

**AMERICAN RED CROSS
BOARD OF GOVERNORS**

GENERAL BOARD COMMITTEE PROTOCOLS

Roles and Responsibilities of Committee Chairs

It is the responsibility of committee chairs to:

- Work with the vice chairs and management to develop meeting agendas to assure appropriate agenda items for each committee and sufficient time on the agenda for thorough review and discussion;
- Annually, in conjunction with committee liaisons, set a schedule of agenda subjects to be discussed for the ensuing year;
- Annually, assure that committees conduct self-evaluations;
- Annually, develop specific measurable targets and objectives for conducting committee self-evaluations;
- Coordinate with management liaisons to determine appropriate ARC staff or consultants to attend meetings;
- Set and communicate policies regarding meeting participation and attendance by both Board members and management;
- Work with management to develop appropriate communication practices;
- Regularly inform the Chairman of the Board and full Board about matters of significant strategic and financial importance that come before committees;
- Communicate any concerns regarding board or management conduct to the Chairman of the Board; and
- Keep meetings focused and on schedule.

Committee Meetings

- Committee Chairs, in consultation with members of committees will determine the frequency and length of committee meetings.
- Executive sessions will be regularly scheduled to promote open discussion among committee members.
- Attendance at committee meetings for all or a portion is to be: (1) Board members – limited to committee members, unless the chair of the committee decides that other members of the Board of Governors would be appropriate; and (2) management – the President and CEO, the General Counsel and Corporate Secretary or designee, management liaisons to the committee agenda item presenters and such other person(s) as determined by chair of the committee, in consultation with the President and CEO.

Committee Meeting Materials

- Meeting materials should consist of high level analysis and address only matters of strategic importance to the committee or the Red Cross.
- Meeting materials will be sent committee members no later than 10 days in advance of a meeting.
- Meeting materials will be accessible for all board members on the secure board website or in hard copy if requested.

Committee Members Duties and Responsibilities

It is the responsibility of committee members to:

- Read all materials prior to attending a meeting to conserve meeting times and focus discussion on questions or comments committee members have about the materials.
- Coordinate requests for more information on and questions regarding meeting materials with committee chairs.
- Consult with the committee chairs regarding committee members' trips or visits to chapters or donors on the behalf of the committee.

Committees Generally

Each committee will:

- Develop a charter which outlines the committee's duties, responsibilities, and procedures for recommendation to the full Board for approval.
- Annually, review its committee charter.
- Annually, conduct a self-evaluation of its performance and report findings to the Governance Committee (to be changed to the Governance and Board Development Committee).