[Insert Name of Corporation]

(the “Corporation”)

Executive Committee Terms of Reference

Role and Responsibilities

* 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 “**Board**”) is unable to convene; provided that, in accordance with the *Not-for-Profit Corporations, 2010*, the Executive Committee may not exercise any of the following Board powers:
	+ submitting to the members any question or matter requiring the approval of the members;
	+ filling a vacancy among the directors or in the position of auditor;
	+ appointing additional directors;
	+ issuing debt obligations, except as authorized by the directors;
	+ approving the financial statements of the Corporation;
	+ adopting, amending, or repealing the by-laws of the Corporation; and
	+ establishing contributions to be made, or dues to be paid, by the members.[[1]](#footnote-1)
* Develop a process to oversee performance, compensation, and succession planning for the chief executive officer and chief of staff by:
	+ developing a position description for the chief executive officer and chief of staff for Board approval;
	+ overseeing chief executive officer and chief of staff recruitment, selection, and succession planning;
	+ reviewing and recommending to the Board the chief executive officer’s and chief of staff’s annual objectives;
	+ 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
	+ recommending chief executive officer and chief of staff compensation for Board approval.
* Oversee the chief executive officer’s and chief of staff’s supervision of management and management succession plans.
* Undertake such other activities as may be authorized by the Board, from time to time.

Membership

* The Executive Committee shall consist of the following:
	+ [the Board chair, who shall serve as committee chair;
	+ the Board vice chair(s);
	+ the chairs of each Board standing committee;
	+ the chief executive officer (*ex-officio* non-voting); and
	+ the chief of staff (*ex-officio* non-voting).][[2]](#footnote-2)

**Accountability and Reporting Relationship**

The Executive Committee is accountable to and reports to the Board. Minutes of Executive Committee meetings shall be provided to the Board promptly following each meeting.

**Quorum**

A quorum shall consist of a majority of the voting members of the Executive Committee.

**Meeting Schedule**

At the call of the Executive Committee chair.

**Resources**

The chief executive officer shall provide the Executive Committee with appropriate resources to perform its mandate.

1. ONCA, s. 36(2). [↑](#footnote-ref-1)
2. This is provided as an example of Executive Committee membership and is not required by ONCA. Each Board will need to determine the appropriate members of their Executive Committee. [↑](#footnote-ref-2)