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Approval Date	November 17, 2020
Revision Date	November 17, 2020
Approved by	Chair, Board of Trustees
Approver	Donald Aturce
Signature	
Scheduled Review	November 2023
Date	
Cross- Reference	

PURPOSE

The purpose of this policy is to:

- set out the guiding principles that the Board will apply when establishing committees;
- establish rules and regulations applicable to the operation and function of all Board committees; and
- outline all the Terms of References of the Standing Committees of the Board.

SCOPE

This policy applies to all Board committees unless the Board otherwise determines by Board resolution or in the terms of reference adopted by the Board for a committee

POLICY STATEMENT(S)

These rules and regulations are in addition to the provisions of the By-laws.

In the event of a conflict between the By-laws a resolution of the Board, the Terms of Reference of a committee and this policy, the order of precedence shall be:

- a. The By-laws;
- b. A resolution of the Board;
- c. This policy
- d. The Terms of Reference;

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Guiding Principles for Establishing Committees

Committees will consist of standing committees as determined annually by the Board, ad-hoc committees and also, special committees established from time to time by the Board;

The Board will annually establish standing committees which will be aligned with the Board's role and function and annual Work Plan, and reflect the priorities of the Board for the year;

Special Committees will have specific tasks and timelines. They will be established, where required, to do the work of the Board in circumstances where a standing committee is not required.

The ad-hoc Board committee shall be the appeals committee of the Board.

Committees will have Terms of Reference approved by the Board. The committee Terms of Reference with established clear areas of responsibility between the various standing committees and special committees.

Standing committees will develop annual work Plans.

Committees will be advisory to the Board unless otherwise provided in a committee's Terms of Reference. (i.e. Appointment and Privileges Committee).

Committees will be empowered to consider and debate issues within their Terms of Reference or as requested by the Board and to make recommendations to the Board.

Committees will have an established mechanism for reporting to the Board their progress on their Terms of Reference and work Plans. Recommendations from a committee that require a Board decision will be presented to the Board.

The Board committee meetings will be efficient. Board committee agendas will not repeat the work of the Board. This requires the Board to trust that committees have followed a proper process. Committees will submit their reports in advance of the

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Board meeting. Board members are expected to read committee reports prior to the Board meeting. At the Board meeting, committee Chairs or a designate will respond to questions and discuss recommendations requiring Board approval.

Committee Rules and Regulations

Composition

The composition of each committee will be determined by the Board and included in the Terms of Reference.

Membership

- 1. Members will be appointed by the Board Chair in accordance with a process recommended by the Governance Committee and approved by the Board;
- 2. The Board will appoint any non-Director members ("community members") where the community members are specified in the committee composition. The Terms of Reference for a committee may give that committee the authority to appoint the community members.
- 3. Community members will be voting and included in the quorum unless the Terms of Reference otherwise provide;
- 4. The Board Chair will be an ex officio member of all standing committees with the exception of the Executive Committee. Where the Board Chair appoints a nominee as a member of a committee in place of the Board Chair, such nominee must be an elected member of the Board and shall preferably be the Vice Chair;
- 5. The President and CEO shall be an *ex officio* member of all Board standing committees provided that the President and CEO shall not attend any part of committee meeting related to the corporation's audit and his/her performance evaluation unless invited to attend;
- 6. Staff will be assigned to the committee by the Board and the President and CEO and will serve as resources to the committee as appropriate;

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Term

Committee members are appointed for a term of one year and are eligible to be reappointed.

Chair

- 1. All Board standing committees must be chaired or co-chaired by a Board member;
- 2. Committee Chairs will be appointed by the Board Chair;
- 3. The Chair of the committee shall:
 - a. Call all meetings of the committee;
 - b. Chair all meetings of the committee;
 - c. Designate another Trustee who is a member of the committee to Chair the committee in the Chair's absence; and
 - d. Report to the Board on the work of the committee.
- 4. Notice for a meeting of a committee shall be given in the same manner and with the same amount of notice as applies to a meeting of the Board.

Participation in Meetings

- 1. Teleconference/Virtual participation is permitted.
- 2. Committee members may not send a delegate

Quorum

Fifty percent of the voting members provided a majority of the voting members present are Trustees.

