



TERMS OF REFERENCE

Committee: Executive Committee

Reports to: Board of Directors, Chair and Vice-Chair

Version Date: January 11, 2021

Purpose/Mandate:

The Executive Committee is a Committee of and reports to the Board of Directors. The Committee's focus is on official Officer's duties as outlined in the organization's By-laws. The Executive Committee provides internal leadership to the Board of Directors while leading and facilitating the overall strategy and vision for the organization.

Responsibilities:

Notwithstanding the generality of the foregoing the Executive Committee is expressly charged with the following key tasks:

- Report to the Board on all activities;
- Act on behalf of the Board on urgent matters arising between Board meetings;
- Seek Board ratification for all decisions taken between Board meetings;
- Ensure that any financial-related decision does not result in the expenditure of monies that exceed the limits defined in organization's By-Laws and/or operational policies for the Executive Committee;
- Review and set the agenda for Board meetings;
- Perform the responsibilities and tasks, which include but not limited to the following:
 - Monitor the development, implementation and execution of all required policies;
 - Ensure the Treasurer and either the Chair or Vice Chair approve the opening of any bank or investment account or transfer money into a non-liquid account or an account with a fluctuating value;
 - Ensure that any agreement to purchase, lease, rental, or service contract with a value exceeding \$1,000 in any budget year is co-signed by one of the Chair or Vice Chair;
 - Inform the Board of relevant trends, public events, adverse media coverage and changes in the external and internal environment that might affect the organization;
 - Inform the Board of any changes in the assumptions upon which the Board has been operating;
 - Present information or advice to the Board in a timely fashion and that is complete and accurate and inform the Board with points of view, issues, or options that are pertinent to fully informed Board decision-making;
 - Ensure information sought by the Board is submitted in a timely, accurate and understandable manner;
 - Report, in a timely, accurate and understandable manner, an actual or anticipated instance of non-compliance with any policy of the Board;
 - Advise the Board if, in the Executive Committee's opinion, the Board or Executive Committee is not in compliance with the organization's By-laws, Membership or Operational Policies;
 - If applicable, hire and manage staff.

- Appoint an Executive Committee Member or a Board Director to serve as a voting and/or non-voting member (i.e. advisor) on any sport partner Boards;
- Ensure representation at functions requiring executive involvement of the organization and at other public forums as required;
- Liaise with the Provincial Government.

Guiding Principles:

The Executive Committee is guided by the following principles:

- **Collaborative:** Recognizing the unique perspectives of the members, dialogue and membership engagement is knowledge and contribution based rather than positional based. Creating a safe space for a collaborative work environment (so we can speak freely).
- **Inclusive:** Discussion, advice and recommendations reflect the experience and knowledge of a cross-section of Member interests.
- **Collective:** A collective voice focussed on the broader agenda in working for the betterment of sport in Ontario; putting individual agendas aside to further the overarching goal.
- **Respect:** Each other; individually and the work we do.
- **Transparent:** Open, honest and frank.
- **Dynamic:** Shift to adapt/respond to the environment as it evolves.
- **Accountability:** It is recognized members have accountabilities to their respective organizations. Members are expected to bring to the discussions their views, knowledge and experience of the organization they represent, and promote awareness and understanding within their organization about deliberations of the committee and reasons for decisions taken.
- **Contribution Based Participation:** Members demonstrate their commitment through their active participation in meetings and conference calls, and keeping informed of business by reviewing documents provided, and providing feedback as required. Members are encouraged to seek support for consensus-based agreements formed by the committee.

Composition:

Chair/Co-Chair

The committee is chaired by the Chair of the Board and supported by the Vice Chair.

Committee Members:

- Chair of the Board
- Vice Chair of the Board
- Treasurer of the Board
- Secretary of the Board

Term:

The term of each Committee member will align with the Committee member's status with the Board of Directors and the membership elections process.

Quorum:

Quorum for the meeting will be 75% or greater of Committee members.

Working Operations

Meetings:

An agenda and background material (where available) is circulated in advance of each meeting.

Committee Terms of Reference – January, 2021

The Executive Committee will meet on an “as needed basis” via video call or teleconference as requested by the Chair/Co-Chairs. A meeting may be called as needed by the Chair/Co-Chairs.

Recording of Minutes

An outline of the material, issues discussed by the committee, and all recommendations, shall be recorded in the minutes of the meeting by the person designated by the committee. Minutes of the meetings will record time, date, and participants of the meeting. Minutes are distributed within thirty (30) days of the meeting.

Voting:

The objective of the Committee is to build consensus to obtain a majority or unanimous vote. In the unlikely event that a majority vote cannot be achieved, the Chair/Co-Chairs will determine the recommendation to be made.

Reporting

The Executive Committee will provide its recommended strategy and priorities to the Board of Directors. An annual report will be provided to the membership.

Authority

The committee is responsible to its members and the sector.

The Executive Committee does have decision-making authority as outlined in the organization’s By-laws, but does so while under consultation with the Board of Directors as required.

Working Groups

The committee may establish ad hoc working groups on specific areas as required.

Funding

Committee members are responsible for their own expenses when attending meetings and/or participating in conference calls or ad- hoc committee work.

Coordination with other Committees

The chairs or another designate(s) are responsible for maintaining strong working relations with other committees to support alignment, collaboration and coordinate sectoral voice.

Amendments and Review of Terms of Reference

These Terms of Reference shall be reviewed at least every 2 years.

Conflict of Interest

To ensure open and transparent meetings, members will be asked to disclose any conflicts of interest at the start of each meeting. (A conflict of Interest is defined as a person or organization involved in multiple interests, financial or otherwise, and serving one interest could involve working against another).