**NLN Affiliated Constituent League**

**Policy and Procedure**

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| policy number | **7.1** |
| policy name | Committees |
| **date of origin** | (Date) |
| purpose | * This comprehensive policy clarifies the structure and duties of the committees. |
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| 1. **policy** | **Committees**: In addition to the executive committee, there shall be the following standing committees:   * Finance * Nominating * Strategic Planning   **Special Committees and Task Forces**: Special committees and task forces shall be established by the president on an ad hoc basis to respond to specific needs or issues as deemed necessary. They shall be dissolved when the issues have been appropriately addressed or resolved. Upon such dissolution a formal report of the committee shall be submitted to the board of trustees and maintained in the XYZ office.  **Structure of Committees**:   * Accurate minutes shall be kept of all committee meetings. The minutes shall be distributed to all in attendance and to the chair. * All committee chairs, when an issue so warrants, will have the opportunity to report on the committee during each board meeting. * An annual report of the committee shall be made by the chair at the annual meeting of the board of directors. * The chairs are further responsible for such duties as outlined in the XYZ policies. * The Chief Executive Officer shall serve as an ex-officio member of each committee.   **Limits of Authority**. Notwithstanding any provision in these bylaws to the contrary, no committee of the board of directors shall make, alter or repeal any bylaws clause of the corporation;   * elect or appoint any officer or trustee, or remove any officer or trustee; * amend or repeal any resolution previously adopted by the board of trustees; nor * take any action, make any decision, or speak for the board of trustees unless explicitly authorized by the board of trustees.   **Board of Directors Authority**. The board of directors, by resolution adopted by a majority of the entire board of directors, may   * fill any vacancy in any standing committee; * appoint one or more persons to serve as alternate members of any committee, to act in the absence or disability of members of any such committee with all the powers of such absent or disabled members of a committee; * abolish any committee at its pleasure; or * remove any members of a committee at any time, with or without cause.   **Compensation**. Members of any committee shall not receive any fee, salary or remuneration of any kind for their services to XYZ, provided however, that committee members may be reimbursed for reasonable expenses incurred with approval of the board of directors upon presentation of vouchers. |
|  | 1. The board will decide what committees will be formed and appoint a board member to chair each committee. 2. Non-board members can be invited to be part of the committee. 3. The committee chair is authorized to approach prospective committee members based on the prior approval of the board president. 4. A committee meeting can be called by the chair of the committee or by the president of the full board. 5. Each committee will be made up of a minimum of three and maximum of eight members approved by the board president. A majority of the committee members shall constitute a quorum for any decision of the committee. 6. The board will set the goals of the committee, while the committee will set its own strategies for reaching those goals. 7. Prior to the first meeting of the committee, the board president, the chief executive, and the committee chair will meet to review the goals and expectations set by the board and this protocol. 8. Committees will meet at least every other month, alternating with full board meetings. The chair of the committee will report in writing the progress and activities of the committee at the following board meeting. 9. The board president and the chief executive can sit on any committee ex officio. They will be copied on all committee correspondence. 10. Staff persons present at a committee meeting will be present to assist because of knowledge of the actual day-to-day operations. An important job of the head of the committee is to protect the staff from being assigned tasks appropriate to the committee. 11. The chief executive is responsible for communicating to staff members their role in committee deliberations. 12. A committee will not enter into any contractual obligations on behalf of the board. |

Revision Dates: