



Terms of Reference

EXECUTIVE COMMITTEE

Standing Committee

Purpose

The purpose of the Executive Committee (Committee) is to ensure the effective governance of the OCF by providing effective and timely guidance on emerging, time-sensitive, and significant issues arising between meetings of the Board of Directors.

The Committee serves as a steering committee for the rest of the board. In the role of a standing committee, the executive committee sets priorities for resolution by the board as a whole.

The Committee is subject to the requirements of OCF's by-laws and policies.

Scope

The Executive Committee:

- Recruits, nominates and hires the Executive Director (ED).
- Sets the ED's compensation package (must be approved by the Board) and evaluates their performance.
- Establishes the ED's goals and objectives, and provides advice and clarity to the ED between Board meetings.
- Provides leadership in coordinating and conducting the Annual General Meeting.
- Submits reports for Board meetings and Annual General Meetings as requested.
- Review, provide direction and approve the agendas for Board meetings in the normal course.
- Ensure the Board and/or Committees are appropriately apprised of any significant issues in a timely manner.
- Undertake other activities as required by the Board or Board Chair.

Authority

The Committee will act on behalf of, and with full authority of the Board, on matters that arise between regularly scheduled Board meetings or in circumstances where the Board has specifically delegated such authority to the Committee.

Composition

The Committee is chaired by the President. The Committee will consists of the:

- President
- Vice-President
- Secretary
- Treasurer
- Executive Director or interim (ex-officio)

Term

The committee's term will end annually upon conclusion of the AGM.

Meetings

The Committee will meet by Zoom conference call as needed. Meetings will be called by the Chair or two voting members of the Committee.

Meeting agendas will be set and sent at least four (4) days prior to the meeting. Minutes of the meeting will be kept and distributed to the committee members within two (2) days of the meeting.

Reporting

The Chair will provide a report to the full Board of Directors on the work of the Committee at each Board of Directors meeting or within two (2) weeks of the Committee meeting if urgent.

Resources & Budget

As identified in the budget approved annually by the Board. Executive and staff support to be designated by the President and Executive Director.

Deliverables

1. Review committee terms of reference, including the roles and responsibilities section, at the first committee meeting.
2. Review and maintain the Executive Committee Meeting Calendar and Agenda Cycle.
3. Compile Board meeting agendas.
4. Address or assign responsibilities for Board Director(s). This can be assigned to an existing Standing Committee, to a Board Director, or to the Executive Committee as a whole.
5. Review and support Board discussion on areas of emphasis for Board Candidates provided to the Nominating Committee.
6. Constitute and oversee Ad Hoc Working Groups when appropriate.
7. Draft Executive Committee terms of reference for the subsequent year.
8. Review all Board Standing Committee and Board Support Committee terms of reference for the subsequent year.
9. Provide recommendations to the Board for modifications, if any, to the Committee Terms of Reference for the following term.
10. Conduct the transition meeting with the incoming Executive Committee.

Review

The Committee's Terms of Reference will be reviewed and amended by the President and/or Board of Directors annually or as needed and approved by the Board of Directors.