

## **Executive Committee Terms of Reference**

### ***Background:***

The Executive Committee, functions as an extension of the board of directors. It is the board's representative when the board is unable to meet in full. Board members appointed to the Executive Committee by virtue of their positions as officers of the board will remain on the committee for the term of that office. Other board members appointed to the committee will be subject to reappointment on an annual basis.

### ***Mandate:***

The Executive Committee will:

- Exercise the full powers of the Board in accordance with the applicable law only in circumstances when a quorum of Directors is not available to permit a full Board meeting, reporting every such action at the next meeting of the Board
- Study and advise or make recommendations to the Board on any matter referred to it by the Board, President or other
- Exercise such powers as may from time to time be given to it by resolution of the Board; and
- Assume oversight of the governance of inclusion, diversity, equity, accessibility and antiracism (IDEAA)

### ***Membership***

- Members of the Executive Committee will be
  - Chair of the Board
  - Vice Chair(s)
  - Secretary
  - Treasurer
  - Such other directors as shall be appointed by the board to carry out the mandate of the executive committee
- The President & CEO and Chief of Medical Staff will be non-voting ex-officio members.
- The Executive Committee will be chaired by the Chair of the Board and in the Chair's absence, by a Vice-Chair in order of precedence.

***Duties and Responsibilities:***

- All Committees of the Board shall report to and be accountable to the Board. Except for decisions of the Executive Committee or any other committee to which decision making has been duly delegated by the Board in accordance with section 26.4.2, no decision or resolution of a Committee shall be binding on the Corporation until it is adopted by the Board.
- The Board may delegate decision-making authority to a Committee on the following conditions:
  - (a) the Board may not delegate any Board Exclusive Responsibility to a Committee; and
  - (b) only Directors may be voting members of that Committee.

***Decision Making Process:***

- The Executive Committee will strive for consensus on a recommendation presented at a meeting, however, a majority vote will prevail.

***Confidentiality:***

- Members of the Committee are expected to maintain strict confidentiality in all organization matters.

***Meetings:***

- Meetings will be called by the Chair. Every consideration will be made to accommodate members' schedules, but attendance at all scheduled Committee meetings is mandatory.

***Resources:***

The Committee will be supported by the President & CEO and the Governance Lead.