



## **Executive Committee**

### **Terms of Reference**

Approved: CRKN Executive Committee, March 10, 2009

Approved: CRKN Board of Directors, April 6, 2009

Approved: CRKN Board of Directors, October 1, 2013

#### **Purpose:**

The purpose of the Executive Committee is to advance actions on Board decisions between regularly scheduled meetings, oversee the administrative and HR requirements of CRKN, as well as to provide oversight of governance, succession planning and nomination processes for the organization.

#### **Terms of Reference:**

The CRKN Executive Committee is established by the Board of Directors as a Committee of the Board pursuant to section 11 of the Corporation's By-laws, and is responsible for:

- ensuring effective implementation of the Corporation's policies and programs as established by the Board;
- overseeing the operational and administrative elements of the Corporation; and,
- maintaining regular communication with the Officers with a view to promoting operational effectiveness and efficiency of the Corporation.

The Executive Committee acts as a facilitator rather than a gatekeeper for the Board of Directors, and is a key committee for strengthening Board engagement and decision making. The Board of Directors enables the Executive Committee to:

- act with the full authority of the Board in areas expressly delegated by the Board, where implementing Board-approved decisions, or where there is established policy or precedent;
- take interim decisions and actions on matters requiring attention in the interval between regularly-scheduled meetings of the Board. In these cases, the Board will be briefed at the earliest possible opportunity and the Executive Committee's interim decisions will be effective only until the Board considers the matter and ratifies the decisions;
- provide governance oversight, review and development to ensure healthy operations of the organization and compliance with corporation by-laws, applicable legislation, corporation policies, and best governance practices;

- regularly review and authorize the creation of committees and subcommittees established to carry out the work of the organization;
- oversee the succession planning and nomination processes for the CRKN;
- serves as a human resources committee, developing human resources policies for recommendation to the Board, and overseeing the work of the Executive Director including undertaking an annual performance appraisal;
- provides a framework for, and leads strategic planning, implementation, evaluation and assessment of outcomes for the Board
- ensures successful member engagement and communication is incorporated in all CRKN office and committee/subcommittee activities;
- works with the Executive Director to set the Board agenda including the consent agenda, reviewing issues and coordinating committee reporting to the Board

The Committee will take a consultative approach to its work, engaging members as appropriate. The committee will provide regular feedback to members through the channels outlined below in Lines of Communication.

#### **Membership:**

- Pursuant to by-laws section 11(1), not more than five Directors, being: the Vice-Chair of the Board, the Treasurer of the Board, and up to three additional Directors appointed by the Board. Vacancies on the Executive Committee may be filled by the Board.
- Pursuant to section 13(4) of the Corporation's By-laws, the CRKN Executive Director is entitled to be present at and to participate in all meetings of any committee of the Board (unless the chair of the meeting requests that the Executive Director not be present for all or part of a meeting), and is entitled to receive notice of meetings and all information provided to members of any such committee relating to matters before the committee, but will have no right to vote as a member of a committee with respect to any matter.
- At the discretion of the Executive Director, and in consultation with the Vice-Chair, other CRKN staff may be called upon to participate in meetings as resource personnel, as required.

#### **Appointment Process:**

- Committee members are appointed by the Board of Directors.
- The Board appoints the Vice-Chair and the Treasurer from among its membership, pursuant to section 13 of the Corporation's By-laws.

#### **Term:**

- Terms for Executive Committee members are subject to the conditions of their appointment to the Board of Directors, pursuant to section 8 of the Corporation's By-laws.
- The Vice-Chair of the Board and the Treasurer hold office for a term of three years or until such person is no longer a member of the Board, pursuant to section 13 of the Corporation's By-laws.

**Chair:**

- The Vice-Chair of the Board of Directors serves as Chair of the Executive Committee, pursuant to section 12(6) of the Corporation's By-laws.

**Meetings:**

- Meetings may be held at any place as the Chair may determine
- Meetings may be held at any time provided written notice has been given to each committee member at least 7 days, exclusive of the day on which notice is given, before the meeting is to take place. Notice of meetings may be waived by unanimous written consent of committee members
- Quorum for meetings is a majority of committee members
- Normally the Executive Committee meets via teleconference as required
- Additional deliberations may be conducted via email between meetings as required
- In order to maintain the balance of representation and to ensure continuity and effectiveness of the Executive Committee, substitution of representatives at meetings is not permitted

**Lines of Accountability and Communication:**

- The Executive Committee is accountable to the Board of Directors
- The Chair of the Executive Committee reports on its activities to the Board of Directors, and submits written recommendations as required for the Board of Directors' consideration
- Minutes and documents of the Executive Committee are held confidential, and not for redistribution by committee members
- Distribution of meeting summaries, minutes and documents is handled by the Executive Director through the corporation office, to ensure accurate and consistent information is distributed to appropriate parties
- Upon approval of the minutes of Executive Committee meetings, CRKN staff posts a copy in the restricted Committees area of the website, accessible only to members of the Executive Committee and the Board of Directors
- Public documents and communications are made available in French and English

**Financial and Administrative Policies:**

- Service on the Executive Committee is non-remunerative
- Travel and meeting expenses for Executive Committee members are reimbursed according to the policies of CRKN, including the Travel Expense Policy
- Members of the committee will comply with Board-approved governance and organizational policies, including code of conduct and conflict of interest policies