

COMMITTEE RESPONSIBILITIES

Committees play an integral role in advancing the mission and goals of an organization. This is a handy guide for chairs and committee members to improve processes and outcomes.

Foreword

Committees supplement the work of the Board of Directors and staff. They provide knowledge, time and resources that the Board and staff may not have.

Some of the most successful programs and initiatives have been developed by committees. For instance, committees have published books, raised funds, developed curriculum, conducted research and elected candidates.

Many volunteers hone their leadership skills in a committee and then move up the ladder to a chair position and potentially a seat on the Board.

Committee Types

Standing Committees are identified in the bylaws and serve the duration of the election year. They are assumed to continuously function.

Subcommittees are used to break up the work of a committee into smaller tasks.

Councils, Work Groups, Special Interest Groups are other names for committees.

Task Forces and **Ad Hoc Committees** are appointed for a specific purpose and deal with a specific subject. They disband upon completion of their tasks.

Populating Committees

The size of a committee may be stated in the bylaws. It is influenced by factors such as interest in a committee's project, the number of members; and whether or not committees are open to members, etc.

Some organizations limit composition to Board members. Others hold a "call for volunteers." In some cases the appointed chair finds persons to serve.

In all cases, the selection of committee members will have an impact on outcomes.



TIP: When seeking volunteers, remember that people don't want to give their valuable time nearly as much as they want to "make a difference."

Terms of Office

In standing committees, the chair and members' terms correlate with the organization's election year. Task forces and ad hoc committees disband when their work is completed.



TIP: It may be easier to find volunteers when projects are broken into smaller tasks and assigned to task forces and work groups.

Orientation

Orientation is vital. This can be achieved by including the chairs in the Board's annual orientation, or via a special in-person or webinar orientation designed exclusively for committees. An organization should have a manual and policies specifically for committee operations.

Governing Documents

Committees are guided by the organization's governing documents and may request them for understanding and clarification:

- **Mission** – Purpose for existence
- **Articles of Incorporation** – Authority from state government.
- **Bylaws** – Relationship to stakeholders.
- **Policies** – Interpretation of Bylaws and Articles

Processes may be described in an orientation manual or a specially created committee handbook.



TIP: Strategic boards don't do committee work at the board meeting.

Copyright

Committees often produce results in the form of articles, manuals, educational content and designs, for instance. The committee must understand that their work products, original works and intellectual property belong to the parent organization and not to the committee or its members.



TIP: Committees that are charged with creating original works should sign a form assigning copyright to the organization.

Purpose and Charges

Purpose Statement - Each committee should have a clearly stated purpose or mission. The purpose seldom changes. Here is a sample purpose for an Audit Committee:

The primary function is to assist the Board in fulfilling its oversight responsibilities for a periodic audit and financial reporting.

Charges - Committees receive their program of work, assignments or charges from the Board of Directors. Committee work should support the organization's strategic goals.

Charges or tasks for an Audit Committee might be stated for the year as:

- Prepare an RFP for an auditor.
- Review input and recommend to Board.
- Work with audit firm as a resource.
- Invite the auditor to present to the Board.
- Ensure that recommendations of the auditor receive consideration.

The combination of mission and current year charges frames the work of the committee.

Minutes and Reports

Minutes are one way to keep the organization informed of committee decisions, progress and needs. The IRS asks on the Form 990 submitted annually, "Does the organization document the meetings held for each committee with authority to act on behalf of the governing body?"

It is advantageous to keep minutes so that the Board and staff are aware of direction, decisions and actions. Minutes should record:

- Committee Name
- Date and Time

- Attendees
- Actions and Decisions
- Adjournment
- Financial Impact



TIP: Some organizations have adopted a policy to clarify authority by stating:
Committees have no authority to represent or contract for the organization, nor speak for the Board of Directors.

Committee Liaisons

An appointed liaison serves as a resource and advocate to the committee. Their roles:

Board Liaison – A member of the Board assigned to assist and report on committee efforts.

Staff Liaison – The role of the staff liaison is to be a resource and encourage progress. Staff members should not necessarily be the committee's "secretary."



TIP: A liaison is a resource and friend of the committee – they should not usurp role of the committee chair.

Trends in Committees

- No sacred cow committees – is the committee really needed? Consider disbanding, merging or changing its structure.
- Committees are aligned with organization's overarching goals.
- On-line portals facilitate meetings and archive reports and collaborative efforts.
- Committees must produce results ---- for instance research, reports, income, etc.

Antitrust Avoidance

When two or more people from the same industry meet, it is important to avoid discussions of prices, rates, discounts, competitive practices and boycotts. Some committees start each meeting by reading an antitrust avoidance statement or including the statement on a committee sign in sheet and/or on the agenda.



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Board Development
Strategic Planning
Operating Efficiency

High Performing Committees

- Understand the committee's "fit" and importance with organization's mission and goals.
- Engaged the members with a passion
- Consider committee succession to ensure quality committee in future year.
- Think big – create a new program, curriculum, meeting or revenue source.
- Interface with other committees to maximize outcomes.
- Be accountable for commitments.



