

**TERMS OF REFERENCE
EXECUTIVE COMMITTEE
Revised April 19, 2023**

PURPOSE

The Executive Committee is a Committee of the Board with powers permitted to be delegated pursuant to the *Ontario Not-for-Profit Corporations Act (ONCA)*.

COMPOSITION

The Executive Committee shall be comprised of the following Directors of AO, who are the Officers of AO:

- Chair
- Vice-Chair
- Treasurer
- Secretary
- The AO Chair shall act as Chair of the Executive Committee.
- The Chief Executive Officer will be invited to attend all meetings and is entitled to receive agendas, materials, and minutes, except for portions which involve deliberations declared by the Chair of the Committee to require in-camera deliberations.
- Other guests may be invited to attend specific meetings upon the invitation of the Committee Chair.

SPECIFIC DUTIES

The Executive Committee shall:

- a) Pursuant to the powers delegated to it by the Board and within the limitations prescribed by *ONCA*, conduct such transactions and business of an emergency nature where the Chair determines that it is not feasible to call a Board meeting to deal with the matter and that it is necessary for the effective continued operation of Athletics Ontario between regular Board meetings. The Executive Committee shall report on any such business and transactions at the next Board meeting.
- b) Be informed and aware of the significant events in the general management of Athletics Ontario, to provide such leadership, advice and direction to the CEO as may be necessary in the periods between Board meetings.
- c) Review and make recommendations to the Board with respect to complaints against Board members or any other extraordinary matters related to the Code of Conduct or conflicts of interest referred for its attention by Board Committees, Operational/Ad Hoc Committees, members, staff, or contractors.
- d) Keep minutes, as required by *ONCA*, of any meetings at which the Committee exercises any of the powers delegated to it by the Board.
- e) Create time-limited, ad hoc committees or task forces for identified purposes.
- f) Perform such other duties as the Board from time to time may request.

ROLES

The Committee Chair shall lead meetings, set the meeting schedule, arrange meeting place/call, prepare the agenda, and keep (or ensure the keeping of) minutes to record actions

and decisions taken at all meetings. In addition, the Chair is responsible for reporting progress, and project timelines, or providing written recommendations and reports.

Committee members must participate in discussions and support the Committee's duties, as assigned by the Committee Chair. Each member's expertise, whether it is a skill or knowledge, contributes to the Committee's success. When assigned a task, it becomes each member's duty to complete the task and report back to the Committee.

MEETINGS

The Committee will meet as required. Meetings may be held in person, by video conference or by telephone to permit all participants to communicate adequately with each other. Minutes will be kept.

Carrying out the work of the Committee effectively requires a commitment to attend all meetings. Any Committee member who is absent, without reasonable excuse as determined by the Board, from three consecutive meetings, will be considered to have resigned from their position and shall be so informed in writing.

REPORTING

The Committee will report to the Board on a quarterly basis, or as required (e.g., at the next Board meeting following the exercise of any of the powers of the Board delegated to it), through its Chair. In addition, the Committee will submit an annual report at every AGM.

The Committee will communicate, as required, with other AO Committees.

EVALUATION

The performance of the Committee will be reviewed on an annual basis as part of the annual evaluation of the Board and its Committees. The Board will review the Committee Terms of Reference as required.

GOVERNANCE AND NOMINATING COMMITTEE – TERMS OF REFERENCE		
OWNER:	STATUS:	DATE:
Board	Approved	April 29 th , 2023