



## Committee Policy

Each committee formed shall have Terms of Reference, approved by the Board and subject to amendment by the Board from time to time.

### Name

Each committee shall have a name.

### Mandate

Each Committee shall have a mandate, as defined in the Terms of Reference of each Committee.

### Functions/Responsibilities

Each Committee shall have such functions and responsibilities as are assigned to it under the Terms of Reference, and shall be limited to performing those specific functions and responsibilities as are set out in the Terms of Reference.

### Term

Each committee shall have one of the following terms:

**Indefinite Term** – the committee continues in existence indefinitely until and unless terminated by the President on recommendation from the Board.

**Fixed Term** – the committee continues only for the period of time specified in the fixed term, after which it is terminated, unless the Term is extended by the President on recommendation from the Board.

**Event Term** – the committee continues to the completion of the event for which the committee has been created, 60 days after which it is deemed terminated unless the Term is extended by the President on recommendation from the Board.

**Task Term** – the committee continues to the completion of the task for which it has been created, after which it is deemed terminated unless the Term is extended by the President on recommendation from the Board.

### Accountability

Each Committee is accountable to the Board, which accountability may, at the Board's discretion, be delegated to the Executive Director, the President, the Executive Committee, another Committee of the Board, or one or more of the above.

The Terms of Reference of each committee shall provide the method and timing of its reporting to the entity/person to whom it is accountable, but at any time the Board may require an accounting to it directly as to the activities of a committee.

The President may attend, or may appoint a delegate from the Board, to attend any one or more meetings of a committee.

### Membership

Members shall be appointed by the President.

A committee shall have a range of number of members as specified in the Terms of Reference.

A non-CCLA member may be a member of a committee if provided for in the Terms of Reference.

A Committee member shall have a term of one year, renewable as provided under "Renewal" below.

The President, on recommendation of the Board, shall have the right to appoint a member of the Board or of the Executive committee to sit on the Committee, either as a member or ex officio.

### Chair

Each committee shall have a chair or co-chairs, and, if determined by the Committee, Vice-Chair(s). The Chair(s) shall be appointed by the President, who shall take any recommendations from the committee into account in appointing the chair(s). Each Committee Chair or Co-Chair shall have the initial term specified in the Terms of Reference, which shall thereafter be renewable on an annual basis as provided below in "Renewal".

The Chair(s) shall be primarily responsible for the functioning of the committee and its accountability as outlined in each Term of Reference.

### Renewal

Each Committee of Indeterminate Term shall have a renewal date of either January 31<sup>st</sup> or July 31<sup>st</sup> of each year (as provided in the Terms of Reference for such committee), at which time the terms of each of the members then on such committee and each of the Chair(s), and any Vice-Chair(s) then on such committee shall be deemed to have been renewed save and except for any member, Chair, Co-Chair or Vice-Chair

- (i) Who resigns from his/her position as member of the committee, chair, co-chair or vice-chair, or
- (ii) Whose renewal the President determines not to be appropriate in consideration of the membership criteria outlined below.

It shall be the obligation of each Chair, prior to the renewal date, to canvass the committee and notify the Board through the Executive Director as to any resignations of a chair or member in the committee. In addition, the Chair shall notify the Board through the Executive Director of any vacancies that occur during the year.

### Vacancies

Any vacancy or newly created committee position (whether Chair, Co-Chair, or committee member) shall be filled by the President, who shall take the recommendations of the committee into account, but who shall also, with regard to a vacancy of members, canvass the membership of the CCLA at large for new members, ensuring that the committee continues to meet as best as reasonably possible the following criteria for membership of the committee:

- (i) The ability of the existing committee to perform its functions and responsibilities effectively.
- (ii) Committee continuity through continued membership of existing committee members.
- (iii) New members with fresh ideas, to the extent that there are qualified persons wishing to be members.
- (iv) The extent to which the existing committee is reflective in its membership of the community it serves. Without limitation, this shall include efforts to recognize in committee membership differences in the membership of the CCLA community, including but are not limited to differences based on race, ancestry, place of origin, colour, ethnic origin, citizenship, creed, sex, sexual orientation, gender identity, gender expression, age, marital status, family status, disability, socio-economic status, as well differences in relation to areas of practice, category of membership and firm size and characteristics.

### Decision-Making

The Committee shall make every reasonable effort to make decisions by consensus. To the extent that consensus is not possible, decision will be by majority vote. To the extent that decisions must be made or actions taken pursuant to timing requirements that do not allow for consultation with the full committee, only the Chair or Co-Chairs, or, in the absence of the Chair or Co-Chairs, a Vice-Chair, will have the power to make such decision or take such action. Once a decision has been made, all members of the committee must honour and support that decision. Only the Chair or Co-Chairs can communicate on behalf of the committee, except to the extent such authority has been delegated to a committee member or member(s), and then such communication shall be only for the specific matter for which authority has been delegated.

### Conduct

Each Committee member, upon becoming a member of the Committee, agrees to be bound by any Board-approved policy, including but not limited to the Code of Conduct, Communication Policy and Diversity Policy attached to this policy.

### Meetings

Each Committee shall meet as frequently as is necessary to accomplish the functions/responsibilities assigned to it. The CCLA shall pay for reasonable expenses incurred for meetings of a committee up to a maximum of ten meetings per year.

### Budget and Spending

All spending of any committee will be controlled by and will require approval of CCLA staff, who shall be guided by the annual CCLA budget approved by the Board for each fiscal year.

### Communication Policy

All members of the Board, CCLA committee members (including Chair(s)), and CCLA staff, acknowledge and agree to be bound by the following principles of communication:

1. All communication must be in accordance with the Code of Conduct of the CCLA.
2. Each Committee, through its Chair, or if delegated by the Chair, through any member to whom specific communication authority has been granted, shall have the authority to communicate with members of the Association and other members of the local bar for the sole purpose of carrying out its functions and responsibilities.
3. The President shall have the authority to speak on behalf of the CCLA to members of the public, FOLA, LSUC or any other body representing or regulating lawyers. No other person, whether Board member, Committee member (whether Chair or otherwise), or CCLA staff person, shall have such authority unless specifically granted by the President in writing, and such authority shall be restricted to the matter for which authority is granted.
4. No Board member shall have the authority to speak on behalf of the Board unless specifically authorized to do so at a Board meeting or as authorized in writing by the President.
5. Any interaction by the Board with any committee, or between committees, shall only occur to the extent such interaction (i) is contemplated by the Terms of Reference or (ii) relates to the accountability of one committee to another.
6. Interaction by any committee or Board member with CCLA staff, shall be subject to the control of the Executive Director and President, who will balance the needs of the Committee, or the Board member, as the case may be, with the other demands and responsibilities of CCLA staff.

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