

## BRIEFING NOTE

**TO:** Board of Directors

**FROM:** Governance Committee

**DATE:** July 27, 2020

**SUBJECT:** 12.1 Executive Committee Terms of Reference and Mandate 4-08

☒ For Decision

☐ For Information

☐ Monitoring Report

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**Purpose:**

To review the proposed Executive Committee Terms of Reference and Mandate Policy 4-08.

**Background:**

The Executive Committee Terms of Reference and Mandate Policy 4-08 falls into the Governance Process Policy category. This policy is designed to describe the purpose, scope and authority of the Executive Committee. The Executive Terms of Reference and Mandate were created on May 14, 2012 and have not been reviewed since its last amendment on October 1, 2012.

In its annual self-evaluation, the board identified a goal of enhancing board cohesion by prioritizing the board as the primary decision-making body as opposed to Executive Committee. Updating the Executive Committee Terms of Reference will play an important role in the College's efforts to confirm the board's understanding of the role and responsibilities of the Executive Committee, reflect emerging governance best practices and align itself with the ongoing work at other health regulatory Colleges.

**For Consideration:**

The Governance Committee considered and approved an updated version of the Executive Terms of Reference at its meeting on June 9, 2020. The original policy with the proposed revisions is redlined in **APPENDIX A** below and a clean version, **APPENDIX B**, is also attached.

This amended policy reflects the status quo and articulates where current responsibilities fall within the Executive Committee. Items No. 6, 7 and 8 of the section entitled, "Responsibilities of the Executive Committee," are responsibilities the Executive Committee are currently performing, but are not referred to in the current terms of reference (or any that of any other committees). In the future, the board may decide to further amend the Executive Committee's role and mandate to reflect changes in regulatory governance theory.

**Public Interest Considerations:**

Committee Terms of Reference create accountabilities for the members of each Committee and outline the Board's expectations on how a committee will work together to accomplish specific roles and responsibilities that execute the College's mandate of public protection.

**Recommendation:**

To approve the Executive Committee Terms of Reference and Mandate Policy 4-09 as recommended by the Governance Committee.

## APPENDIX A

### EXECUTIVE COMMITTEE

#### Terms of Reference and Mandate

~~Committee Type: Statutory~~

#### Terms of Reference Committee Composition

- ~~1. Council shall elect annually the members of the Executive Committee at the first Council meeting of the year in accordance with the by-laws.~~
- ~~1. The Executive Committee shall be~~ composed of five persons, as follows:
  - ~~a. of whom three members of the Council are members~~ Three Directors who are registrants of the College; and
- ~~2. Two Directors who members of the Council who~~ have been appointed to the Council Board by the Lieutenant Governor in Council.
- ~~3. Executive Committee elections for the upcoming calendar year are held annually at the last Board meeting of the year in accordance with the by-laws.~~
- ~~3. The election shall be conducted in the following order: President; Vice-President; and the remaining three positions in no particular order.~~
- ~~4. The President and the Vice-President of the Council shall be ex-officio members of the Executive Committee.~~
- ~~5.4.~~ The President-Chair shall be chair of the Council Board and the chair of the Executive Committee and the Vice-President-Chair shall also be the vice-chair of the Council Board and the vice-chair of the Executive Committee.

#### Authority and Accountability ~~Mandate~~

~~The Executive Committee has:~~

- ~~1. The Executive Committee is a statutory committee as set out in section 10(1)1 of the Health Professions Procedural Code (the "Code").~~
- ~~2. Between the meetings of the Council Board, the Executive Committee has~~ all the powers of the Council Board with respect to any matter that, in the Committee's opinion, requires immediate attention, other than the power to make, amend or revoke a regulation or by-law

3. The Executive Committee shall function as the College's Finance Committee and has the power to appoint a delegate for this purpose who, in the Committee's opinion, is experienced in the assessment of financial matters.
4. The Executive Committee is accountable to the Board for:
  - a. Acting in accordance with the Regulated Health Professions Act, 1991 ("RHPA"), including the Code, the Opticianry Act, 1991, the regulations under those acts, the by-laws and any other laws that apply to its processes and decision making.
  - b. Fulfilling any other duties and responsibilities assigned to it by the Board.

### Responsibilities of the Executive Committee

The Executive Committee shall:

1. Perform such functions as are assigned to it under the RHPA, Health Professions Procedural Code, regulations, by-laws, and policies of the College, or as otherwise assigned by the Board.
2. Report on its actions to the Council Board in accordance with section 12(2) of the Code at the next regular Council Board meeting should it in the event that it exercises a power under section 12(1) of the Health Professions Procedural Code.
- ~~2.3.~~ At the request of the Chair, review and/or approve the agenda for Board meetings as prepared by the Registrar, CEO in collaboration with the Chair.
- ~~3. Determine Council agendas and ensures that appropriate information is provided to Council members in advance of Council meetings.~~
- ~~4.~~
4. Appoint a subcommittee to carry out Conduct an annual performance review of the Registrar, CEO and approve the Registrar, CEO's compensation package and contract. The sub-committee shall consist of the Chair, the Vice-Chair and one member-at-large of the Executive Committee to be selected by the full Board. The annual performance review of the Registrar, CEO shall be conducted in accordance with the Registrar, CEO Performance Evaluation Process Policy.
- ~~1. and approve the Registrar's compensation package and contract.~~
5. Submit an annual report to Council the Board. The report will include information on the Committee's activities for the year.
6. Assess registrants' eligibility for election to the Board in accordance with the eligibility criteria set out in the by-laws and/or policy.

