

The intent of this policy is to outline the specifications of each board committee, its purpose and its responsibilities. A board committee only exists if its mandate comes from the Board. The only board committees are those which are set forth in this policy. Board committees should only be used to assist the Board in completing its own governing objectives and so as never to interfere with delegation from Board to Chief Executive Office.

Committee Principles:

1. 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. Board committees cannot exercise authority over staff. A board committee, which has helped the Board create policy on some topic, will not be used to monitor organizational performance on that same subject.
3. Executives and staff shall sit on board committees as resources and participants but will not have any voting rights with the exception of CEO Performance Evaluation Committees.
4. All board committees report to the Board.

Committee and Committee Structure:

GOVERNANCE REVIEW COMMITTEE

The purpose of the Governance Review Committee is to review adherence to the principles and requirements found in the Constitution and in the Policy and Procedures, and suggest changes where required.

The Governance Review Committee shall be composed of a minimum of three (3) and a maximum of five (5) Directors. The Committee shall select from amongst themselves the committee chairperson.

EXECUTIVE DIRECTOR'S PERFORMANCE EVALUATION COMMITTEE

The purpose of the Executive Director's Performance Evaluation Committee is to manage the process of the Executive Director's performance review, set goals for the coming year and recommend any adjustments to the Executive Director's compensation for the coming year.

The Executive Director's Performance Evaluation Committee shall be composed of the Chairperson, one (1) Director, President, one (1) Vice-President, and an external consultant. IGNITE's Human Resources Director will act as a resource to the committee. The committee shall select from amongst themselves its chairperson.



PRESIDENT'S PERFORMANCE EVALUATION COMMITTEE

The purpose of the President's Performance Evaluation Committee is to manage the process of the President's performance review, set goals for the coming year and may recommend any professional development advice to the President.

The President's Performance Evaluation Committee shall be composed of the Chairperson, one (1) Director, Executive Director and one (1) Full-Time Staff. IGNITE's Human Resources Director will act as a resource to the committee. The Committee shall select from amongst themselves its chairperson.

FINANCE AND AUDIT COMMITTEE

The purpose of the Finance and Audit Committee is to monitor IGNITE's overall financial health and risk management practices. This committee shall review IGNITE's current operating budget against actual results in-depth and facilitate board budget consultations to develop the following year's budget. This committee shall review and approve the Audited Financial Statements prior to Board approval.

The Finance and Audit Committee shall be composed of three (3) Directors, the CEO and IGNITE's Finance Director. The committee shall select from amongst themselves its chairperson.

Refer to Board Committees Terms of Reference as supplementary resource.

Date adopted by Board: December 4, 2013

Date amended by Board: September 10, 2014

Date amended by Board: October 7, 2015

Date amended by Board: February 10, 2016

Date amended by Board: October 10, 2018

BOARD COMMITTEES

TERMS OF REFERENCE

The board committees Terms of Reference is a comprehensive guide designed to outline the procedures and practices to be followed by all Board committees.

Specific Roles and Responsibilities:

CHAIR

The Chair of a committee acts as a facilitator and leader at meetings while serving as the spokesperson for the committee. Chair will assume the following responsibilities:

- Call meetings (scheduling with all members)
- Present committee updates at Board of Director meetings, as required
- Prepare the agenda in consultation with CEO and/or Chairperson of the Board of Directors
- Organize and delegate responsibilities of committee members

COMMITTEE MEMBERS

Individual members of committees are expected to do the following:

- Attend all meetings
- Come prepared to all meetings (review any required documents in advance)
- Participate in meetings (provide feedback, opinion, inquiries)
- Uphold their fiduciary duty
- Ensure confidentiality on necessary matters
- Declare any conflict of interest (may require stepping down from committee participation)

MEETING MANAGEMENT

Committee meetings will be held when necessary. Meeting time and location will be determined in consultation with committee members. Time, place and format should be flexible to accommodate committee members' needs.

All meetings will have specific objectives, as identified in the agenda.

