



BOARD COMMITTEES

Officially Revised November 03, 2008 at the direction of the Governance Committee

Standing Committees

Definition of Standing Committees. Committees help the board operate effectively and efficiently. They normally speak "to the board" and not "for the board," except when formally given such authority; they should not interfere with responsibilities of the board or interfere with delegation from board to Executive Director. Unless otherwise noted or required, the chair appoints committee members and chairs in consultation with the Executive Director and, with formal Board confirmation. The Chair, and the Executive Director, are ex-officio members of all committees.

Governance Committee. This committee is charged with maintaining a roster of potential board and society members, suggesting ways for them to become involved with the organization, nominating new directors and officers, orienting and training board members, evaluating the governance process and the performance of individual directors, and recommending bylaw changes.

Audit Committee. This committee also serves as the liaison with the independent audit firm, instructing the firm on issues to monitor and receiving reports from the firm. Any internal audit function shall report directly to this committee.

Ad-hoc Committees

Definition of Ad-hoc committees. The Chair commissions Ad-hoc committees to address problems, issues, research, or tasks which fall outside the capacity or mandate of standing committees. The Chair generally also appoints board members to serve on ad hoc committees.

An example of Ad-hoc committees might be a committee struck to examine the statistics of ICCS and interview the program managers to determine the greatest need for services and the committee's mandate might be to compose recommendations for a future project. After the committee presents their recommendations to the board their mandate is fulfilled and the committee ends activity unless called upon by the board for further work.

Ministry Programs Committee. This committee supports the board in establishing policies that promote integrity and effectiveness in resource development and ministry programs, assuring alignment with the board's policies. The committee has draft and oversight responsibility for policies governing the ministry programs, including development, advocacy, Christian witness, and fund raising policies. (This mandate may also include other topics that do not fall within the mandate of the other committees).

Glossary

Ad hoc - Ad hoc is a Latin phrase which means "for this purpose". It generally signifies a solution that has been custom designed for a specific problem or task, is not able to be generalized, and cannot be adapted to other purposes. Common examples are organizations, committees and commissions created for a specific task.

Executive – A person or group having administrative or managerial authority in an organization. At ICCS the executive team includes the Executive Director, Manager of Finance and Administration, and the Manager of Policy and Publications.

Executive Director – At ICCS we now use the term Executive Director to refer to the individual paid by the society to manage the operations and provide leadership for the management team. The Executive Director is the Board's contact with the activities of the society and the Board communicates their expectations and directives solely through this person. Other organizations may refer to this position as Chief Executive Officer or President.

ex-officio – Robert's Rules of Order state: "Ex officio" is a Latin term meaning "by virtue of office or position." Ex-officio members of boards and committees, therefore, are persons who are members by virtue of some other office or position that they hold. For example, if the bylaws of an organization provide for a Committee on Finance consisting of the treasurer and three other members appointed by the president, the treasurer is said to be an ex-officio member of the finance committee, since he or she is automatically a member of that committee by virtue of the fact that he or she holds the office of treasurer.

Without exception, ex-officio members of boards and committees have exactly the same rights and privileges as do all other members, including, of course, the right to vote. There are, however, two instances in which ex-officio members are not counted in determining the number required for a quorum or in determining whether or not a quorum is present. These two instances are:

1. In the case of the president (or for ICCS the Executive Director), whenever the bylaws provide that the president shall be an ex-officio member of all committees (except the nominating committee); and
2. If the ex-officio member is not a member, officer, or employee of the society (for example, when the governor of a state is made ex officio a member of a private college board).

Again, however, it should be emphasized that in these instances the ex-officio member still has all of the rights and privileges of membership, including the right to vote. [RONR (10th ed.), p. 466-67; p. 480, l. 18-27.]

At ICCS the Executive Director is an ex-officio member of all committees and can vote on those committees but is not an ex-officio member of the Board of Directors. Committees make recommendations to the Board who then exercise their authority with reference to the recommendations.