

Terms of Reference of the Executive Committee

Purpose and Duties

1. The Executive Committee meets at the request of the Board or the Chair to provide policy governance oversight between Board meetings, subject to the Bylaws and Board policies.
2. The Executive Committee is obliged to act on any other matters assigned by the Board.

Membership

1. The Executive Committee includes:
 - 1.1. The President (Chair).
 - 1.2. The President Elect (Vice-chair).
 - 1.3. The Secretary - Treasurer.
 - 1.4. One Board member "at large" appointed or elected by the Board of Directors. This board member must not be a Chair of a governance committee.
 - 1.5. The Past-President
 - 1.6. The Chair of the Governance & Nominations Committee
2. A quorum of the committee is three committee members, with one being the Chair or Vice-chair. In the event a committee member is not capable of personally carrying out their powers and duties, the Committee can continue to deal with its core business.

Terms of Office; Appointment, Reappointment and Termination of Membership

1. The Board will appoint the President as the Chair, and the President Elect as the Vice-chair
2. The Vice-chair will act on behalf of the Chair in the latter's absence.
3. The Board will appoint other board members for a one-year term.
4. An Executive Committee member continues to hold office after their term, until the committee member is re-appointed or a successor is appointed.
5. The Board may make temporary appointments to the committee, to fill vacancies in committee membership, until a formal request for committee membership and selection process has been initiated and successfully concluded.

6. Executive Committee members will normally be appointed by the Board's second meeting following the Annual General Meeting.

Duties and Responsibilities of the Chair, Vice-chair and Members

The Committee Will:

1. With great respect for the Board of Directors' pre-eminent authority, have all the powers of the Board between meetings of the Board, unless otherwise specified by the Board.
2. Will deal with any matter, unless the Board has specifically entrusted the matter to another Standing Committee.
3. Will prepare documents or reports for the Board or members' consideration.

Reviewed: December 2013

To be reviewed: December 2015