

## Executive Committee – Terms of Reference

---

### **MANDATE**

The Executive Committee is a statutory committee set out in the Health Professions Procedural Code (the Code) which is Schedule 2 of the *Regulated Health Professions Act, 1991* (RHPA).

Between meetings of the Board, the Executive Committee has all the powers of the Board 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.

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

### **DUTIES AND RESPONSIBILITIES**

The duties and responsibilities of the Committee shall be those set out in the RHPA, the Code, the *Midwifery Act, 1991*, the Regulations under the *Midwifery Act, 1991*, the by-laws, and the Terms of Reference for that Committee, as approved by the Board, where applicable.

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

### **Governance**

To assist the Board in fulfilling its responsibility for excellence in governance, the Executive Committee shall:

- 1) Ensure that the Board is able to govern the College effectively through development and periodic revision of governance policies and procedures.
- 2) Make annual Committee and Committee Chair recommendations to the Board.
- 3) Establish and administer a process for assessing the effectiveness of the Board, its Committees and each Board Director.
- 4) Create an annual plan for Board development based on the strategic plan and the annual Board assessment.
- 5) Conduct an annual assessment of skills and attributes to determine gaps in the composition of the Committees, and to participate in the process for the selection of non-Board members to fill identified gaps.

### **Audit and Finance**

To assist the Board in fulfilling its fiduciary responsibilities regarding financial reporting, internal control systems, relationships with auditors and ensuring accountability for the use of assets, the Executive Committee shall:



- 1) Advise the Board on the financial affairs of the College and to make recommendations to the Board on financial matters.
- 2) Oversee the financial reporting process and monitor the integrity of the financial statements of the College.
- 3) Ensure the independence of the external auditor.
- 4) 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) Review the appropriateness of the application and membership fee structure and other revenue charges and recommend changes to the Board, as required.
- 6) Review the budget annually and financial statements quarterly.
- 7) Approve and maintain necessary financial policies and procedures to ensure best practice.

### **ADMINISTRATIVE DUTIES**

The Executive Committee shall:

- 1) Meet at such frequency as necessary for the Committee to conduct its business.
- 2) Maintain minutes of its meetings in which shall be recorded all decisions and actions taken by it.
- 3) Report its actions to the Board at each Board meeting or more frequently if needed.
- 4) Submit annually a report of its activities to the Board of the College.

### **MEMBERSHIP**

The Executive Committee shall be comprised of at least five (5) members of the Board, at least two (2) of whom are Professional Directors and at least two (2) of whom are Public Directors.

All Executive Committee members are elected to the Committee by the Board of the College. Executive Committee members shall have completed a minimum of a one (1) year term on the Board of the College prior to commencing a term on the Executive Committee, where possible.

The Registrar-CEO shall be designated as a non-voting *ex-officio* member of the Committee.

A simple majority of members of the Executive Committee that includes at least one (1) member who is a registrant and one (1) non-registrant member (public), shall constitute a quorum for the purpose of a meeting.

### **CHAIR OF THE COMMITTEE**

The Chair of the Board shall act as Chair of the Executive Committee.



College of  
**Midwives**  
of Ontario

Ordre des  
**sages-femmes**  
de l'Ontario

### **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.

### **EQUITY**

The Committee's decision-making processes will be evidence-based, equity-informed and address biases in decision-making.

### **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.

### **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.

### **REVIEW**

The Executive Committee terms of reference shall be reviewed every four (4) years and amended where necessary, for example in response to statutory, regulatory, or policy amendments. Any amendments to the terms must be approved by the Board.