



HÔTEL-DIEU GRACE
ESTD HEALTHCARE 1888

Policy Title:

**TERMS OF REFERENCE – EXECUTIVE
COMMITTEE**

Category:

Terms of Reference

Committee Oversight:
Governance

Authorized by: Board of Directors

Policy #

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TBD

Effective Date:
September 2013

Reviewed/Revised:
Annually

To be reviewed/revised:
September 2020

PREAMBLE

This Terms of Reference shall apply to the Executive Committee (the “**Committee**”) of the Board of Hôtel-Dieu Grace Healthcare (the “**Corporation**”). All capitalized terms not defined herein have the meaning set out in the Corporation’s By-Law.

COMPOSITION

1. the Chair, who shall be committee chair;
2. the Vice-Chair of the Board;
3. the Chair of the Audit/Finance Committee;
4. the Chair of the Workplace Excellence Committee;
5. the Chair of the Quality Committee;
6. the CHI Director;
7. the Chief Executive Officer, non-voting;
8. the Chief of Staff or Chair of the Professional Advisory Committee, non-voting;
9. such other persons as the Committee may appoint from time to time

MEETINGS

The Executive Committee shall meet at least quarterly, or more frequently as circumstances dictate.

QUORUM

Quorum for the Executive Committee will be the majority of voting Directors only

ROLES AND RESPONSIBILITIES

The Executive Committee shall perform the following functions:

- (i) act for and on behalf of the Board on any matter delegated to it by the Board;
- (ii) in the event of the Chair of the Board's inability to constitute an emergency meeting of the Board, the Executive Committee shall be entitled to, pursuant to section 70(1) of *the Corporations Act*, "any powers of the board, subject to the restrictions, if any, contained in the by-law or imposed from time to time by the directors.", and report to the Board at the next meeting on any such actions taken; and
- (iii) study and advise or make recommendations to the Board on any matter as directed by the Board.

In the event that a meeting is called to exercise the powers contemplated in clause (ii) above, the non-Executive Committee voting Directors of the Board shall be entitled to attend the Executive Committee's meeting as ad hoc voting members.