
**DIAGNOSTIC SERVICES OF MANITOBA
BOARD OF DIRECTORS POLICY**

Policy Name:	Board Committee Principles	Number: GP-7
Policy Type:	Governance Process	Date Approved: April 14, 2005 Date Amended: February 11, 2009

The Board may establish committees to help carry out its responsibilities. To preserve Board holism, committees will be used sparingly, so as never to interfere with delegation from the Board to the Chief Executive officer. Committees will be used so as to minimally interfere with the wholeness of the Board's job.

1. Board committees may not speak or act for the Board except when formally given such authority for specific and/or time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the CEO.
2. Board committees are to help the Board do its job, never to help staff do their jobs. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation. Board committees are not to be created by the Board to advise staff.
3. All committees will be supportive of the holism of the Board. Board committees are to avoid over-identification with organizational parts rather than the whole. The Board as a whole retains responsibility and authority to monitor organizational performance.
4. Board committees cannot exercise authority over staff. Because the CEO works for the full Board, he or she will not be required to obtain approval of a Board Committee before an executive action. In keeping with the Board's broader focus, Board committees will normally not have direct dealings with staff operations.
5. The CEO or delegate shall provide administrative support to facilitate the work of Board committees. This policy applies only to committees which are formed by Board action, whether or not the committees include non-Board members. It does not apply to committees formed under the authority of the CEO.
6. All committee members shall abide by the same Code of Conduct (GP-9) as governs the Board.
7. Except as defined in written Terms of Reference, no Committee has authority to commit the funds or resources of DSM.