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Voting

- 1. Only Board members on a committee shall be voting members of the committee unless the terms of references otherwise provides.
- 2. Only a member of a committee entitled to vote on the motion may move or second a motion at a committee meeting;
- 3. There shall be no proxy voting;
- 4. A member of a committee participating in a meeting of the committee by teleconference/virtually, may vote by teleconference/virtually;
- 5. Staff (employees) assigned to the committee will not be voting members of the committee or be included in the quorum unless the Terms of Reference of the committee otherwise provide.

Guests

Committee Chairs may invite guests to attend meetings as resources, as required.

Advisors

Any request for expert advice (such as legal or financial advice) to be made available to the committee must be approved by the Board Chair.



RELATED RESOURCES

- Appendix A: Executive Committee Terms of Reference
- Appendix B: Governance Committee Terms of Reference
- Appendix C: Quality Assurance and Performance Committee Terms of Reference
- Appendix D: Resource Planning Committee Terms of Reference
- Appendix E: Appointment and Privileges Committee Terms of Reference
- Appendix F: Board/Physician Liaison Committee Terms of Reference
- Appendix G: Community Advisory Committee Terms of Reference

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Appendix A: Executive Committee Terms of References

Role	The purpose of this committee is to provide a Board	
	executive function for the purpose of acting on behalf of the	
	Board on matters of administrative urgency.	
	Oversee performance of both the President and Chief	
	Executive Officer (CEO) and the Chief of Staff (COS).	
Responsibilities	 The Committee has the responsibility to: Make decisions binding on the Board in the following situations: Where it is not possible or practical to convene a meeting of the Board (provided that an attempt has been made to call an Emergency Board meeting) or Where the Board has authorized the committee to act during the summer months when the Board does not regularly meet and report the decision at the next Board meeting. 2. Develop a process to oversee the performance of the 	
	 President and CEO by: Reviewing and recommending to the Board the President and CEOs annual goals and objectives; Developing and conducting a process to evaluate the performance of the President and CEO and report the results to the Board; and Overseeing the President and CEOs supervision of management. 3. Develop a process with the President and CEO to oversee the performance of the COS by:	

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Membership and Voting	 Reviewing and recommending to the Board and President and CEO the COSs annual goals and objectives; Developing and conducting a process to evaluate the performance of the COS and report the results to the Board; and Oversee the COSs supervision of management. Undertake such other activities as may be authorized by the Board, from time to time. The Executive Committee Membership will consist of: Chair of the Board, Vice Chair of the Board Governance Committee Quality Assurance and Performance Committee Planning and Finance Committee 	
Chair	The Board Chair	
Frequency of Meetings and Manner of Call	At the call of the committee chair. The Board Executive Committee shall meet as required.	
Quorum	A majority of the voting members	
Resources	Corporate Executive Assistant to the Board	
Reporting	To the Board of Trustees	
Date Approved	December 8, 2020	
Date of Last Review		

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Appendix B: Governance Committee Terms of References

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Role	The purpose of this Committee is to provide a focus on
	governance that will enhance the organizations
	performance. The Committee assesses and makes
	recommendations regarding Board effectiveness and
	provides direction regarding ongoing Board development.
	The Board Governance Committee shall report its
	discussions to the Board by maintaining minutes of its
	meetings and providing a report at the next Board meeting.
Responsibilities	The Committee has the responsibility to:
•	Review the Board Policy Manual outlining the policies
	and procedures by which the Board will operate.
	Review Board By-Laws.
	Develop a Board of Trustee Skills Matrix and Inventory
	Recommend to the Board an appropriate evaluation
	process for the Board and the Board Chair.
	Review, monitor and make recommendations regarding
	orientation of new Board members and ongoing Board
	development.
	Recommend to the Board any reports on governance
	that may be required or considered advisable.
	At the request of the Board Chair or the Board, undertake
	such other corporate governance initiatives as may be
	necessary or desirable to contribute to the success of the
	organization.
	Complete the Governance Functioning Tool and
	Governance Self-Assessment required by Accreditation
	Canada, required once during each accreditation cycle.
	Ensure the Board completes a self-evaluation annually.
	Develop a yearly workplan for the committee.