7. Make recommendations to the Board on the composition of statutory and non-statutory committees.

5-8. Make recommendations to the Board on the appointment of Appointed Committee Members to statutory and non-statutory committees.

#### Mandate

#### ~~The Finance Committee:~~

#### Responsibilities of the Finance Committee

- ~~1. The Executive Committee shall function as the College's Finance Committee and has the power to appoint a delegate for this purpose who, in the Committee's opinion, is experienced in the assessment of financial matters.~~

The Finance Committee shall:

1. Review the annual budget and ensure that funds are suitably allocated with respect to ensuring the College's financial stability.
2. Monitor the College's financial performance in relation to the developed annual budget and provide reports to ~~Council~~ the Board as required.
3. Advise ~~Council~~ the Board on any emerging factors which may impact the budget and/or financial performance.
4. Assist with monitoring financial reserves and disclose significant developments to ~~Council~~ the Board.
5. Review annual and interim financial reports and provide recommendations to ~~Council~~ the Board on future adjustments for consideration.
6. Ensure appropriate information concerning the financial affairs of the College is effectively communicated to ~~Council~~ the Board.
- 6-7. Assess the performance of the external financial auditor and make recommendations to the Board on the annual appointment of the auditor.

## APPENDIX B

### POLICY TYPE: GOVERNANCE PROCESS

#### 4-08 Executive Committee Terms of Reference and Mandate Policy

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##### **Committee Composition**

1. The Executive Committee is composed of five persons, as follows:
  - a. Three Directors who are registrants of the College; and
  - b. Two Directors who have been appointed to the Board by the Lieutenant Governor in Council.
2. Executive Committee elections for the upcoming calendar year are held annually at the last Board meeting of the year in accordance with the by-laws.
3. The Chair shall be chair of the Board and the chair of the Executive Committee and the Vice-Chair shall also be the vice-chair of the Board and the vice-chair of the Executive Committee.

##### **Authority and Accountability**

1. The Executive Committee is a statutory committee as set out in section 10(1)1 of the Health Professions Procedural Code (the “Code”).
2. Between the meetings of the Board, the Executive Committee has all the powers of the Board with respect to any matter that, in the Committee’s opinion, requires immediate attention, other than the power to make, amend or revoke a regulation or by-law (Code, section 12(1)).
3. The Executive Committee shall function as the College’s Finance Committee and has the power to appoint a delegate for this purpose who, in the Committee’s opinion, is experienced in the assessment of financial matters.
4. The Executive Committee is accountable to the Board for:
  - a. Acting in accordance with the Regulated Health Professions Act, 1991 (“RHPA”), including the Code, the Opticianry Act, 1991, the regulations under those acts, the by-laws and any other laws that apply to its processes and decision making.
  - b. Fulfilling any other duties and responsibilities assigned to it by the Board.

### **Responsibilities of the Executive Committee**

The Executive Committee shall:

1. Perform such functions as are assigned to it under the RHPA, Code, regulations, by-laws, and policies of the College, or as otherwise assigned by the Board.
2. Report on its actions to the Board in accordance with section 12(2) of the Code at the next regular Board meeting in the event that it exercises a power under section 12(1) of the Code.
3. At the request of the Chair, review and/or approve the agenda for Board meetings as prepared by the Registrar, CEO in collaboration with the Chair.
4. Appoint a subcommittee to carry out an annual performance review of the Registrar, CEO and approve the Registrar, CEO's compensation package and contract. The sub-committee shall consist of the Chair, the Vice-Chair and one member-at-large of the Executive Committee to be selected by the full Board. The annual performance review of the Registrar, CEO shall be conducted in accordance with the Registrar, CEO Performance Evaluation Process Policy.
5. Submit an annual report to the Board. The report will include information on the Committee's activities for the year.
6. Assess registrants' eligibility for election to the Board in accordance with the eligibility criteria set out in the by-laws and/or policy.
7. Make recommendations to the Board on the composition of statutory and non-statutory committees.
8. Make recommendations to the Board on the appointment of Appointed Committee Members to statutory and non-statutory committees.

### **Responsibilities of the Finance Committee**

The Finance Committee shall:

1. Review the annual budget and ensure that funds are suitably allocated with respect to ensuring the College's financial stability.

2. Monitor the College's financial performance in relation to the developed annual budget and provide reports to the Board as required.
3. Advise the Board on any emerging factors which may impact the budget and/or financial performance.
4. Assist with monitoring financial reserves and disclose significant developments to the Board.
5. Review annual and interim financial reports and provide recommendations to the Board on future adjustments for consideration.
6. Ensure appropriate information concerning the financial affairs of the College is effectively communicated to the Board.
7. Assess the performance of the external financial auditor and make recommendations to the Board on the annual appointment of the auditor.