

Understanding & Forming Board Committees

1. Board Committees are formed strategically and intentionally. The Board Chair, in compliance with the Board Policy Manual (BPM) and in collaboration with the CEO, recommends board members (including the Chair) to serve on specific committees for one year. Often, the full board votes to affirm those assignments.
2. Board Committees do policy governance work. Board Committees speak to the Board by making policy recommendations and those policies, once adopted by the Board and included in the BPM, guide the staff (and board) and help to keep the organization focused on main goals and objectives. As an example, a Board Development Committee recommends the policies that should be in place pertaining to items such as recruiting new board members (profile, kinds of people, etc.), orienting new board members, and training and evaluating board members annually (when, how, etc.).
3. Board Committees do not “run things” but Board Committee members may be asked to help implement specific processes. As an example, once policies are adopted, members of the Board Development Committee (and/or others) may be asked to play a specific role in the implementation process. Individuals could be asked to assist in developing board orientation training material and/or be asked to help lead the orientation training program in connection with the Board Chair and CEO.

[Another example... A Facilities Committee may recommend policies connected with property insurance, having a disability-friendly campus, etc. These committee members, however, are not responsible for doing the actual work. If they are asked to assist in the work, they would be doing that work as an implementor/volunteer of the organization.]
4. Task Forces are different than Board Committees. At times, a Task Force will be formed (by the board or by the CEO) to accomplish short-term, project-specific tasks on behalf of the Board. For example, a small group of outside experts could be asked to study the technology uses of the organization and report back to the appointing authority with recommendations by a certain date, after which the task force has completed its work.
5. Always remember that day-to-day operations of the organization are the CEO’s (and staff’s) responsibility. Again, Board Committees make policy recommendations and those policies, once adopted by the Board and included in the BPM, help to set parameters that, in turn, help to guide the staff and the overall organization.

Per www.TheAndringaGroup.com, the committees that meet the needs of most organizations are listed and defined below:

- 3.7.1 **Board Development (Governance) Committee.** This committee recommends policies to the board pertaining to governance issues and processes including the orientation and training of new board members, the evaluation and improvement of the contribution of individual board members and officers, and the recommendation of Bylaw changes. The committee will also develop a roster of potential board members based on the board profile and nominate all board members and officers.
- 3.7.2 **Finance Committee.** This committee develops and recommends to the board those financial policies, plans, and courses of action that provide for mission accomplishment and organizational financial well-being. Consistent with this responsibility, it reviews the annual budget and submits it to the board for its approval. In addition, the committee makes policy recommendations with regard to the level and terms of indebtedness, cash management, investment policy, risk management, financial monitoring and reports, employee benefit plans, signatory authority for expenditures and other policies for inclusion in this BPM that the committee determines are advisable for effective financial management.
- 3.7.4 **Advancement (Fundraising) Committee.** This committee studies and recommends policies relating to communications and public relations as well as policies relating to raising financial and other resources for the organization.
- 3.7.5 **Programs Committee.** This committee studies and recommends board-level policies relating to programs and services of the organization.
- 3.7.6 **Executive Committee.** This committee (*if created*) includes the Chair, other officers, and the Chairs of the other committees in Section 3.7. Except for the actions enumerated below, it has authority to act for the board on all matters so long as the Executive Committee determines that it would be imprudent to wait for the next board meeting to take such action. With respect to any action taken on behalf of the board, (1) the Executive Committee is required to report the action to the board within 10 days, and (2) the board may ratify the action at the next board meeting.
- 3.7 **Standing Committees.** Committees help the board be effective and efficient. They speak "to the board" and not "for the board." Unless authorized by the whole board, a committee may not exercise authority that is reserved to the whole board by the Bylaws or by the laws of [*name of state*] governing not-for-profit organizations. Committees are not created to advise or exercise authority over staff. Once committees are created by the board, the board Chair will recommend committee chairs and members for one-year terms, subject to board approval. The board Chair and the CEO are *ex officio* members of all committees except the Audit and Compliance Committee. The CEO, or a designee, will assist the work of each committee.