



## EXECUTIVE COMMITTEE

### Terms of Reference

- RESPONSIBLE TO:** Board of Directors
- MEMBERSHIP:** Board Chair  
Immediate Past Chair (if still a member of the Board; if not, the Board's member-at-large.)  
Vice-Chair  
Secretary  
Treasurer  
Chief Executive Officer (Ex-officio, non-voting)
- MEETINGS:** At least once a year to review Terms of Reference and as needed, at the call of the Chair, thereafter
- QUORUM:** A simple majority shall constitute a quorum of this Committee
- FUNCTIONS:**
1. To provide the Chief Executive Officer with an annual written evaluation of his/her service for the past year.
  2. To annually seek Board members' input on overall Board effectiveness and provide the Board with a written report of that evaluation.
  3. To recommend Policy and Results-based Governance practices.
  4. To annually review the Chief Executive Officer's position profile/job description and to recommend updates, as appropriate, to the Board of Directors.
  5. Recommend the format and oversee the planning processes of the Board, including strategic planning retreats and ad hoc reviews on special subjects.
  6. To act on behalf of the Board when issues are of such a nature that action cannot be delayed until the next Board meeting and where, in the opinion of the Chair, it is not possible or practicable to call a special meeting of the Board.