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BOARD COMMITTEES

As much as possible, the Board's business of governance will be conducted by the full Board. The Board may establish committees of the Board when necessary to assist it with governance functions. Committees of the Board shall never interfere with delegation of authority from Board to Chief Superintendent. The Board may delegate specific powers and duties to committees of the Board that are established by the Board, subject to the restrictions on delegation in the *Education Act*.

The primary purpose of all committees of the Board shall be to act in an advisory capacity to the Board. Unless specific powers have been delegated by the Board the power of all committees shall be limited to making recommendations to the Board and shall not include that of acting on behalf of the Board unless specifically authorized for individual issues. The Chair of the committee shall place all recommendations before the Board at a regular business meeting of the Board in the form of a proper motion.

General Requirements

1. The Board may appoint Standing Committees and Ad Hoc Committees and shall prescribe their purpose, powers and duties, membership and meetings.

2. The Board Chair shall act as an ex-officio non-voting member of all Board committees.

Standing Committees

Standing committees are established to assist the Board with work of an ongoing or recurring nature. Trustees shall be appointed to Standing Committees at the annual Organizational Meeting to serve at the pleasure of the Board, and thereafter, at any time determined by the Board.
Standing committees are usually established or confirmed annually at the Organizational Meeting. The appointed member shall serve on the committee until s/he is unable to perform the duties assigned or until replaced by a subsequent appointment.

The number of Trustees appointed to a committee other than the Committee of the Whole shall not constitute a quorum of the Board.

1. Board Committee of the Whole

   The Board Committee of the Whole is established as a standing committee of the Board, with responsibility for work as detailed below. Membership includes all Trustees. Meetings will be held monthly, as required, dependent upon agenda items.

1.1 Audit and Finance Committee

1.1.1 Purpose

The purpose of the Committee is to assist the Board in fulfilling its responsibilities in relation to:

- The discharge of its fiduciary responsibilities relating to the Division's accounting policies, reporting practices and internal controls, as well as to its risk management policies and practices;
- Maintaining direct lines of communications with the Chief Superintendent and with the external auditors; and
- Monitoring the scope and costs of the activity of the external auditors and assessing their performance;
- To review terms of engagement for the external Auditor.

1.1.2 Powers and Duties

External auditor

- Review proposed terms of engagement for the external auditor and make recommendations to the board regarding such terms of engagement;
- Review the annual audited financial statements and recommend acceptance to the Board;
- Review the External Auditor’s assessment of managements risk mitigation strategies and the appropriateness of internal controls;
- Review the “Auditor’s Management Letter” with the Auditor and assess Management’s action plan to address concerns;
- At least once a year, meet separately from the administration with the External Auditor;
- Make enquires of the Auditor which members of the Committee believe are necessary to discharge its fiduciary responsibilities;
- Make recommendations to the Board regarding appointment of external auditor and review external audit services at least every four years;
- Review actions taken by administration to remediate any deficiencies identified in the audit report and management letter.

Banking

- Make recommendations re the appointment of the Division Banker and review banking services at least every four years.

Fiscal Reporting

- Review quarterly financial reports and related information.

Budget

- Review Budget assumptions and budget priorities that provide a framework for the preparation of the annual Division budget and to be approved by the Board in conjunction with senior administration;
- Review the draft Division budget as prepared by the administration;
- Approve the final budget for submission to Alberta Education;

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- As appropriate make policy recommendations to the Board.

1.1.3 Membership

- All Trustees;
- At least one and up to three members of the public with one such public member holding an accounting designation. Public members will be appointed for a term of two years with the possibility of a second two-year term extension, at the will of the Board. For the member(s) of the public appointed to the Committee, the following honoraria schedule shall apply:
  - $157.00 for every meeting of up to four hours he/she is required to attend;
  - $157.00 for preparation for every meeting he/she is required to attend;
- The Chair of the Audit and Finance Committee shall be selected by the Board;
- Though not committee members the Chief Superintendent and Chief Financial Officer shall attend all Audit and Finance committee meetings.

1.1.4 Meetings

- The Committee shall meet at least four times a year.

1.2 Governance Committee

1.2.1 Purpose

- To provide a forum for discussion and the receipt of background information to facilitate Board debate and decision making at formal Board meetings;
- To allow the Board to explore matters in much greater depth than can be accomplished in a scheduled regular of the Board;
- To solicit and receive information from the Chief Superintendent relevant to the development of various system activities and plans;
- To formulate recommendations for the Board to be formally debated in a formal Board meeting.

1.2.2 Powers and Duties

- Receive background information on pending issues;
- Meet with the Archbishop, Councilors, MLAs, other Trustees, employee groups, parent groups as required;
- To engage in preliminary planning discussions;
- To conduct Board and CEO evaluations;
- Make recommendations for agenda items for subsequent Board meetings.

1.2.3 Membership

- All Trustees;
- Though not committee members the Chief Superintendent shall attend all Governance Committee meetings;
- The Committee will be chaired by the Vice-Chair of the Board;
- The Board agenda committee will prepare the Committee agenda;
- Agenda items will be submitted by Trustees and the administration.

1.2.4 Meetings

- The Committee will meet monthly as required during the school year or as determined by the Committee or as called by the Committee Chair.

2. Community Engagement Committee

2.1 Purpose

The Community Engagement Committee will develop a plan and strategies that will highlight the uniqueness and value of Catholic education and the achievements of our school division.

2.2 Powers and Duties

The Committee shall report and bring forward recommendations for Board approval.

2.3 Membership

The committee shall consist of two trustees as appointed by the Board. General Counsel and the Corporate Secretary may provide administrative support as required by the Committee.

2.4 Other

Terms of Reference may be established by the Board from time to time regarding any further governing parameters of this Committee. In the event of a conflict between the Terms of Reference and this policy, this policy shall supersede any provisions contained within the Terms of Reference.

Ad Hoc Committees

Ad hoc committees may be established to assist the Board on a specific project for a specific period of time. The terms of reference for each ad hoc committee will be established by Board motion at the time of the formation. Such Ad hoc committees shall cease to exist when the purpose has been achieved.

Resource Personnel

The Board may request the Chief Superintendent to appoint resource personnel to work with committees and shall determine the roles, responsibilities, and reporting requirements of the resource personnel.

Adopted:	June 30, 2017
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Legal Reference:	Education Act, Sections 37, 51, 52, 53, 54, 64, 222 Board Procedure Regulation Collective Agreements