



Board Policy: Committees

Approval Date: May 18, 2023

(Reviewed and recommended for approval by Governance Committee)

Policy Statement

It is the policy of The Mountaineers to charter committees and other bodies such as councils for the purpose of planning, coordinating, and guiding the organization's programs and to advise the staff and The Mountaineers board. They may be chartered by the board, branches, divisions, councils, a staff member, or another committee, and they report to the board, branches, divisions, councils, a member of staff, or another committee, in accordance with their respective charters.

Application

1. **Duties of the Board:** The board has three, primary fiduciary duties:
 - a. **Duty of Care:** Take care of the nonprofit by ensuring prudent use of all assets, including facility, people, and good will.
 - b. **Duty of Loyalty:** Ensure that the nonprofit's activities and transactions are, first and foremost, to advance its mission; recognize and disclose conflicts of interest; and make decisions that are in the best interest of the nonprofit corporation and not in that of the individual board member (or any other individual or for-profit entity).
 - c. **Duty of Obedience:** Ensure that the nonprofit obeys applicable laws and regulations, follows its own bylaws, and adheres to its stated corporate purposes/mission.

Under Washington law, board members of The Mountaineers are "fiduciaries" who have the responsibility to guide the organization in a sustainable manner, implementing legal, ethical, and financially sound policies and procedures. Committees of the board may act in the board's stead to help fulfill the board's fiduciary responsibilities.

2. **Role of the Governance Committee:** It shall be the responsibility of the Governance Committee (GC) to review any proposed new or updated charters for Committees of the board and board-chartered Advisory Committees. Said charters are to be reviewed by the GC for adherence to this policy and other governance best practices. Upon a majority vote of the GC to recommend the dissolution or updating of a committee charter, the GC shall forward the recommended action to the board for consideration.

3. **Committee of the Board:** A committee is a “committee of the board” if its board-approved charter authorizes it to act in the board’s stead and outlines the scope of its delegated authority. As an example, the Executive Committee is a committee of the board and is authorized by charter to act in the board’s stead, specifically to make time-sensitive decisions between regular board meetings. Committees of the board must operate in a manner that is consistent with the [Washington State Nonprofit Corporation Act](#), specifically [RCW 24.3A.575](#).

The membership and creation of a Committee of the Board must comply with the bylaws. For committees of the board:

- a. A roster of committee members shall be approved by the board.
 - b. The President shall appoint the chairperson of the committee from amongst the members approved by the board.
 - c. Per Washington law, all voting members of a committee of the board must be directors. Committees of the board must have two or more directors.
 - d. Terms of chairpersons and of member positions shall be specified in the committee charter.
 - e. The President may remove a committee chairperson or member if that is necessary in the President’s discretion to accomplish the committee’s chartered objectives.
4. **Advisory Committees:** The board or another chartering body may establish advisory committees that are identified as such through a charter that establishes the committee’s objectives, its membership, and its reporting responsibilities. An advisory committee is often delegated specific responsibilities and is chartered to assist in accomplishing objectives of the chartering body. No advisory committee has the authority to act in the board’s stead. As an example, the Equity & Inclusion Committee is an advisory committee that was chartered by the board and that is tasked with creating and overseeing implementation of our equity and inclusion strategies. A working group, which is a group identified for a limited duration for the purpose of tackling a specific, time-bound question, would likely be categorized as an advisory committee for purposes of this policy.

An advisory committee may be created and dissolved as set forth in the bylaws and shall have no authority to act in the board’s stead. The President shall select the chairperson from amongst the committee members. For advisory committees:

- a. Committee members shall be approved by the committee chairperson.
- b. Terms of the chairpersons and member positions shall be specified in the committee charter.
- c. The President may remove a board-chartered advisory committee chairperson if necessary in the President’s discretion to accomplish the committee’s chartered objectives.

- d. The committee chairperson may remove a member if necessary in the chairperson's discretion to accomplish the committee's chartered objectives.
 - e. The board may delegate responsibilities to the committee, along with oversight expectations, such as periodic reporting of activity, decisions, and committee membership.
 - f. Responsibilities delegated by the board to advisory committees may not include legal duties of the board (i.e. duty of care, duty of loyalty, and duty of obedience) or board fiduciary responsibilities.
5. **Special vs. Standing Committees:** Committees should be defined in their charter as either "special" or "standing" based on the following definitions:

Special Committee: A special committee is created from time to time to accomplish defined objectives, based on the needs of the organization. A special committee may be a committee of the board or an advisory committee. It will typically only operate until its charter is fulfilled. The charter of any special committee should specify the expected lifespan of the special committee and criteria for determining that the committee's charter has been fulfilled. When a special committee's charter has been fulfilled, the chartering body should disband the committee and revoke the committee's charter by a simple majority vote. A special committee may be a committee of the board or an advisory committee.

