommendations to the Board of Directors.**

A committee should ordinarily bring a recommendation to the Board of Directors and the recommendation should be formalized through a vote recorded in the minutes.

There may be a circumstance where a Committee is not able to arrive at a recommendation. For example, an issue may be so complex that the Committee thinks it is in the best interest of the workers' compensation system to defer the issue to the full Board of Directors for a broader discussion. In this situation the Committee should bring forward a full and fair summary of their deliberations without a recommendation.

There may be a circumstance when an issue generates strong and opposing opinions amongst Committee members. In this situation the Committee should bring forward a full and fair summary of their deliberations, including a fair representation of all perspectives brought forward in their debate, with or without a recommendation.

#### **2. The role of a Committee Chair.**

Committees of the Board of Directors are small (3 or 4 people) and operate within a context of informal collegiality. As a result, a Committee Chair has the same entitlements and responsibilities as any other Committee member, e.g., to vote and to propose motions.

Whether or not there is a recommendation, a Committee Chair should bring forward issues to the Board of Directors and provide a full and fair summary of the Committee's deliberations, including all perspectives brought forward in debate.

**3. The role of the Chair of the Board of Directors in Committee meetings.**

The Chair of the Board of Directors is an ex officio member of all Committees and may participate fully in the deliberations of a Committee, including voting and making motions.

**4. Attendance at Committee meetings by other members of the Board of Directors.**

By request or by invitation of a Committee Chair, any member of the Board of Directors may attend a Committee meeting. Such non-members of a Committee may observe or participate in that Committee's deliberations but do not have a vote nor can they propose motions.