
Terms of Reference: Executive Committee of the Board of Directors

1. Purpose

The Executive Committee has been established to support the Board of Directors in fulfilling its governance responsibilities by acting on urgent matters between regular Board meetings, subject to the limitations imposed by ONCA; and the oversight of the Chief Executive Officer and the Chief(s) of Staff positions.

2. Authority

The Executive Committee may exercise the powers of the Board **except** those that ONCA prohibits from being delegated. As per Section 36(2) of ONCA [\[1\]](#), the Committee **may not**:

- Submit matters requiring member approval.
- Fill vacancies on the Board or in the position of auditor or review engagement appointee.
- Appoint additional directors.
- Issue debt obligations unless authorized by the Board.
- Approve financial statements under Section 83.
- Adopt, amend, or repeal by-laws.
- Establish member dues or contributions under Section 86.

3. Composition

- The Committee shall consist of the following:
 - Board Chair/Chair of Executive Committee
 - Vice-Chair/Chair of Governance & Nominating Committee
 - Treasurer/Chair of Resource & Audit Committee
 - Secretary/President & CEO
 - Chair of Quality and Risk Committee; and
 - One (1) other Director, if deemed necessary.
- Members are appointed annually by the Board.

4. Meetings

- The Committee shall meet as needed, with notice provided at least 48 hours in advance.
- Quorum shall be a majority of voting members.
- Minutes shall be recorded and submitted to the full Board at the next meeting.

5. Responsibilities

- Act on urgent matters between Board meetings within the scope of delegated authority.
- Provide oversight and guidance on strategic issues, risk management, and organizational performance.
- Review and recommend policies and decisions to the full Board.
- The CEO's contract, establishing Goals and Objectives and performance review.
- The selection process for the Chief(s) of Staff, the Chief(s) of Staff contract, establishing Goals and Objectives, and performance review.
- Ensure CEO and Chief(s) of Staff succession planning is functional.

6. Reporting

- All decisions made by the Executive Committee must be reported to the full Board at the next meeting scheduled.
- The Committee shall not act in place of the Board on matters restricted by ONCA.

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7. Review and Evaluation

- The Terms of Reference shall be reviewed annually and amended as necessary to ensure compliance with ONCA and other applicable legislation.
- Any changes must be approved by the full Board.

This TOR reflects ONCA's governance principles and the specific limitations on delegation for hospital boards [2] [3] [1]. Would you like help customizing this for a specific hospital or adding roles like subcommittees or advisory groups?

References

- [1] [ONCA Fast Facts: Limits on Board delegation | Miller Thomson](#)
- [2] [Guide to the Not-for-Profit Corporations Act, 2010 - Ontario.ca](#)
- [3] [Transitioning to and Governing Under the New Ontario Not-for-Profit ...](#)