Sample Terms of Reference

Executive Committee

Mandate:
Acting on behalf of the Board, to carry out tasks in accordance with the Bylaws, Policies and Procedures, and in keeping with both the Vision and Mission of the organization.

Functions:

- Review the Terms of Reference as presented by the various committees and recommend changes to the Board.
- Review current committee structure and recommend appropriate changes as required in the Terms of Reference.
- Conduct a detailed review of the Policies and Procedures on a scheduled basis and recommendation to the Board for approval.
- Review and conduct annual evaluations on board volunteerism and activity.
- Seek potential new directors in collaboration with the Nominating Committee who bring unique and valuable characteristics to the Board as a whole.
- Review and revise annual tasks for all committees.
- Plan for succession on the board, conduct period review of board member activity, and consider requirements for those with specialized skill sets when making recommendations for new board members to the nomination committee;
- Deal with any business, at the President’s discretion, between Board meetings.

Executive Committee Membership:

- The Executive Committee shall consist of the President, Vice-President, Past President, Secretary, and Treasurer and up to two (2) Directors-at-large.
- The Executive Director is an ex-officio member of all committees.
- Every effort shall be made to rotate the position of President every three (3) years.
- Two (2) executive offices may be filled by one person, except President and Vice-President.
• Executive Committee members can request to vacate the Executive Committee by voluntary resignation or by resolution of the Executive Committee. Such resolution shall be carried by two-thirds (2/3) majority vote of the members present at such a meeting.

Meetings:

• The Executive Committee will meet as required. The Executive Committee will determine dates and times of the committee meetings.

• The President may call a special meeting at any time or by request of a majority of the Executive Committee.

• The Executive Committee shall be Chaired by the President. Three (3) members of the Executive Committee shall constitute a quorum.

• Each voting member present at a meeting of the Executive Committee shall vote when the vote is called, unless prohibited for doing so by reason of conflict of interest.

Operational Procedures:

• The Executive Committee shall operate under the Bylaws and Policies and Procedures of the Foundation.

• The Executive Committee will have the option to request administrative support (to take minutes) for all meetings.

• The Chair prepares the agenda in consultation with committee members, and as needed with the Executive Director and the Board of Directors.

• The Executive Committee will be responsible for presenting regular activity reports to the Board as a whole and these reports shall form part of Board Minutes.

• When requested, the Executive Committee will prepare a special report of their activities and initiatives and will submit it to the Board of Directors. These reports may include:
  • Summary of the Executive Committee’s overall activities;
  • Future initiatives of the Executive Committee; or,
  • Requests for additional funding, support or other matters requiring the approval of the Board of Directors.

Duties of Officers:

a) The President shall:
  • Chair all Board meetings, Executive Committee and Annual General and Special Meetings;
  • Exercise general control and supervision over the business and affairs of the Foundation and act as the official representative of the Foundation;
  • Be ex-officio member of all other committees;
  • Establish overall long and short term objectives for the Foundation and priorities for fundraising;
• Manage service contracts, and contract renewal;
• Act as signing officer on behalf of the Board for financial and legal purposes.

b) The Vice-President shall:
• Assist the President in carrying on the administration of the Foundation and shall perform the duties of the President in his/her absence;

c) The past President shall:
• Advise the President and Vice President with the goal of providing a seamless transfer of leadership;
• To provide context and continuity in progress.

d) The Secretary shall:
• Manage the scheduling of Board meetings and the recording of minutes;
• Manage the correspondence under direction of the President and the Board;
• Be the custodian of the Seal of the Foundation;
• Maintain records of all the members of this Foundation and their contact information;
• Maintain records of the Bylaws, Policies and Procedures, committees, reports and other official documents;
• Act as signing officer on behalf of the Board for financial and legal purposes;
• The Executive Director or his/her replacement may be appointed by the Board of Directors to perform the duties of the Secretary without voting rights.

e) The Treasurer shall:
• Be responsible for the management of all financial matters pertaining to the Foundation, including maintenance of accurate financial records, books of account, reports and audited statements;
• Report on the financial health of the Foundation at each Annual General Meeting;
• Be a member of the Finance and Investment committees;
• Act as signing officer on behalf of the Board for financial and legal purposes.

f) Directors-at-large shall:
Support the Executive Committee as required and represent the general interests of the Board of Directors.

Approved by the Executive Committee: DATE
Approved by the Board of Directors: DATE