

Policy Type: Board Process

Policy Title: C7 – Board Committee Principles

Last revised: February 1, 2022

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The Board will use committees only to help accomplish the Board's job.

Interpretation: The Board is not prohibited by our Bylaws or Policies to create committees to assist with Board work, therefore, under Idaho Statute 30-30-617, we may use committees for Board work. The statute requires Board committees to “have at least two directors, who serve at the pleasure of the Board.”

1. The Board will use committees to reinforce and support Board Holism, particularly by assigning tasks to committees and having committees report back.

Definitions: Holism - the authority of the board is held and used as a body. The board speaks with one voice in that instructions are expressed by the board as a whole. Individual board members have no authority to instruct staff.

Interpretation: We have created committees and appointed directors to these committees to carry out in-depth and/or detailed work that supports the overall work of the Board. Committees may report on activities at each Board meeting, or by request of the Board when special activities are planned, e.g. the annual meeting or elections.

Question: How do committees interact with staff, e.g., marketing, on tasks?

2. Board committees shall not speak or act for the Board, except when formally given such authority for specific and time-limited purposes.

Interpretation: Board committees may exercise the Board's authority only as specified by the Board. (30-30-617)

3. The Board shall establish, regularly review, and control committee composition and responsibilities in written committee charters.

Interpretation: The Board reviews committee charters and composition yearly.

4. The Board shall define committee expectations and authority to make sure they do not conflict with authority delegated to the GM.

Interpretation: Directors on committees are held to the same standards as all directors with reference to Policy C5 Directors' Code of Conduct. Therefore, committees, as with individual directors, do not have authority over the GM. Furthermore, committee responsibilities, which are written by the Board, do not give a committee authority over the GM.

Question: How do committees interact with the GM?