



How to Use Committees to Help the Board to do Board Work

Field Guide by Thane Joyal

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Properly structured and monitored board committees can be a good way for a board to accomplish specific board tasks and to ensure that ongoing, repeating processes are carried out. Small groups of people working together are nimble, effective and fun! Improperly used committees can waste precious board time and energy, and at worst can undermine the Board's relationship with its General Manager and the board's governance position. Using board committees effectively can be a powerful tool in helping a board reach its highest potential. In particular, committees help the whole Board move forward when they work on and complete a discrete task, such as planning an event or researching an issue to bring back options and information.



Charter every committee

Board committees are most effective when they are used to accomplish a clearly articulated piece of board work. By writing down a charter that states the purpose of the committee and the expected duration of the committee's work, boards can clearly authorize committees while holding them accountable. A sample committee charter is found at the end of this Field Guide.

What if the project isn't board work?

Sometimes the process of writing a committee charter will reveal that the proposed project isn't board work at all. Committees should avoid taking on projects that have been already delegated to the General Manager. If there is a project that some board members are interested in working on, before establishing a committee, ask: Is the board as a whole interested in hearing about it? Does the manager see it as helpful to anything going on in the store and WANT help? Otherwise, if it's not in the scope of the board's job description, the board should let it go and forgo forming the committee. Remember that the manager always has an option of forming a committee under his or her direction to assist with the manager's job, but this is not a board committee even if board members serve on the committee.

How should board committees be structured?

It's always a good idea to check to see if your co-op's bylaws have requirements applicable to committees. In general, board committees should be chaired by a board member. Board committees also should be held accountable to the board as a whole. Committee work can be a great way to acquaint co-op owners with the nature of the board's work, and co-op members who are not on the board can make valuable contributions.

Every board needs a Perpetuation or Board Development Committee

Most board committees will come and go as projects arise and are completed. However, every board should have a committee devoted to board perpetuation. Recruiting, nominating, and training excellent board members is a year-round task.

Tips

- What are your board's general expectations for committees? It's a good idea to have a guiding policy for board committees.
- Make sure committees report regularly to the board to be sure the board is up to date on their activities.
- Revisit board committee charters at least once annually. Some boards do this when they monitor their board policy on use of committees, others at the meeting immediately following the board election.
- Make sure that each charter specifies an end date for the committee. At the end of that specified time, "reanimate" the committee only if the board agrees the committee needs to exist.
- Unjustified and unstructured committees waste everyone's time. To examine the efficacy of a committee, the board should be sure to ask--
 - Does the committee reinforce and support the wholeness of the board?
 - Does the committee clearly help the board do its job? Which part of that job? How does it help?
 - Does this committee have written authority from the Board?
 - Does the committee's authority conflict with authority delegated to the General Manager?

Questions for consideration:

1. Are we using committees to support the board's governance position?
2. How do our committees support the board's holism?
3. Are our committees vital and effective, especially the committee responsible for board perpetuation?
4. Do our committees make our board more rewarding and more fun to serve on?



Sample Board Policy on Committees from CBLD Policy Template:

Policy Type: Board Process
Policy Title: C7 – Board Committee Principles
Last Revised: CBLD Template: November 22, 2008

We will use Board committees only to help us accomplish our job.

1. Committees will reinforce and support the wholeness of the Board.
 - a. In particular, committees help the whole Board move forward when they research alternatives and bring back options and information.
2. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes.
3. The Board will establish, regularly review and control committee responsibilities in written committee charters.
 - a. We will carefully state committee expectations and authority to make sure they do not conflict with authority delegated to the GM.

Sample Board Committee Charter from CBLD Policy Template:

COMMITTEE CHARTER (SAMPLE, LAST REVISED 10/08/09)

COMMITTEE: NOMINATION AND RECRUITMENT

DATE CHARTERED:

END OF TERM:

The primary purposes of the Nomination and Recruitment Committee will be to:

1. Identify and recruit a pool of well-qualified Board candidates according to Board policy.
2. Develop an application and screening process.
3. Provide a brief written report to the Board monthly about the activities of this committee.
4. Submit to the Board in a timely way names of recommended nominees for election or appointment.

Resources

- CBLD Policy Template <http://cdsconsulting.centraldesktop.com/cblld/doc/3154572>
- The NCGA Western Corridor newsletter The LEADer Winter 2012 is devoted to committees and packed with resources:
http://www.cgin.coop/system/files/LEADer_winter_2012.pdf