



## **Guidance and Protocol for OLTA Committees and Task Groups**

### **Background on OLTA Governance**

In full accord with its constitutional bylaws, the OLTA Board of Governors, comprised of up to 15 members, governs the business and policies of the Alliance. The current bylaws prescribe operating rules for Trust membership, general duties and responsibilities of the Board, Officers, Staff, Committees and basic requirements for financial reporting, auditing, record keeping and meetings. The Chair, Vice Chair, Secretary and Treasurer and Executive Director are designated Officers of the Alliance.

The Executive Committee includes the four Board Officers who are elected or appointed annually. The Chair and Executive Director guide the business operations of the Alliance under the policies, strategic plans, annual budgets and priorities approved by the Board of Governors subject to oversight or review of progress. Delegation of authority to the Chair, Executive Director or Officers is set by the OLTA Board.

### **Framework for OLTA Committees**

The Board of Directors may establish Standing Committees, Operational Committees, Program Subcommittees and Task Groups as may be advisable to support effective and efficient conduct of its business. Committees other than the Standing and Operational Committees will be used sparingly in defined specific capacity to examine issues and recommend actions with a deadline or a sunset clause for their completion.

The Board of Governors will approve the Terms of Reference (ToR), list of the current members, chairpersons and any guidance on operation of OLTA Committees. The Board will annually appoint the Committees and their Chairs as may be needed following each AGM and may restructure its Committees and the memberships at any time.

The purpose of any Committee must be to assist and support the Board and Executive Director by researching and preparing policy alternatives, evaluating and advising on implications of problems and making recommendations for policy decisions or actions to the OLTA Board. Board Committees are generally advisory only and may not speak or act for the Board, unless formally given a specific authority or responsibility.

Standing Committees such as Board Development and Governance, Fund Development or Finance and Audit are typical Board driven Committees reporting to the OLTA Board on governance policy, strategic budget and funding priorities or oversight. Operational Committees such as Government Relations, Communications and Member Services and Annual Gathering are typical Staff driven Committees supporting the Executive Director on detailed planning for operating concerns or issues e.g. Annual Gathering.

Expectations and authority will be carefully stated in all Committee Terms of Reference in relation to the Executive Director. As OLTA grows in its staffing capacity and the Board focuses more on its governing agenda, some of the Board Committees may be set aside and their Terms of Reference assigned to the Executive Director and staff.

### **Guidelines for Committees and Chairs:**

1. All Committee members will receive the Terms of Reference, briefing notes, policy documents, support for answers to their questions, orientation sessions and agenda materials to assist them in contributing to their Committee activities.
2. Committees are responsible in consultation with the ED and others for reviewing policies, priorities or problems, estimating work plans, resources and budget needs, analyzing or evaluating data and recommending action to the Board.
3. Chairs of the Standing or Operational Committees will make routine oral and written reports on Committee activities or recommendations to the Board.
4. Committees will establish suitable meeting dates, organized agendas and timely work plan schedules to pursue their approved Terms of Reference.
5. Committee Chairs (with designated staff support) will send out agendas with reports for decision items about one week before regular meetings. A general protocol to facilitate the orderly conduct of meetings is included as Appendix 1.
6. Committees must keep brief and accurate records or minutes of their meetings that include notes on their discussions and motions on their decisions.
7. Minutes or records of Committee meetings will be distributed in about one week to assist in tracking follow up work and approved at the next meeting.
8. Committee Chairs will consult with the ED and receive advice and information on issues and priorities prior to making any formal recommendations.

### **Appendix 1 - Protocol for Conduct of Meetings**

A general protocol has been found to be useful in the conduct of efficient and effective meetings. Although these basic guidelines do not fit all circumstances, Chairs, Members of Committees and Staff are encouraged to follow these procedures in meetings. At the formal sessions of the Board of Governors, current Roberts Rules of Order are also used to support good governance in making formal decisions. When an informal dialogue is beneficial, the Chair and the Committee can relax the rules. Without routine discipline, Committee meetings will be too long and agendas will not be finished.

A routine check list follows to help support effective and efficient meetings:

1. Approval of quorum, agenda and minutes
  - Check for quorum to start the meeting
  - Add, confirm or change agenda items
  - Ensure all reports have been received
  - Approve minutes of previous meeting
2. Declaration of potential conflicts of interest
  - Specify the conflict and keep a record
  - Follow the code of conduct for conflict
3. Speakers to address the Chair
  - Members to signal their desire to speak to the Chair
  - Staff to do same if they wish to speak or add clarity
  - Chair will list and recognize the members in order
  - Please do not talk at random as this is disruptive
  - Committee meeting should stick to the agenda
  - Chair may relax protocol to prompt discussion
4. Chair to coordinate the agenda
  - Staff or member presents their report on item
  - Committee asks questions to understand issues
  - Chair calls for a decision or a motion on direction
  - Further clarification & discussion on item if needed
  - Secretary confirms content for a motion or decision
  - Chair notes consensus and/or calls for vote on motion
5. Committee should stay on topic
  - Add or request information and suggest actions etc.
  - Try to avoid any unrelated, off the topic discussion
6. New, other and future business
  - Circulate the reports in advance for all decision items
  - Otherwise defer item for a report at next meeting

**Gentle Reminder on Keeping of Corporate Records:**

Chairs and Committees must ensure minutes are made as a record of their meetings, discussions, reports and actions. These can simply be brief summaries of agenda items discussed with motions or consensus on the outcomes. All Committee minutes and/or reports are copied to the ED and OLTA office and may be tabled as or with Committee reports by the Chair at subsequent Board meetings. Policy proposals and recommended actions are part of any formal written reports going to the Board.