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	Ensure succession planning through the nomination
	<u>committee.</u>
Membership and	The Governance Committee Membership will consist of:
Voting	Chairperson of the Committee, who must be a Board member,
	Three (3) other Trustees at large,
	Board Chair (ex-officio)
	CEO (ex-officio),
Chair	Appointed by Board Chair
Frequency of	The Governance Committee shall meet at the call of the
Meetings and	Chairperson, but not less than 6 times per year.
Manner of Call	
Quorum	A majority of the voting members
Resources	Vice-President – People & Transformation
	Corporate Executive Assistant to the Board
Reporting	To the Board of Trustees
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Appendix C: Quality Assurance and Performance Committee Terms of Reference

Role	The purpose of this committee is to oversee the quality of care, patient safety and clinical service provided throughout Central Health. This responsibility includes ensuring that work is ongoing to improve quality of care, patient safety and clinical service. This committee is designated, by the Board, as the 'quality assurance committee' pursuant to Section 12 of the Patient Safety Act.
Responsibilities	 Pursuant to Section 13 the Patient Safety Act, the committee shall: establish or designate quality assurance activity committees to carry out quality assurance activities (i.e. quality reviews, peer reviews, morbidity and mortality rounds, reviews of health services) in order to maintain or improve the quality of health services; ensure work is ongoing to improve health services, monitor and report to the Board on the quality of health services; consider and make recommendations to the Board respecting patient safety and quality improvements; maintain confidentiality of all quality assurance information with which it has been provided or to which it has access unless otherwise provided in the Patient Safety Act, or otherwise required by law; and, oversee other legislative requirements of the Patient Safety Act (i.e. Section 3 – Patient Safety Indicators and Section 16 – Patient Safety Plan). Furthermore, the committee shall:



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	that will address the priority issues identified as impacting
	patient safety in the organization;
	communicate the plan and activities to the organization, in
	particular to the Quality Improvement Teams through the
	Quality Improvement Oversight Committee (QIOC);
	monitor the organization's safety culture, in part through the
	administration and review of the Accreditation Canada Patient
	Safety Culture Survey Tool and ensure there is an action plan to
	address the results of the survey;
	approve and monitor a report card of key performance
	indicators compared to the organizational goals and health
	care benchmarks as a means of evaluating care standards and
	promoting improvements;
	review reports on the number and types of occurrences and
	adverse events as well as patient experience results, including
	complaints and compliments;
	review reports on patient experience, including complaints and
	compliments received from patients and families;
	review Risk Management Claims Analysis Reports related to
	patient safety provided by HIROC, Central Health's insurer, for
	quality assurance purposes;
	monitor physician engagement and partnership in quality and
	safety activities;
	oversee requirements set forth in Accreditation Canada
	standards, including tests for compliance in applicable
	Required Organizational Practices (i.e. Accountability for
	Quality, Patient Safety Quarterly Reports, and Patient Safety
	Plan);
	serve to ensure compliance with direction provided in the
	Provincial Occurrence Reporting Policy – Mandatory Elements by
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	 the Department of Health and Community Services, Office of Adverse Health Events; ensure minutes (i.e. summary report) of each meeting are provided to the Board of Trustees; approve reports to be presented to the Board of Trustees; engage in education on current priorities in quality and patient safety; and, oversee and monitor the QIOC and/or sub-committees or
	working groups formed to carry out or further the work of the committee.
Membership and Voting	 The QAPC membership shall consist of: At least four (4) Trustees At least two (2) vice presidents or directors who are members of the executive of Central Health (ex-officio) Minimum of one (1) Patient and Family Advisor (ex-officio) Chairperson of the Board (ex-officio) President and Chief Executive Officer (CEO) (ex-officio) Chief of Staff (ex-officio) Chair of the Medical Advisory Committee (ex-officio)
Chair	Appointed by the Board Chair
Frequency of Meetings and Manner of Call	The committee shall meet at the call of the Chairperson, but not less than six (6) times per year.
Quorum	Shall be a majority of the voting members
Resources	Director, Quality, Planning and Performance
Reporting	To the Board of Trustees
Date Approved	December 8, 2020
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Central Appendix D: Resource Planning Committee Terms of Reference Health

