



Executive Committee: Terms of Reference

Role	<p>The executive committee has special responsibilities and authorities above all committees. Usually it can act on behalf of the full board. Its main purpose is to facilitate decision making between board meetings or in urgent and <u>crisis circumstances</u>.</p> <p>It often also acts as the communication link to the chief executive and, in some cases, performs the <u>chief executive's performance evaluation</u>.</p>
Responsibilities	<p>Make decisions binding on the Board in situations where it is not possible or practical to call a meeting of the Board, or where the Board has authorized the committee to act and report the decision at the next Board meeting.</p> <p><u>Nominating Committee:</u></p> <p><i>Board Recruitment:</i></p> <ul style="list-style-type: none">• Develop for approval by the Board a description of the skills, experience and qualities including diversity of the directors;• Consider skills, experience, qualities and diversity of current directors to determine Board needs; and,• Oversee Board recruitment and nomination process and recommend to the Board candidates for election at the annual meeting. <p><i>Board Chair:</i></p> <ul style="list-style-type: none">• Ensure succession planning for the office of Board Chair;• Oversee and implement the Board's process for selecting a Board Chair and recommend an individual for election by the Board as Chair; and,• Make recommendations to the Board for Vice Chairs and other Board Officers. <p><u>Governance Committee:</u></p> <p><i>Board Education:</i></p> <ul style="list-style-type: none">• Ensure a comprehensive orientation session is provided to all new Board members;• Oversee Board education sessions to ensure Board receives periodic education on governance, health care issues and the hospitals operations; and,• Organize, with the input of the CEO and Board Chair, the Board's annual

	<p>retreat.</p> <p><i>Board Committees:</i></p> <ul style="list-style-type: none"> • Ensure periodic review and evaluation of committee performance and Terms of Reference and make recommendations to the Board as required; and, • Recommend to the Board, with the input of the Chair, nominees for all Board committees and committee Chairs. <p><u>CEO Evaluation:</u></p> <ul style="list-style-type: none"> • Develop a process to oversee the performance and compensation of the CEO by: * <ul style="list-style-type: none"> ✓ Developing a position description for the CEO for approval by the board; ✓ Overseeing CEO recruitment, selection and succession planning; ✓ Reviewing and recommending to the Board and CEO’s annual objectives; ✓ Developing and conduct a process to review the performance by the CEO and report the results to the Board; and, ✓ Recommending CEO compensation for approval by the Board • Oversee CEO’s supervision of management and management succession plans; <p><i>Other:</i></p> <ul style="list-style-type: none"> • Undertake such other activities as may be authorized by the Board, from time to time. <p><i>* Comparable provisions for Chief of Staff and Board-appointed medical leaders would also be included if assigned to the Executive Committee</i></p>
Membership and Voting	
Chair	
Frequency of Meetings and Manner of Call	As needed, at the call of the Committee Chair.
Quorum	50% of the voting members.
Reporting	To the Board of Directors.
Date of Last Review	September, 2020