

Manual	Board of Directors	TERMS OF REFERENCE
Section	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.

Roles and Responsibilities

- Make decisions binding on the Board in critical 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;
- 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;
- Review Committee structure and recommend changes to accommodate new matters for Board to consider; and
- Consider matters or provide advice to CEO between Board meetings.

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