Role	The purpose of the committee is to oversee the organization's
	financial health, strategic planning, organizational culture and
	business preparedness. The Committee also ensures that the
	Board is kept apprised of fiscal and business issues that may
	arise that impact the organization's capacity to meet its
	strategic plan, mission or vision. The committee also fills the
	role of the Board's audit committee and is responsible for the
	Board's external audit process as well as any internal audits
	that the Board may wish from time to time.
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Responsibilities	The committee has responsibility for; Planning:
	Report on the development and implementation of
	Central Health's Strategic Plan.
	Development and distribution of the annual performance
	report.
	Review and recommend to the Board for approval the
	annual operating and capital budgets for the ensuing
	fiscal year.
	Review and recommend for approval prioritization of new
	programs and changes to existing programs.
	Review and recommend for approval any major facility
	redevelopment, construction or consolidation for ensuing
	fiscal year.
	Human Resources:
	Ensure the development and sustainment of a healthy
	organizational culture where the workforce is committed
	to a person and family centered care philosophy.
	Monitor Key Performance Indicators to ensure a workforce
	able to deliver the organizations strategy, including

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indicators related to psychological safety, civility and
respect.
Ensure compliance with Occupational Health and Safety
Legislation.
Financial/Fiscal Accountability:
Review monthly operating financial reports and
projections and advise Board accordingly.
Oversee the effectiveness of the external financial
auditing process, and review the Authority's audited
annual financial statements and recommend to the
Board accordingly;
Review issues and make recommendations that affect the
financial management, financial viability and internal
control systems of the Authority;
Recommend to the Board the selection of the auditor as
required by the Bylaw's of the Authority;
Recommend and review internal audits that may be
completed by the Authority as well as any audits or
reviews carried on by the Government of Newfoundland
and Labrador through the offices of the Comptroller
general or the Auditor General.
Advise the Board with respect to donations, bequests,
endowments and investments.
Review and recommend to the Board any additions or
changes to debt including the renewal of operating line
of credit.
Generally, review and oversee the expenditure of funds
of the Board and all programs and services under the
Board's jurisdiction.
Property and Risk:
 Recommend to the Board, for approval by the Board, the types and amounts of insurance to be carried by the Board and review these annually. Make recommendations respecting the operation of the physical plant, including structures and equipment.

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Make recommendations regarding the acquisition of	
lands and buildings by purchase, lease or otherwise and	
the holding or disposal of the same in any lawful	
manner.	
Advise the Board on financial matters, including but not	
limited to such matters as travel regulations and	
education funds, as requested.	
Review and recommend to the Board approval of the	
risk management plan.	
Accept and review for the Board any reports dealing	
with litigation for corporate and Clinical Services.	
The Planning and Finance Committee membership shall	
consist of:	
Four (4) Trustees,	
Board Chair (ex-officio)	
President and Chief Executive Officer (ex-officio),	
Appointed by the Board Chair	
The Resource Planning Committee shall meet at the call of	
the Chairperson, Resource Planning Committee, but not less	
than six (6) times per year.	
A majority of the voting members	
Vice-President – Corporate Services	
Executive Assistant to the VP – Corporate Services	
Executive Assistant to the VF - Corporate Services	
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Appendix E: Appointment and Privileges Committee Terms of Reference

Role	The purpose of the Appointment and Privileges Committee is to:
	 Evaluate applications and make determinations relating to appointment and reappointment to the Medical Staff and grants of privileges within the Regional Health Authority.
Responsibilities	 Evaluate recommendations and make determinations relating to all matters that have been subject to Clinical Review Committee and Conduct Review Committee processes set out in Part VIII of the Medical Staff Bylaws. The Committee has responsibility to: Acquire in-depth knowledge of Parts V, VI, VII, and VIII of the Medical Staff Bylaws; Address each matter coming before it with strict adherence to the Medical Staff Bylaws; Review documents and materials and be prepared for discussions; When decisions are made, support the decision moving forward; Endeavor to attend all meetings and if unable to attend advise the Chair of the committee, prior to the meeting; Declare any potential conflicts of interest as they arise; and
	7. Ensure succession planning through nomination committee.

