

# TERMS OF REFERENCE EXECUTIVE COMMITTEE OF THE BOARD



<p><b>ROLES AND RESPONSIBILITIES:</b></p>	<ul style="list-style-type: none"> <li>● Act as a body with delegated authority to make certain decisions binding on the Corporation on matters of administrative urgency where the board of directors of the Corporation (the “<b>Board</b>”) is unable to convene; provided that, in accordance with the <i>Not-for-Profit Corporations, 2010</i>, the Executive Committee may not exercise any of the following Board powers:             <ul style="list-style-type: none"> <li>○ submitting to the members any question or matter requiring the approval of the members;</li> <li>○ filling a vacancy among the directors or in the position of auditor;</li> <li>○ appointing additional directors;</li> <li>○ issuing debt obligations, except as authorized by the directors;</li> <li>○ approving the financial statements of the Corporation;</li> <li>○ adopting, amending, or repealing the by-laws of the Corporation; and</li> <li>○ establishing contributions to be made, or dues to be paid, by the members.<sup>1</sup></li> </ul> </li>   <li>● Develop a process to oversee performance, compensation, and succession planning for the chief executive officer and chief of staff by:             <ul style="list-style-type: none"> <li>○ developing a position description for the chief executive officer and chief of staff for Board approval;</li> <li>○ overseeing and recommending to the Board the chief executive officer and chief of staff recruitment, selection, and succession planning;</li> <li>○ reviewing and recommending to the Board the chief executive officer’s and chief of staff’s annual objectives;</li> <li>○ developing and conducting a process to review the performance of the chief executive officer and chief of staff and reporting the results to the Board; and</li> </ul> </li> </ul>
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<sup>1</sup> ONCA, s. 36(2).

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	<ul style="list-style-type: none"> <li>o recommending chief executive officer and chief of staff compensation for Board approval.</li> <li>• Oversee the chief executive officer's and chief of staff's supervision of management and management succession plans.</li> <li>• Undertake such other activities as may be authorized by the Board, from time to time.</li> </ul>
<b>CHAIR:</b>	<ul style="list-style-type: none"> <li>• Chair of the Board</li> </ul>
<b>MEMBERSHIP:</b>	<ul style="list-style-type: none"> <li>• Chair</li> <li>• Vice-Chair</li> <li>• Treasurer</li> <li>• Chief of Staff, and</li> <li>• Chief Executive Officer</li> <li>• Invited guests may attend committee meetings at the invitation of the Chair but shall not have a vote.</li> <li>• One of the Board members sitting on this committee must be bilingual in English and French</li> </ul>
<b>VOTING :</b>	<ul style="list-style-type: none"> <li>• Only Members of the board may vote</li> </ul>
<b>FREQUENCY OF MEETINGS AND MANNER OF CALL:</b>	<ul style="list-style-type: none"> <li>• At the call of the Chair or direction of the Board</li> </ul>
<b>QUORUM:</b>	<ul style="list-style-type: none"> <li>• Shall be a majority of the members entitled to vote (2)</li> </ul>
<b>RESOURCES:</b>	<ul style="list-style-type: none"> <li>• The Chief Executive Officer shall provide the Executive Committee with appropriate resources to perform its mandate.</li> </ul>
<b>REPORTS TO:</b>	<ul style="list-style-type: none"> <li>• Board of Directors</li> </ul>
<b>DATE OF LAST REVIEW</b>	<ul style="list-style-type: none"> <li>• November 2024</li> </ul>