Standing Committee: A standing committee typically operates indefinitely, and focuses on recurring priorities. A standing committee may be a committee of the board or an advisory committee.

6. **Councils:** A Council is a body consisting of representatives from multiple committees or groups. Councils may be established to address priorities, problems, and/or opportunities that are shared across multiple committees. As an example, the Hiking Activity Council is a body represented by leaders of branch hiking committees and it works together on priorities such as activity and leader standards.

The board, branches, and/or divisions may also establish councils, which shall function in the same capacity as an advisory or standing committee. Councils shall typically consist of representatives of multiple committees with similar objectives; for example within a branch or across activity committees. In this capacity, councils will typically play the role of coordinating and aligning the objectives and outcomes of the associated committees. Councils must be chartered in the same way that an advisory or standing committee would be and derive their authority from the chartering body.

7. **Other Committees:** Divisions, branches, and Mountaineers employees are empowered to charter and staff committees that assist in the fulfillment of their respective purposes. A charter shall be established that defines the committee's purpose, and contains the methodology for the appointment of the committee's members, its

decision-making, the selection of its chairperson, and that establishes any reporting responsibilities and the schedule therefore.

- 8. Chartering Committees and Other Bodies:** In order to charter a committee or other body, a governing document must be prepared that confirms the creation of the committee and defines what its focus is, the authority of the committee, and how it will operate. A committee charter must contain at least the following elements:
- a. The identity of the group that is chartering the committee and how the committee's authority is derived.
 - b. Purposes and Mission: A statement as to why the committee is being chartered and what its primary activities and desired outcomes are.
 - c. Leadership: A statement of the structure of the committee's leadership and the duties of its leaders.
 - d. Membership: A statement of the composition of the committee and the role to be played by its members. *Ex officio* positions such as staff members in particular roles should also be defined. If different classes of members are included their respective roles are defined. Membership of committees should be transparent to membership.
 - e. Special or standing: A statement whether the committee is special (i.e., ad hoc) or standing (i.e., ongoing.)
 - f. Governance: A statement of how leaders are selected/approved, their terms, how members added, replaced and/or removed, how decisions are made, and the sequence of meetings and reporting.
[This is a template](#) that may be useful for drafting a new charter or updating an existing charter. The template document includes useful suggestions, do's and don'ts for creating and managing charters.
- 9. Managing Committees and Meetings:** Well-run meetings of volunteers are known to result in the efficient conduct of business while offering an informal space for socializing. Those meetings are run pursuant to agendas that have been disseminated well in advance of the meeting; are conducted in a manner that encourages all voices to be heard and respected; that takes two persons to bring forward business; that results in decisions by mutual consent or by vote; that results in a record of decisions, and that produces a record of attendance and of the meeting date. More formal or consequential meetings may require a more formal structure. These structural guidelines support our goal of being a highly-effective and inclusive organization, in which different perspectives are valued as we strive to make good decisions that are aligned with our values and that advance our mission.

Committee chairpersons shall maintain a roster of committee members, shall coordinate the committee's work, and shall make reports in accordance with any schedule included in the committee charter or as otherwise requested by the chartering body.

Board-Chartered Committees

The following is a complete list of committees that have been chartered by The Mountaineers Board of Directors as of May 18, 2023:

Committees of the Board	Advisory Committees
Audit Committee (St)	Branch Leadership Committee (St)
Executive Committee (St)	Braided River Committee (St)
	Carbon Footprint Reduction Committee (St)
	Conservation & Advocacy Committee (St)
	Development Committee (St)
	Equity & Inclusion Committee (St)
	Finance Committee (St)
	Governance Committee (St)
	Investment Committee (St)
	Risk Management Committee (St)
	Litigation Committee (Sp)

Notes: St = Standing, Sp = Special Committee

[This organization chart](#) is a visual representation of various Mountaineers committees, councils, divisions, etc. This document in no way supersedes charters or any other governing principles of these groups.

This policy is compliant with Revised Code of Washington’s section on committees of non-profit organizations, [RCW 24.03A.575](#). The Governance Committee should review this annually to ensure continued compliance.

Policy Owner: VP - Governance

Approved Date: May 18, 2023

All Board Policies are to be reviewed annually by the Governance Committee with each Policy Owner.