

Executive/Nominations Committee – Terms of Reference

PURPOSE: The Executive/Nominations Committee serves as senior advisor to the CEO. It is also responsible for all matters dealing with the selection and employment of the CEO.

COMPOSITION

In accordance with the agency's bylaws, the Executive/Nominations committee members must:

- ▶ Be a member of the Board of Directors, and
- ▶ Include the:
 - Board Chair,
 - Treasurer,
 - Secretary (CEO) (non-voting)
 - Others, as determined from time to time by the Board.

RESPONSIBILITIES

The Executive/Nominations Committee shall:

- ▶ Serve as senior advisor to the CEO.
- ▶ Consider matters in which the CEO seeks the advice or guidance of the Executive/Nominations Committee.
- ▶ Advise regarding urgent matters which require action in the absence of a meeting of the Board of Directors being available.
- ▶ Carry out regular reviews of, and provide advice and recommendations to the Board on bylaw and policy issues, and alterations and amendments thereto. Such reviews are to be carried out no less than every 2 years.
- ▶ Advise the Board on governance issues, including legislative and regulatory requirements and best practices in the not-for-profit community services sector, and general planning.
- ▶ With Board approval, design, present and implement a program for orientation and training of Board Members and monitoring of performance and succession planning for Board Members.
- ▶ Using the principles set out in the CEO Evaluation and Compensation Documents, monitor the performance of the CEO, consider appropriate compensation, based upon goal achievements and plan for succession [CEO in absentia].