

<b>Manual</b>	Board of Directors	<b>TERMS OF REFERENCE</b>
<b>Section</b>	Terms of Reference	
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## TERMS OF REFERENCE - EXECUTIVE COMMITTEE

### Purpose and Scope

To enable a limited executive committee for the purpose of acting on behalf of the board of directors of the Corporation (the “Board”) on matters of administrative urgency and as expressly set out herein.

To oversee performance, compensation and succession planning for the Chief Executive Officer (CEO) and the Chief of Staff (COS).

### Roles and Responsibilities

- Make decisions binding on the Board in situations where it is not possible or practical to call a meeting of the Board (provided that an attempt has been made to call a Board meeting), or where the Board has authorized the committee to act and report the decision at the next Board meeting;
- Develop a process to oversee the performance and compensation of the CEO and COS by:
  - Developing a position description for both roles for approval by the Board,
  - Overseeing CEO and COS recruitment, selection and succession planning,
  - Reviewing and recommending to the Board the CEO’s and COS’s annual objectives,
  - Developing and conducting a process to review the performance of the CEO and COS and report the results to the Board, and
  - Recommending CEO and COS compensation for approval by the Board;
- Oversee the Corporation’s executive compensation framework and make recommendations to the Board with respect to the framework including any increases in compensation for executives covered by the Corporation’s executive compensation framework.
- Oversee the CEO’s and COS’s supervision of management and management succession plans; and undertake such other activities as may be authorized by the Board, from time to time.
- The Executive Committee shall keep minutes of its meetings in which shall be recorded all action taken by it, and those actions shall be reported to the Board at the next Board meeting.

### Membership and Voting:

- Chair of the Board (voting);
- Vice Chair(s) of the Board (voting);
- Chairs of the Board Sub Committees (voting);
- President & CEO (non-voting);

- Chief of Staff (non-voting);

### **Quorum**

A majority of the voting members

### **Meeting Frequency**

At the call of the committee chair

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[References](#)