

# BOARD OF GOVERNORS – Governance Process

## Policy # **GP 6.1 Terms of Reference – Executive Committee**

Original Implementation Date: September 17, 2014

Most Recent Activity: February 13, 2018 *Revisions Made*

Next Mandatory Review Date: 2020-2021

Frequency of Reviews: Every three (3) years



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### 1. Purpose

- 1.1 Develop and approve agendas for Board of Governors meeting.
- 1.2 Addressing matters that require immediate attention, in event of an emergency between Board meetings.
- 1.3 Decisions on behalf of the Board in specific matters delegated to it by the Board of Governors.
- 1.4 Act as a Board Member Recruitment Committee in order to fill Board vacancies and recommend a list of candidates for review and approval by the Board for consideration by the Minister.

### 2. Authority

- 2.1 The Board Executive Committee has the responsibility to review agendas, notes and minutes of all Board meetings.
- 2.2 Report any action taken to the Board of Governors.
- 2.3 Review the skills and experience required on the Board.
- 2.4 Ensure appropriate Board orientation and ongoing professional development.
- 2.5 Oversee the recruitment, appraisal and compensation of the President & CEO.
- 2.6 Review and make recommendations concerning matters not assigned to other committees in keeping with Board Policies.

### 3. Membership:

- 3.1 The membership shall be comprised of the following Board members:
  - Board Chair
  - Board Vice-Chair
  - Finance and Audit Committee Chair
  - One public Board member
  - The President & CEO as Ex-officio (non-voting)

### 4. The Board Chair will be the Executive Committee Chair.

### 5. Quorum: The majority of the appointed members of the Committee will constitute quorum.

6. Meetings:

- The Committee will meet at least two weeks prior to each Board meeting, either by conference call, video conference, or face to face.
- Additional meetings will be arranged as needed.

7. Report:

The Executive Committee Chair shall provide oral or written reports of its proceedings to the Board of Governors at the next Board meeting. The Executive Committee documents including minutes and supporting schedules will be submitted to Board Members as part of the Board meeting packages.