Agenda and/or documents of meetings will be circulated to all members in advance of the meeting.

A designated committee member shall be responsible for taking minutes of all committee meetings.

Committee	Purpose
Governance Review	Review adherence to the principles and requirements found in the Constitution and in the Policy and Procedures, suggest changes where required.
Executive Director Performance Evaluation	Manage the process of the Executive Director's performance review, setting goals for the coming year and set any changes to the Executive Director's compensation for the coming year.
President Performance Evaluation	Manage the process of the President's performance review, setting goals for the coming year and recommend any professional development advice.
Finance and Audit	Monitor IGNITE's overall financial health and risk management practices, the current operating budget against actuals and facilitate board budget consultations to develop the following year's budget. Review and approve the Audited Financial Statements prior to Board approval.

*IGNITE staff shall participate as resources on all committees.

Committee Structure

GOVERNANCE REVIEW COMMITTEE

1. Select the chairperson from amongst themselves.
2. Report on Reform. The Governance Review Committee shall review the Constitution and Policy and Procedures for inconsistencies, applicability, change of organizational goals and structure, as well as any change of legislation affecting IGNITE. This review shall be conducted each year, and the Governance Review Committee shall report its findings in writing, along with any recommendations for amending the Constitution and/or the Policy and Procedures, to the Board of Directors no later than February 15th of each year.
3. Reports and Recommendations. The Board of Directors must ratify reports and recommendations from the Governance Review Committee in order to take effect.

- A Board policy shall be reviewed every two years.

The schedule below shall reflect the work of the Governance Review Committee:

<i>June</i>	Governance Review Committee members are trained.
<i>July-January</i>	Review required Board policies and the Constitution, recommend amendments to Board for final approval.
<i>February</i>	Report on Reform presented to Board for approval.
<i>March</i>	Committee presence at Annual General Meeting to present any Constitutional amendments for Membership approval.

CEO PERFORMANCE EVALUATION COMMITTEES

- Create and manage the process for the Executive Director's and President's performance review in order to ensure goals are in line with the organization's goals.
- Create new objectives based on results of annual reviews in order to further the organization's progress and the professional development of the Executive Director.
- Determine any changes to Executive Director compensation and set President's performance bonus.

The schedule below shall reflect the work of both the Executive Director Performance Review Committee and President Performance Review Committee:

<i>May</i>	CEO Performance Review Committees members will be selected and trained; goals for Executive Director will be reviewed.
<i>September</i>	At board meeting, reminder of process of Executive Director and President goals.
<i>November</i>	Executive Director and President check-ins with respective performance evaluation committees.
<i>January</i>	Inform to participants of advisory group sessions (Executive Director only).
<i>February</i>	Compile data and create assessment report.
<i>March</i>	Review advisory group results, self-assessments, and final CEO Monitoring Report; committee members will recommend changes to Executive Director compensation.
<i>April</i>	Committee members meet with Executive Director and President to discuss feedback, finalize and set Executive Director compensation for coming year, set



President's performance bonus; committee Chairs to present final results to Board; and recommends Executive Director salary increase and President's performance bonus for Board approval.

The salary range used for any increases for the Executive Director will reflect the same ranges used in the Executive Director's evaluation of all IGNITE full time staff. All salary increases will go into effect as of April 1st.

FINANCE AND AUDIT COMMITTEE

1. The Finance and Audit Committee shall hold meetings to reflect the below schedule.
2. The Executive Director will assist in facilitating any meetings.

The schedule below shall reflect the work of the Finance and Audit Committee:

<i>June</i>	Finance and Audit Committee members are trained.
<i>August/September</i>	Review and approve the Audited Financial Statements to be presented to the Board at September's Meeting.
<i>October/November</i>	Budget consultation meetings conducted.
<i>January</i>	Review nine-month financial update to be presented to the Board at January's Meeting.
<i>February</i>	Approve next year's Operating Budget to be presented to the Board at March's Meeting.
<i>April</i>	Final review after fiscal year-end.