

## **2022 Executive Committee Terms of Reference**

### **Purpose**

CFEK's Board of Directors has resolved that it is prudent to authorize the Executive Committee to make decisions and act on behalf of the Board between regularly scheduled meetings.

The Executive Committee, in whole or in part, serves as a sounding board for the General Manager in all matters pertaining to the operation of the organization.

While the Committee has authority to act on behalf of the Board, its decision-making powers shall be used only as necessary and appropriate on matters of urgency that cannot and should not be delayed until the Board's next regular meeting or until a special meeting of the Board can be called. The Committee will report any such actions to the full Board at the next regular meeting or sooner, as appropriate.

### **Goals & Objectives**

1. The Executive Committee seeks to ensure that the strategic goals and regular business of the organization continue uninterrupted between regular meetings of the Board of Directors.
2. The Board of Directors may assign, from time to time, initiatives or activities to the Executive Committee.
3. The Executive Committee will organize and facilitate Board development, evaluation and recruitment with the assistance of the General Manager.
4. The Executive Committee will undertake the General Manager's annual performance review and will be responsible for recruiting a new General Manager should the need arise.
5. The Executive Committee will periodically review the organization's policies to ensure that the policies are up-to-date and that they reflect the organization's values and strategic goals and priorities.

### **Membership**

The Executive Committee consists of the Chair, Vice-Chair and Treasurer.

The Chair of the committee will be the Chair of the Board of Directors.

The General Manager will sit *ex officio* as a non-voting member of the Committee.

The Board of Directors will appoint the Officers each year at a special meeting immediately following the Annual General Meeting (AGM) and the Committee will stand until the conclusion of the next AGM.

The Board may assign Directors or the Executive Committee may recruit Directors for specific assignments, including but not limited to policy review, GM recruitment, Board development and Board recruitment.

### **Meetings**

The Executive Committee will meet at least quarterly and otherwise as necessary throughout the year. The meeting schedule will be included in the Board Calendar.

### **Quorum**

Provided that all voting members have been properly notified of the meeting, a quorum of the committee shall be a simple majority of the voting members.

### **Notice**

Typically, the Committee Chair will provide seven (7) calendar days' notice of a meeting. In any event, a meeting shall not be convened without at least 48 hours' notice.

Approved by the Board on: **June 16, 2022**