

This policy applies to any group formed by the Board, whether or not it is called a committee and regardless of whether the group includes Board members. It does not apply to committees formed under the authority of the Executive Director. Unless specifically authorized to do so, a Board committee may not take final action on behalf of the Board, it may only make recommendations to the Board.

1. Establishing a Committee:

- a) Board committees will be organized as needed to assist with tasks that belong to the Board. The Board Chair may appoint the chairperson and members of Board committees.
 - i. Standing committees are formed to do their assigned duties on an on-going basis, although its members may fluctuate. Unless the Board Chair otherwise limits the duration, standing committees are formed with a continued existence. The Board is responsible for providing committee members on-going training in governance issues.
 - ii. Ad Hoc committees are formed for a specific purpose. Upon completion of the assigned project and presentation of its final recommendation to the Board, the committee automatically dissolves unless assigned additional projects by the Board. Each Ad Hoc committee shall select a committee chair unless the Board Chair appoints one.
 - iii. Board members are encouraged and expected to volunteer for committee membership.

2. Committee Composition:

- a) When possible, all committees shall consist of at least five (5) Board members, and no more than six (6) members. At no time shall there be fewer than three (3) members.
 - i. When appropriate, non-members of the Board may serve on committees, but shall not serve as a committee chair.
 - ii. Committee membership should reflect the diversity of the Southern Nevada Community Health Center community.

3. Committee Roles, Responsibilities and Expectations:

- a) The Board will approve the committee's objectives, and when necessary determine a timeline and allocate an appropriate budget. Voting rights of non-member committee members will be determined by majority vote of the Board. When used, committees will ensure the Community Health Center's needs and interests are asserted over personal and/or business relationships.
- b) Committees may establish a schedule of meetings as necessary and practical to carry out their assigned charge, review and discuss information, and formulate recommendations for presentation to the full Board.
 - i. Board Committees:
 - a. Support the Board in doing its jobs, not to help or advise the staff. In keeping with the Board's broader focus, Board committees will normally not have direct involvement with current staff operations.
 - b. Cannot exercise authority over staff.
 - c. Will ensure all meetings comply with Nevada's Open Meeting Law and generally follow parliamentary procedure as contained in Robert's Rules of Order insofar as they do not conflict with the Community Health Center's Bylaws or applicable law.

- ii. Committee Members:
 - a. May not speak or act for the Board except when formally given such authority for specific and time-limited purposes.
 - b. Will avoid over-identification with organizational parts rather than the whole. For example, a Board committee that has helped the Board create policy on a particular topic will not also be used to monitor performance on that same topic.
- iii. Committee Meetings, Reports, and Recommendations:
 - a. Reports and recommendations should be based upon objective criteria in furtherance of the Community Health Center's current and future needs. Reports from Board committees shall be agendaized as part of the regular Board meeting or as requested by the Board Chair.
 - b. Meetings will be presided over by the committee chair.
 - c. The Executive Director will provide a mechanism for official committee communications.
 - d. The Board may choose to accept or reject committee recommendations, and/or provide additional direction to the committee in carrying out their charge and continuing their deliberations.

4. Review and Evaluation of Board Committees:

- a) When Board committees shall be reviewed annually by the full Board at its August meeting including confirmation of the necessity for the committee, its stated purpose or charge, and current membership.
- b) With the exception of mid-term vacancies, appointment and/or re-appointment of committee members shall take place at the August Board meeting.

Adopted by the SNCHC Governing Board on January 29, 2020