

BOARD OPERATIONS COMMITTEE ROLE AND RESPONSIBILITIES

The Board Operations Committee (“BOC”) is responsible for the effective functioning of the CA Board of Directors and for the maintenance and development of the Board-President/CEO working relationship. The Chair of the Board serves as the BOC Chair. The other members of the BOC are the President/CEO, the Vice-Chair of the Board, and two other Board members who will rotate throughout the year. Each Director (other than the Chair and Vice-Chair) will serve on the BOC for a two-month period each fiscal year and then may not serve on the BOC again until each Director has served once. The rotation schedule will be determined by the Board at the organizational meeting of the Board in May. The BOC is accountable for the following:

1. Coordinating the functioning of the Board of Directors and the Audit and Risk Management Committees, recommending revisions to CA Board policies including the Board Governing Mission, Board Values and Responsibilities of a Director, setting Board member performance standards, and monitoring Board member performance.
2. Preparing the agendas for monthly Board work sessions and Board meetings.
3. Recommending revisions in the CA Charter and By-Laws to the Board of Directors in the interest of stronger governance and management of CA affairs.
4. Developing and overseeing implementation of a formal Board member capacity building program, including such elements as orientation of new members, continuing education and training, and a mentoring program pairing new with senior Board members.
5. Recommending revisions to CA’s ethics and conflict of interest policies to comply with the law and best practices, and fulfilling its duties as described in CA’s Policy for Reporting Violations of CA’s Ethics and Conflicts of Interest Policies.
6. Ensuring that the President/CEO position description is updated as necessary to reflect changing CA needs, priorities, and circumstances.
7. Annually negotiating President/CEO performance targets, annually or semi-annually evaluating the President/CEO’s progress in achieving these targets, and recommending the President/CEO’s compensation.
8. Fulfilling such other duties as may be assigned by the Board.