

**EXECUTIVE COMMITTEE (EXE)  
Terms of Reference**

**Issue Date:** November 2007  
**Approved by:** Council  
**Responsible Authority:** Council  
**Status:** Board Committee

**Review Date:**  
**Review by:** Executive Committee  
**Function:** Governance

<p><b>Legislated and Other Mandate</b></p>	<p>"The Council may delegate to the Executive Committee the authority to exercise any power or perform any duty of the Council other than to make, amend, or revoke a regulation or a by-law." [R.S.O. 1990, c. P.28, s. 11]</p> <p>"The Executive Committee,</p> <ul style="list-style-type: none"> <li>a) may act on behalf of the Council with respect to urgent matters arising between regular meetings of the Council but shall report to the Council with respect to such actions;</li> <li>b) may consult with other committees of the Council;</li> <li>c) shall act upon or report upon matters that are referred to it by the Council;</li> <li>d) may advise the Registrar or any other officer or official of PEO on matters of policy;</li> <li>e) may make periodic reviews, forecasts, plans and recommendations to the Council concerning the future organization and operation of the Association;</li> <li>f) may advise the Council on matters pertaining to the Canadian Council of Professional Engineers; and</li> <li>g) may advise the Council on all financial matters, including, without limitation, investments, budgets, capital requirements, income, expenditures, salaries, reserves and contingencies or extraordinary expenses, both for current and future operations." <p>[R.R.O. 1990, Reg. 941, s. 29.]</p> <p>To act on urgent matters where a Council meeting cannot be convened electronically or otherwise;</p> <p>To provide leadership with regard to policy development priorities to Council, and in this regard to recommend the party or parties responsible to develop the policy and the timelines within which the policy is to be developed, and thereafter to monitor and report the progress of approved policy development initiatives;</p> <p>To ensure that all materials intended to be submitted to Council have been adequately researched and that the report and recommendations are in a suitable form for Council's consideration;</p> <p>To conduct PEO's government and external relations or to</p> </li></ul>
--	--

	<p>authorize and supervise others to do so on its behalf;</p> <p>To recommend to Council the initiation of the Strategic Planning process, monitor the implementation of the process and the plan and present timely and complete information to Council;</p> <p>Upon request to offer advice and counsel to the Registrar and senior management. (Mandate approved in principle by Council);</p> <p>Ensure that Council is kept informed on external factors and issues in either the short or long-term planning.</p> <p>To annually review emerging issues related to governance and make recommendations to Council and to advise and making recommendations to Council with respect to governance:</p> <ul style="list-style-type: none"> <li>i. Governance Structure: Make recommendations to Council respecting the governance structure of Council and PEO;</li> <li>ii. Mandates &amp; Charters and Work Plans: Oversee the development of and any amendments to the mandates and charters of Council and make recommendations annually to Council with respect to the same;</li> <li>iii. Position Descriptions: Oversee the development and any amendments of position descriptions for the Officers of Council;</li> <li>iv. Council Composition: Develop recommendations to Council with respect to the composition of and potential candidates for appointment to Council, Board Committees and as Officers of Council, consistent with criteria approved by Council. Develop, and annually update a long-term plan for Council composition that takes into consideration the current strengths, skills and experience on Council, retirement dates and the strategic direction of PEO.</li> </ul> <p>To ensure that Council policy on peer review is appropriately undertaken.</p>
<p><b>Key Duties and Responsibilities</b></p>	<p>To act on urgent matters when Council is unable to meet</p> <p>To initiate, monitor and review policy development prior to Council's consideration</p> <p>To oversee the Government Liaison Program (GLP)</p>

<b>Success Measurements of Key Duties and Responsibilities</b>	Act or report upon all matters referred to it by Council or on urgent matters where Council is unable to meet  All major policy proposals reviewed for Council readiness before proceeding to Council.
<b>Type of Committee</b>	Governance (legislated)
<b>Responsible Authority</b>	Council
<b>Constituents &amp; Qualifications of Committee Members</b>	Council has designated the Executive Committee as a board committee and, as such, a majority of its members must be Councillors.  "The Executive Committee shall consist of, a) the President; b) the President-elect; c) the immediate Past President; d) the elected Vice President; e) the Council appointed Vice President; and f) one or more other members of the Council from time to time appointed by the Council." [R.R.O. 1990, Reg. 941, s. 29.]
<b>Recruitment of New Committee Members</b>	Members of the Executive Committee are elected and appointed in accordance with sections 7 and 28 of R.R.O. 1990, Reg. 941, s. 7 and s.29.
<b>Selection, Appointment and Termination of Members</b>	At a meeting on the same day and following the close of business of Annual General Meeting, or within 30 days thereafter, the Council shall appoint one Vice President; and one or more other members of the Council. [R.R.O. 1990, Reg. 941, s.3(1)2]
<b>Quorum</b>	Three members, including at least one of the President, President-elect or immediate Past President R.R.O. 1990, Reg. 941, s. 28(2)]
<b>Reporting Requirements</b>	Minutes of the Executive meeting shall be included in the Council agenda after they have been ratified by the Executive Committee. The Action Log from the meeting shall be sent to members of Council within three business days after the completion of the meeting.
<b>Meeting Frequency &amp; Time Commitment</b>	The Executive Committee meets three to four times during the year and may be required to meet for additional meetings to deal with urgent matters. Executive Committee meetings are typically held in the afternoon.
<b>Committee Advisor</b>	Registrar
<b>Staff Support</b>	Chief Administrative Officer/Manager Secretariat