

3357:13-02-80 Board Committee Principles Policy (Governance Process)

Board committees, when used, will be assigned so as to reinforce the wholeness of the board's job and so as never to interfere with delegation from board to CEO.

Accordingly:

2.81 Board committees are to help the board do its job, not to help or advise the staff. Committees ordinarily will assist the board by preparing policy alternatives and implications for board deliberation. In keeping with the board's broader focus, board committees will normally not have direct dealings with current staff operations.

2.82 Board committees may not speak or act for the board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the CEO.

2.83 Board committees cannot exercise authority over staff. Because the CEO works for the full board, he or she will not be required to obtain approval of a board committee before an executive action.

2.84 Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a board committee that has helped the board create policy on some topic will not be used to monitor organizational performance on that same subject.

2.85 Committees will be used sparingly and ordinarily in an *ad hoc* capacity.

2.86 This policy applies to any group which is formed by board action, whether or not it is called a committee and regardless whether the group includes board members. It does not apply to committees formed under the authority of the CEO.

Effective: August 25, 2010

Next Review: April 23, 2025

Review Dates: 8/25/10, 7/30/11, 4/25/12, 5/15/13, 5/21/14, 5/27/15, 4/27/16, 4/26/17, 4/25/18,
4/24/19, 4/22/20, 4/28/21, 4/27/22, 4/26/23, 4/24/24