

## Executive Committee Terms of Reference

### Purpose

The Executive Committee shall have the mandate to assist the Council in fulfilling its oversight responsibilities with respect to the College by:

- Acting on behalf of Council in emergency situations when a quorum of Council cannot be convened. Any actions taken by the Executive Committee must be ratified at the next Council meeting. If Council does not ratify the decision made by the Executive Committee, then the Council decision stands.
- Serving as the College's Human Resources and Compensation Committee which assists Council in fulfilling its responsibilities with respect to the performance, employment agreement, compensation, and Council relationship with the Registrar & CEO.

### Authority and Reporting

The Executive Committee Chair shall, as requested by Council, report on matters arising at Committee meetings and, where applicable, present the Committee's recommendation(s) to Council for its approval.

### Membership

The Committee shall be comprised of:

- a minimum of three (3) Council members, of which one (1) must be a regulated member and one (1) must be a public member.
- the Registrar or designate as an ex-officio (non-voting) member of the Committee,
- The Chair of the Executive Committee will be the Council Chair.

Members of the Committee and the Committee Chair are **appointed** by Council.

Committee members should have the skills and experience to fulfill their responsibilities or be ready and willing to obtain them through appropriate information and training.

Guests or advisors (non-voting) can be invited to participate in Committee discussions as required.

The Registrar & CEO may assign staff (non-voting) to provide administrative assistance to the Committee. These staff remain accountable to the Registrar & CEO.



### **Term**

- Committee members and the Committee Chair shall serve for a minimum of **one (1) year**.

## **RESPONSIBILITIES AND DUTIES**

### **A. Council-Registrar & CEO Relationship**

Responsibility: The Executive Committee shall be responsible for assisting Council in managing the employment relationship of the Registrar & CEO.

Duties:

1. Annually review the job description, goals, and metrics of the Registrar & CEO and recommend changes for approval by Council.
2. Lead the recruitment activities to secure a new Registrar & CEO, as applicable, and recommend to Council a nominee for Council approval.
3. Review the employment contract of the Registrar & CEO and recommend adjustments to Council.
4. Annually design and complete the Registrar & CEO's performance assessment process. A summary of the assessment will be disclosed to the Council at an in-camera session.
5. Annually review the compensation package of the Registrar & CEO and recommend adjustments and bonuses to Council.
6. In consultation with the Registrar & CEO, annually review the emergency plan in case the Registrar & CEO is not able to act in the role and ensure the Chair is aware of the plan and related communications.
7. Annually discuss with the Registrar & CEO the emergency and succession plan for each key role in the College.
8. Receive questions and concerns from Council members, College staff, registrants, and members of the public and investigate complaints.
9. Where requested by the Registrar & CEO, provide a confidential discussion forum for the Registrar & CEO to consider matters so the Registrar & CEO can develop their proposed course of action.

### **B. Human Resources**

Responsibility: The Executive Committee shall ensure that the organization has adequate human resources policies to meet legislative requirements and that these policies are aligned with the strategic direction of the organization and appropriately reviewed.



Duties:

1. Satisfy itself that the Registrar & CEO has established an organizational compensation structure in alignment with current market rates and approaches.
2. Satisfy itself that the Registrar & CEO has established adequate human resource policies for the College.

### **C. Council Meetings and Appointments**

Responsibility: The Executive Committee shall be responsible for arranging the Council meetings, with the assistance of the Registrar & CEO.

Duties:

1. Send a call for agenda items to Council members at least 4 weeks before the scheduled Council meeting.
2. Work with the Registrar & CEO to develop the Council agenda, including how guests/observers will be included, if applicable.
3. Review the meeting package including the Chair's notes.
4. Prepare the in-camera agenda.
5. Review individual councillor requests for exemptions to meeting processes.
6. Lead the Vice-Chair selection and confirmation process for Council approval.

### **Expectations**

The Committee members will commit to:

- review and familiarize themselves with all meeting materials in advance of each meeting,
- attend and actively participate in all scheduled Committee meetings,
- participate in all Committee discussions,
- share all communication and information across all Committee members,
- undertake a fair share of reasonable tasks and responsibilities as is appropriate for the functioning and progress of the Committee,
- consider all views and options regardless of personal agendas or interests for the best possible achievement of the Committee's responsibilities,
- declare conflicts of interest if one exists,
- remove themselves from Committee work if a real, potential, or perceived conflict of interest exists,
- listen to and consider the views and suggestions of other Committee members, and
- respect the decisions of the Commission on recommendations from the Committee.



## **Meetings**

- The Committee shall meet as necessary. Meetings shall be held at the call of any Committee member and may also be called at the request of the Registrar & CEO. Except in the case of an emergency, Executive Committee members will be given at least 48 hours prior notice of a committee meeting.
- Preparation for Council meetings typically occur between the Chair and the Registrar & CEO. Committee members may opt out of Executive Committee meetings addressing Council meeting preparations.
- Meetings may be held in person, by teleconference, by videoconference, or by any combination thereof.
- The Committee Chair, in consultation with the Registrar & CEO, shall establish the agenda for the meetings and ensure that materials are circulated to members in sufficient time for review prior to the meeting.

## **Chair**

The Chair is expected to:

- facilitate meetings,
- manage consensus for the purpose of recommendations,
- assist the college in preparing meeting packages including agendas and minutes, and
- act as a liaison between the Committee and Council.

## **Quorum**

A quorum shall consist of two Committee members. In the case of an equality of votes at a meeting of the Executive Committee, issue will be raised to Council for a decision.

## **Finances**

Committee members shall receive remuneration for participating on the Committee in accordance with council policies.

## **Confidentiality**

Committee members shall respect the confidentiality of any confidential information or materials to which they have access. Information will be maintained strictly confidential and will not, in any circumstances be disclosed or used without the express consent of Council.

**Effective**

These terms of reference are effective upon Council approval and may be altered or rescinded in whole or in part by Council decision. The Executive Committee is responsible for annually reviewing these Terms of Reference and recommending to Council for approval.

**Amendment, Modification or Variation**

These terms of reference may be amended, varied, or modified in writing after consultation and agreement by Council.