The Veterans' Place, Inc.
Transitional Housing and Programs for Veterans in Vermont

TVPI Board Committees

Accountability

- The use of committees or task groups by non-profit boards is a common practice. Committees can be useful for drafting board policies, studying an issue, taking on a project or organizing an event. Committees are valuable mechanisms for involving people, tapping into specific expertise, sharing the work, ensuring that different perspectives are incorporated and for cultivating volunteer leaders.

Authority

- Generally, it is the board's responsibility to develop and/or approve the committee's terms of reference, or "charge". Committee members may participate in the process of drafting the terms but the final approval of the charge should remain with the board.
- Below we offer some suggestions on the key elements of the committee terms of reference followed by an example. It is probably not a good idea to let a committee determine its own terms of reference. It is the board's responsibility to develop and/or approve the committee's terms of reference. Even if the suggestions below are more detailed than your board needs, take some time to determine what the committee should do in advance.

- In establishing a committee, the Board needs to determine the following items.
    - The Accountability and Purpose of the Committee. What is the name of the committee or group? What is its main goal? It is essential to state the purpose or role of the committee or task group. What is it set up to do? A statement of purpose can be a statement that captures some of its likely activities. In other words what will its work involve? Likely it will be some combination of research, review, investigation, study, consultation, deliberation, planning and organization. What are the boundaries of its work? What issues do they need to address and what is outside their area of concern? What are central and what are secondary concerns?
    - The Authority given to the Committee. This includes the Type of Committee, whether standing or ad hoc. There are both standing or ad hoc committees. The former are ones that are a formal and a permanent part of the governance structure. The latter are created for a special purpose or project and are set up to work for a specific time period. It is often useful to use terms other than

"committee" to describe an ad hoc group established by the board for a short-term project. The terms: task group, project team, or task force are good alternatives. The Board should distinguish between committees established to help the board do its work, committees set up to advise the Managing Director on an ongoing basis, and committees that focus on areas of joint board-CEO responsibility for a short period of time. A board recruitment or nominations committee can be an example of an ad hoc committee needed to meet for that specific short-term purpose. Human Resource functions often fall to the Executive Committee, but specific incident review can follow to an ad hoc committee as needed. Committees that have a primary purpose in the creation and/or review of policies, Strategic planning, and Fundraising are typically standing committees, which some organizations refer to as a governance committees. For most committees:

    - The Committee's work or recommendations must be approved by, and possibly acted upon by the Board.
    - The Committee is empowered by the Board to advise or act on its behalf
    - If the Committee is empowered to make decisions, are they expected to decide by a vote if there is no consensus? It is also important to be clear whether the committee's work.
    - Has any financial or resource implications
    - Is independent of other parts of the organization or should do its work in consultation
    - Will involve activities with persons or organizations outside the host organization and, if so, does this constitute interacting with external stakeholders or publics that may have reputational impacts?

- The Objectives of the Committee. These should identify specific goals for the committee, identified with bullet points. These goals can include making recommendation(s), developing options for action, planning and organizing events, and providing a timeframe and/or schedule for it's work.
- The Composition of the Committee. Indicate at least the minimal size of the committee and if it is to be made up of only board members, board members and staff, or board members and volunteers. If the board chair and/or staff are to be members, are they expected to attend or just be kept informed (e.g. receive meeting notes). If either is a regular member, what role are they expected to play? Is it assumed that the board member will also be the committee chair? Is there an expectation that the Managing Director or other staff will organize and prepare for the meetings? If so how much will it add to the staff's work? Will staff be involved as members and will they be voting or non-voting members? Also, if it is a standing committee, what is the term of the members and will they, or the whole board be responsible for replacing members.
- The Committee budget, meaning any funds that will be provided for the work of the committee. Does the committee have a budget or discretionary funds to work with? Is it permitted to make demands on staff time, and, if so, how much is reasonable?

- The Committee Meeting structure. For standing committees, it is important to specify a minimum number of meetings a year that are expected. For task groups, this decision is best left to the task group. There should be some requirement for meeting notes as well as their distribution and storage. A nominations committee, for example, could develop or add to a file that indicates the names of possible candidates, whether and when they have been contacted and whether they are interested in future board service. If there is to be a file documenting the group's work for future purposes, where will it be kept?
- The Committee Reporting relationship and frequency to the Board. It is important to know if there are any boundaries within which the committee must work. The by-laws should be consulted to help understand some of the organizational constraints. Other factors may include the mandates of other committees and the priorities identified in the strategic plan, A committee's work might be also be constrained by external laws and standards. The committee work should designate the frequency it is reporting to the board, depending on it's structure.

Signature:

Lucas J. Herring

Board President

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