

## Executive Committee – Terms of Reference

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### **MANDATE**

The Executive Committee conducts business between Council meetings to ensure the objects of the College are being met and contributes to the development of governance excellence by the Council.

### **POWERS**

Between meetings of the Council, the Executive Committee has all the powers of the Council with respect to any matter that, in the Committee's opinion, requires immediate attention, other than the power to make, amend or revoke a regulation or by-law.

If the Executive Committee exercises a power of the Council as outlined above, it shall report on its actions to the Council at the Council's next meeting.

### **RESPONSIBILITIES**

#### **Governance**

The governance responsibilities of the Executive Committee shall be:

- 1) To ensure that the Council is able to govern the College effectively through development and periodic revision of governance policies and procedures
- 2) To make annual Committee and Committee Chair recommendations to Council
- 3) To establish and administer a process for assessing the effectiveness of the Council, its Committees and each Council member
- 4) To create an annual plan for Council development based on the strategic plan and the annual Council assessment
- 5) To conduct an annual assessment of skills and attributes to determine gaps in the composition of the Committees. Participate in the process for the selection of non-Council members to fill identified gaps.
- 6) To conduct the evaluation of the Registrar's performance in accordance with agreed upon strategic priorities and review and decide on compensation.

#### **Audit and Finance**

To assist the Council in fulfilling its fiduciary responsibilities regarding financial reporting, internal control systems, relationships with auditors and ensuring accountability for the use of assets, more specifically:

- 1) To advise Council on the financial affairs of the College and to make recommendations to the Council on financial matters
- 2) To oversee the financial reporting process and monitor the integrity of the financial statements of the College
- 3) To ensure the independence of the external auditor
- 4) To review and evaluate the critical areas of financial risk and exposure as determined by management for the College, including but not limited to insurance protection, environmental risk, political factors, assets/credit and other areas as determined from time-to-time

- 5) To review the appropriateness of the application and membership fee structure and other revenue charges and recommend changes to Council, as required
- 6) To review the budget annually and financial statements quarterly
- 7) To approve and maintain necessary financial policies and procedures to ensure best practice.

### **Risk Oversight**

The risk oversight responsibilities of the Executive Committee shall be:

- 1) To oversee the implementation and maintenance of the College overall risk management framework and its risk appetite to ensure they are in line with emerging trends and best practice
- 2) To review the design and implementation of risk management strategies across the College and the procedures for monitoring the adequacy and effectiveness of those procedures
- 3) To report to the Council on its consideration of the above matters, identifying those areas where improvement is needed and making recommendations as appropriate.

### **ADMINISTRATIVE DUTIES**

The Committee shall:

- 1) Meet at regular intervals, as needed, to ensure the proper functioning of the Committee;
- 2) Maintain minutes of its meetings in which shall be recorded all decisions and actions taken by it;
- 3) Report its actions to Council at each Council meeting or more frequently if needed;
- 4) Submit annually a report of its activities to the Council of the College;
- 5) Submit annually a report of its activities and the initiatives of each Council Committee, including its audited financial statements, to the Minister of Health and Long-Term Care.

### **PRIVACY**

If a privacy challenge cannot be resolved by the College's Information Officer (Director of Operations), the Executive Committee shall act as the Privacy Working Group.

### **MEMBERSHIP**

The Executive Committee shall be comprised of at least five (5) members of the Council, at least two (2) of whom are elected professional members and at least two (2) of whom are publicly appointed members. The Chair of Council, Vice Chair (Professional) and the Vice Chair (Public) of the College must be members of the Executive Committee.

### **CHAIR OF THE COMMITTEE**

The Chair of the Council shall act as chair of the Executive Committee. The Registrar-CEO and the Deputy Registrar shall be designated as *ex-officio* members of the Committee.

## **COMMITTEE MEMBERS**

All Executive Committee members must be elected to the Committee by the Council of the College. Executive Committee members shall have completed a minimum of a one (1) year term on the Council of the College prior to commencing a term on the Executive Committee.

Any committee member may resign upon written notification to the Chair. Committee members who are absent for more than two committee meetings per year automatically forfeit membership on the committee. The chair has the discretion to approve, in advance, an extended absence of any committee member.

## **QUORUM**

A simple majority of members of the Executive Committee, that includes at least one (1) member of the committee who is an elected professional member and one (1) member of the committee who is a publicly appointed member, shall constitute a quorum for decision-making.

## **DECISION MAKING**

The Committee will endeavour to arrive at decisions by consensus and all members may contribute to the consensus-making process. When a vote is called, the decision will be made by a simple majority.

## **CONFIDENTIALITY**

Every member of the Committee shall preserve confidentiality with respect to all information that comes to their knowledge in the course of their duties and shall not communicate any information to any other person.