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Membership and Voting	 The Appointment and Privileges Committee Membership will consist of: Three (3) Trustees, one of whom shall be Chair, One (1) named alternate member who shall sit only when one of the three regular members is unavailable, and CEO (ex-officio) 	
Chair	Chairperson will be appointed for a three year term with an option of re-appointment.	
Frequency of Meetings and Manner of Call	 For purposes of: appointment and reappointment of privileges, at the call of the Committee Chair, but not less than eight times per year. matters arising under Part VIII of the Medical Staff Bylaws, at the call of the Committee Chair and within the proscribed timeframe set out in the Medical Staff Bylaws. 	
Quorum	A majority of voting members.	
Resources	Executive Assistant to the Board.	
Reporting	To the Board of Trustees.	
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Appendix H: Board/Physician Liaison Committee Terms of Reference

Central	. Board/Physician Liaison Committee Terms of Reference
Role	The purpose of the Board/Physician Liaison Committee is to engage dialogue between the Physicians and the Board of Trustees on matters related to the strategic or operational direction of Central Health. This committee involves members of the Board, Physicians and the Senior Management Team and meets twice annually. The Board/Physician Forum Joint Steering Committee's role is to oversee the facilitation of the Forum.
Responsibilities	 The Committee is responsible for: determining the relevant topics for engagement; providing guidance on the engagement process; and evaluating the outcomes of the engagement.
Membership and Voting	 The Board/Physician Forum Joint Steering Committee shall include: Four Members of the Board of Trustees Six Physicians Representatives (2 from each – CNRHC, JPMRHC and Rural) Board Chair (ex-officio) President & Chief Executive Officer (ex-officio) VP Medical Services (ex-officio)
Chair	President and CEO
Frequency of Meetings and Manner of Call	The Committee will meet twice annually or at the call of the committee chair.
Quorum	Quorum requires a majority of voting Board Members and a majority Physician members be present.
Resources	VP, People and Transformation; Quality, Planning and Performance Department
Reporting	To the Board of Directors.
Date Approved	December 8, 2020
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Appendix G: Community Advisory Committee Terms of Reference

Role	The purpose of a Community Advisory Committee (CAC) is
	provide advice to the Board of Trustees;
	act as a mechanism for meaningful community input into
	the prioritization, development, implementation and
	delivery of health and community services for a
	prescribed geographic area;
	be a liaison (input and feedback) between the Board and
	the communities it serves.
	Health and community services will be organized and
	provided based on the principles of Primary Health Care;
	public participation, health promotion, inter-sectoral
	cooperation, appropriate technology and accessibility.
Responsibilities	The Committee has the responsibility to:
-	15. Act in a respectful and civil manner at all times:
	16. Present the perspective of those they represent;
	17. Review documents and materials and be prepared for
	discussions;
	18. When decisions are made, support the decision moving
	forward;
	19. Endeavor to attend all meetings and if unable to attend
	advise the Co-Chair supporting the committee, prior to
	the meeting.
	20. Declare any potential conflicts of interest as they arise.
Membership and	The Community Advisory Committee Membership for each
Voting	area will consist of a maximum of 15 members:
	The following categories will be used to guide the selection
	and appointment process:
	Trustees of the Board
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Chair	 Member(s) from municipalities/local service districts Older adults Young persons Member of ministerial association/clergy Member from education sector Member from local service groups Member from industry Other professional or community members as required. Ex-Officio PHC Consultant Facility Manager of local facilities Primary Health Care Facilitator, who will serve as secretary of the committee. Each CAC will have two co-chairs. Wherever possible, representative of the Board of Trustees will serve as one of the co-chairs. The community co-chairs will be elected by the CAC. Chairpersons will be appointed for a two-year term with an option of re-appointment. 	
Frequency of	At the call of committee co-chair, but not less than four	
Meetings and	times per year.	
Manner of Call		
Quorum	A quorum will be a majority of the memberships.	
Resources	Primary Health Care Facilitator, who will serve as secretary of	
	the committees.	
Reporting	To the Board of Trustees.	
Date Approved	December 8, 2020	
Date of Last Review		