

# Executive Committee

## Terms of Reference



### Authority

The Executive Committee is a statutory committee. [HPPC, s. 10(1)]

### Mandate, Duties and Powers

The Executive Committee may exercise all the powers and duties of the CPSO Board of Directors (Board) with respect to any matter that, in the opinion of the Executive Committee, requires attention between meetings of the Board, unless otherwise required by law or in the By-Laws. [CPSO By-Laws, s. 8.3.1]

Exceptions include the following:

- the Executive Committee does not have the power to make, amend or revoke a regulation or by-law; [HPPC<sup>1</sup>, s. 12(1)]
- the Executive Committee does not have the power to appoint Auditors for the College or fill a temporary vacancy in the office of the Auditor; and [CPSO By-Laws, sections 8.3.1, 6.1.4 and 6.1.5]
- the Executive Committee does not have the powers set out in CPSO By-Laws Section 14.5.1 regarding borrowing money or securing loans or other debts and obligations etc. [CPSO By-Laws, sections 8.3.1 and 14.5.1]

In addition to the duties set out above, the Executive Committee is required to:

- review the performance of the Registrar and set the compensation of the Registrar, [CPSO By-Laws, s. 8.2.4(a)] which includes:
  - consulting with the Board in respect of the performance of the Registrar and with respect to setting performance objectives in accordance with a process approved by the Board; [CPSO By-Laws, s. 8.2.5(a)]
  - ensuring that the appointment and re-appointment of the Registrar are approved by the Board; and [CPSO By-Laws, s. 8.2.5(b)]
  - approving a written agreement setting out the terms of employment of the Registrar; [CPSO By-Laws, s. 8.2.5(c)]
- oversee and assist CPSO staff with the development and delivery of major communications, government relations, and outreach initiatives to the profession, the public and other stakeholders, consistent with CPSO's strategic plan; [CPSO By-Laws, s. 8.2.4(b)]
  - included among these activities is overseeing the CPSO Board of Directors Awards selection process (i.e., reviewing nominees, selecting recipients, and reviewing and adjusting selection criteria as needed); and,
- making recommendations to the Board where appropriate.

The Executive Committee may make appointments to fill any vacancies which occur in the membership of a committee. The Executive Committee is required to make such appointments if it is necessary for a committee to achieve its quorum. [CPSO By-Laws, s. 7.6.5]

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<sup>1</sup> *Health Professions Procedural Code* ("HPPC"), Schedule 2 to the *Regulated Health Professions Act, 1991* ("RHPA")

### Reporting

If the Executive Committee has exercised a power of the Board, the Executive Committee shall report on its actions to the Board at the Board's next meeting. [HPPC, s. 12(2)]

### Composition

The Executive Committee shall be composed of the following 6 persons:

- the Board Chair;
- the Board Vice-Chair;
- the past Board Chair<sup>2</sup> (unless the past Board Chair is unwilling or unable to serve on the Executive Committee); and
- three Directors (or four if the past Board Chair is unwilling or unable to serve on the Executive Committee). [CPSO By-Laws, s. 8.2.1]

The Executive Committee must have a minimum of two Registrants of CPSO (i.e. Physician Directors) and a minimum of two Public Directors (i.e. public members appointed to the Board by the Lieutenant Governor in Council). [CPSO By-Laws, s. 8.2.1]

### Term of Appointment

The term of office of an Executive Committee member is one year, beginning at the Annual Organizational Meeting of the Board<sup>3</sup> and ending at the next Annual Organizational Meeting of the Board. [CPSO By-Laws, s. 7.6.3]

### Board Chair & Board Vice-Chair

The Board Chair is the chair of the Executive Committee. The Board Vice-Chair is the vice-chair of the Executive Committee. [CPSO By-Laws, s. 8.2.3]

### Meetings

- The Executive Committee will meet at least six times per year.
- Meetings of the Executive Committee may, in the discretion of the Board Chair, be held in any manner, including by telephonic or electronic means, that allows all the persons participating to communicate with each other simultaneously and instantaneously. The meeting may only be held by telephonic or electronic means if the presiding officer is satisfied that the proceedings may proceed with adequate security and confidentiality. [CPSO By-Laws, s. 7.7.8]
- Members of the Executive Committee are expected to regularly attend and actively participate in meetings.
- The Board Chair, or their appointee for this purpose, (the presiding officer) will preside over meetings of the Executive Committee. [CPSO By-Laws, s. 7.7.6]

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<sup>2</sup> The past Board Chair position is typically filled by the immediate past Board Chair. However, if the immediate past Board Chair is not willing or able to serve in this role, the role may be filled by another past Board Chair, preferably one who is still on the Board.

<sup>3</sup> The Annual Organizational Meeting is the Board meeting that takes place between November 1st and December 14th of each year. [CPSO By-Laws, s. 6.1.1(a)]

- The presiding officer is responsible for recording the meeting deliberations in writing (i.e. minutes). The minutes will be brought to a subsequent Executive Committee meeting for acceptance (and corrections, if any) and such acceptance is conclusive proof that the minutes accurately reflect the deliberations at the prior Executive Committee meeting. [CPSO By-Laws, s. 7.7.9-7.7.10]

### **Quorum**

A majority (4) of the members of the Executive Committee constitutes a quorum. [CPSO By-Laws, s. 7.7.5]

### **Decision-Making**

Questions or motions before the Executive Committee may be decided by a majority of the votes cast at the meeting (including the presiding officer at the meeting). If there is an equality of votes, the question or motion is deemed to have been defeated. [CPSO By-Laws, sections 7.7.7 and 7.7.9]<sup>4</sup>

### **Compensation**

Committee members who are physicians are compensated for committee work and travel time, and are reimbursed for expenses incurred in the conduct of committee business, in accordance with Section 12.1 of the CPSO By-Laws.

Committee members who are Public Directors are compensated by the Minister of Health for expenses and remuneration as determined by the Lieutenant Governor in Council. [HPPC, s. 8]

### **Committee Staff Support**

The Executive Committee will receive administrative support from the staff within the Governance and the Executive Office of CPSO. Administrative support includes scheduling meetings, preparing and distributing meeting materials and assistance with organization and notice of each meeting.

### **Declaration of Adherence**

Each member of the Executive Committee must sign a Declaration of Adherence in the form provided by CPSO, which requires committee members to comply with, among other things, conflict of interest, confidentiality obligations and CPSO policies.

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<sup>4</sup> For example, where there are only four Committee members present, a majority of the votes is three.