

The intent of this policy is to outline the specifications of each Board committee, its purpose, and 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 are constituted to assist the Board in fulfilling its governance accountabilities. Board committees are not involved in the delegation of duties, accountabilities, or responsibilities from the Board to the CEO.

Board Committee Principles:

1. Board committees are constituted to assist the Board in fulfilling its mandate. Committees ordinarily assist the Board in preparing policy alternatives, with analysis of potential implications arising thereof, for subsequent Board deliberation. In keeping with the Board's broader, overarching focus, Board committees will not normally have direct interactions with current, staff-run operations.
2. Board committees do not exercise authority over staff in any manner whatsoever. A Board committee, which has generated a proposed policy for recommendation to the Board, shall not be tasked to monitor organizational performance in relation to such a policy.
3. Staff may assist Board committees in their work, as resources and contributing participants. Staff shall have no voting rights on any Board committee.
4. All Board committees report to the Board, and the tenure of Board committees, and membership therein, shall be the same as the Board itself.
5. IGNITE encourages Board Members to involve themselves in Committee's to serve the membership, further IGNITE's interests, and where practicable, gain experience which may aid them in their career paths moving forward.

Committees and Committee Structure:

GOVERNANCE REVIEW COMMITTEE (GRC)

The purpose of the Governance Review Committee is to review adherence to the principles and requirements found in IGNITE's By-laws and Policies and Procedures, and to suggest changes and improvements where required.

The Governance Review Committee shall be composed of three (3) Directors. The Committee shall select a GRC Committee Chair from among its voting Members. IGNITE's Corporate Secretary will act as a staff resource to this Committee.

CEO PERFORMANCE EVALUATION COMMITTEE (CEO-PEC)

The purpose of the CEO Performance Evaluation Committee is to manage the process of the CEO's performance review. This work involves setting the CEO's performance objectives, i.e. goals, for the coming year, and recommending any upward adjustment to the CEO's compensation for the same period.

The CEO's Performance Evaluation Committee shall be composed of a maximum of three (3) Directors. The Committee shall select a Chair from among its voting Members. IGNITE's Director, Human Resources will act as a staff resource to this Committee.

FINANCE & AUDIT COMMITTEE (F&AC)

The purpose of the Finance and Audit Committee is to monitor IGNITE's overall financial health and risk management practices. The Committee reviews IGNITE's current operating budget against actual results and facilitates the Board's budget consultations in developing the following year's budget. The Committee shall review and recommend the Audited Financial Statements, prior to submission for Board approval. The Committee shall also support the recommendation of an appropriately capable and qualified auditor for IGNITE, for the upcoming fiscal year.

The Finance and Audit Committee shall be composed of three (3) Directors. The Committee shall select a Chair from among its voting Members. IGNITE's Director, Finance and Administration will act as a staff resource to this Committee.

Refer to Board Committees Terms of Reference attached as a supplementary resource to this policy.

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

Date amended by Board: November 13, 2019

Date revised: March 29, 2021



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.

COMMITTEE CHAIR

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

- Call meetings (scheduling with all Committee Members)
- Present Committee updates at Board of Director meetings, as required
- Prepare the Agenda in consultation with the CEO and/or Board Chair
- Organize and delegate responsibilities of Committee Members

COMMITTEE MEMBERS

Individual Committee Members are expected to:

- Attend all meetings
- Be prepared in advance of all meetings, i.e. having reviewed required documents
- Actively participate in meetings, i.e. provide feedback, offer views, and make inquiries
- Uphold their fiduciary duty
- Take reasonable care in the furtherance of IGNITE's interests
- Ensure confidentiality on necessary matters
- Declare any conflict of interest, which may require stepping down from Committee participation on a certain topic or issue, or resigning from the Committee itself in extenuating or unusual circumstances

MEETING MANAGEMENT

Board Committee meetings will be held when necessary. Meeting time and forum 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 to be circulated in advance of the Meeting to all Committee Members.

A designated Committee Member shall be responsible for taking Minutes at all Committee Meetings and circulating such Minutes prior to the next Meeting with the upcoming Meeting Agenda.

Committee	Purpose
Governance Review	Review adherence to the principles and requirements found in the By-laws and Ignite's Policies and Procedures, recommending changes as required.
CEO Performance Evaluation	Manage the process of the CEO's performance review, establishing performance objectives for the coming year, and recommending any increase to the CEO's compensation for the same period.
Finance & Audit	Monitor IGNITE's overall financial health and risk management practices, the current operating budget against actuals and facilitate Board budget consultations in the development of the following year's budget. Review and recommend Audited Financial Statements to the Board for approval. Support the recommendation of the Auditor for the upcoming fiscal year.

**IGNITE staff participate as resources on all Committees.*

COMMITTEE STRUCTURE

GOVERNANCE REVIEW COMMITTEE

1. Select Chair from the Committee Members.
2. Report on Reform. The Governance Review Committee shall review the By-laws and Policies 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 By-laws and/or the Policies and Procedures, to the Board of Directors no later than February 15th 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.
4. Board policies shall be reviewed every two years, or more frequently as need be.

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

<i>June</i>	Governance Review Committee Members receive Committee specific training.
<i>July-January</i>	Review required Board Policies and the By-laws, 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 By-laws amendments for Membership approval.

CEO PERFORMANCE EVALUATION COMMITTEE

1. Create and manage the process for the CEO's performance review in order to ensure the CEO's performance objectives are in line with the organization's goals.
2. Create new performance objectives based on the results of annual reviews in order to further the organization's progress and support the professional development needs of the CEO.
3. Determine any upward changes to CEO's compensation.

The schedule below shall reflect the work of the CEO Performance Review Committee:

<i>May</i>	CEO Performance Review Committee Members selected and trained; performance objectives for the CEO reviewed.
<i>September</i>	At Board Meeting, reminder of process to support the achievement of the CEO's performance objectives.
<i>November</i>	CEO check-in with Committee.
<i>January</i>	Advisory group session participants informed of their opportunity to contribute.
<i>February</i>	Compile data and create draft performance review recommendation.
<i>February</i>	Review any advisory group results, self-assessments, and finalize draft CEO Performance Review; Committee will recommend any upward changes to CEO compensation.
<i>March</i>	Committee Members meet with CEO to discuss feedback and coaching opportunities, finalize Review against scorecard, and consider compensation for the coming year; Committee Chair to present final results to Board In Camera; and recommend any salary increase for Board of Directors approval. Once approved

by the Board, any salary increase will be communicated to the CEO.

Any recommended and Board approved increase to the CEO's salary will reflect the constructs used in the CEO's evaluation of IGNITE full-time staff. All salary increases take effect as of April 1st each year. The Board shall benchmark the CEO's salary at least once every two (2) years, in order to ensure external market competitiveness, and to assist the Board in retaining a capable, and qualified CEO over time to further IGNITE's objectives.

FINANCE & AUDIT COMMITTEE

1. The Finance and Audit Committee shall hold meetings to reflect the schedule below in order that an Operating Budget shall be approved and available for the following year.
2. The Director, Finance & Administration will aid and assist in facilitating the informational needs of these meetings.

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

<i>June</i>	Finance and Audit Committee members receive Committee specific training.
<i>August/September</i>	Review and approve the Audited Financial Statements to be presented to the Board at the September Meeting. Support the recommendation of the Auditor for the following fiscal year.
<i>October/November</i>	Budget consultation meetings conducted.
<i>January</i>	Review nine-month financial update to be presented at the January Board Meeting.
<i>February</i>	Review and approve the following year's Operating Budget for presentation at the March Board Meeting.