TIP: Remember the adage: *Committees Recommend > Board Approves > Staff and Volunteers Implement*

Common Sense

- Prepare for meetings; read, read, read!
- Respect the chairperson, agenda and rules of order.
- Bring a calendar, start and end on time.
- Know the mission and goals.
- Listen more than you speak.
- Check personal and political agendas at the door.
- Respect confidentiality.
- You don't speak for the organization without authority.
- Support the Board; don't bad-mouth any action or person. (Dissenting votes may be noted in the minutes – not outside the meeting.)



TIP: The internet facilitates on-line collaboration, storage and retrieval of committee documents.

Role of the Chair

The chair sets the tone. It is critical that he or she understand the big picture, communicate expectations and share an image of success.

- Provide leadership by communicating the committee mission, charge and seek member input and ideas.
- Stay in contact with committee members.
- Plan a calendar of meetings and determine how members prefer to meet (in-person, on-line, conference calls, etc.)
- Develop the meeting agenda and organize any supporting documents.

- Collaborate with related committees; avoid working in a "silo."
- Mentor a committee vice-chair.
- Assign tasks to members or subcommittees.
- Monitor progress.
- Prepare reports that show progress and request input and action of the Board or staff.
- Work with an assigned Board and/or staff liaison.
- Evaluate committee effectiveness at mid-year and year-end.



TIP: Appoint a vice chair or co-chair to ensure continuity if the chair is distracted or busy.

Role of Committee Members

Members of the committee bring their unique perspectives and resources to achieve the mission and goals.

- Understand the purpose of the committee and ask what the specific charges are for the year.
- Offer ideas --- and respect the perspectives of others.
- Prepare for meetings by reviewing documents and previous work.
- Acknowledge, almost immediately, any communications regarding the committee.
- Ask for clarifications as needed from the chair, liaisons, staff and/or the Board.



TIP: Read the agenda and support materials prior to meetings; ask questions of the chair, leaders and staff in advance.

Authority

Committees have only the authority described in the bylaws, purpose statement, and current year charge. In general, committees have no authority to speak or contract for the organization or to commit funds, without explicit approval.



TIP: An organizational chart depicts lines of communication and authority.

Minutes and Board Reports

The committee will be expected to prepare reports to the Board or the Chair of the Board. Often times these may take the form of a set of committee meeting minutes. Or a specific form may be proscribed that includes:

- ✓ Date-Place of Committee Meeting
- ✓ Name of Presiding Officer
- ✓ Names of Attendees and Absentees
- ✓ Motions and Actions Agreed Upon
- ✓ Specific Requests of the Board
- ✓ Economic Impact
- ✓ How the Action Supports the Strategic Plan

The IRS specifically asks through the annual information return if committees with authority are keeping minutes.



TIP: Maintain a set of minutes for reference and to pass on to the successive committee chair.

Rules of Order

While Boards often rely on a form of parliamentary procedure (i.e. Roberts Rules of Order), committees tend to be less formal. It is important to follow the meeting agenda. To be sure that everyone understands when action is being recommended, it is suggested that some form of making and seconding motions is used.

Most important is to maintain decorum of courtesy and respect where discussions and work can be accomplished.

Planning Meetings

Committee meetings have three phases: **Before, During and After**

Before – Craft an agenda, collaborate with others, gather resources, and plan for a meaningful meeting.



TIP: The best room set-up is an open-U or a round table, depending on committee size. The goal is for every member to feel equal and be able to see and hear comfortably.

During – Be engaged at the meeting (turn off digital distractions); adhere to the agenda and seek meaningful results; take meeting minutes.

After – Circulate the minutes to committee members; inform the Board and staff of committee actions and needs; follow through on commitments; measure interim progress and deadlines; prepare for the next meeting.



TIP: Have a *reason* to meet ---- nothing turns off volunteers more than wasted time.

Traps

- Decisions made without having the necessary information.
- Personal agendas rather than the mission of the organization.
- Lack of understanding of stakeholder and member needs.
- Uncertain about the committee's mission and precise charge.
- Working in the current year only --- failing to build on prior committee work or to project more than a year out.
- Funds or commitments without authority.
- Organization's structure, policies and governing documents ignored.
- Ex-officio member or Board liaison who usurps the chair's authority.

Evaluation

Take time to evaluate the structure, processes and outcomes of the committee every six to 12 months; considering aspects such as need for the committee, effective orientation, successful outcomes, resources and leadership. Alternatively, close each meeting with a discussion – *Are we an effective committee?*

Committee Chair's Checklist

- I have a desire to lead a committee and advance the organization.
- I am familiar with the mission and strategic goals.
- I am aware of resources, and limitations.
- I respect the time of volunteers and staff.
- I am able to plan the year in advance and envision the desired outcome.
- I am innovative in solving problems and conflict.
- I can speak favorably about the organization.
- I have read the governing documents for the organization and the committee.
- I am able to involve everybody at the meetings.

The Committee Responsibilities guide may be copied with attribution to "Bob Harris, CAE" Be sure to rely on legal, accounting and insurance counsel as needed.

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