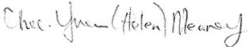


<b>Policy Title:</b> <b>EXECUTIVE COMMITTEE</b> <b>TERMS OF REFERENCE</b>		<b>Policy Section: IV</b> Governance Process		<b>Policy Number:</b> IV-20.05
<b>Approved By:</b>	<b>Date Approved:</b>	<b>Last Revision Date:</b>		<b>Board Chair’s Signature:</b>
Board of Directors	Previous Terms of Reference Not Dated	May 29, 2009 May 10, 2011 May 7, 2012 Sept 18, 2014	May 15, 2017 Dec 1, 2020 Dec 12, 2023	
		<b>Next Revision Date:</b> December 2026		

## BACKGROUND

The Executive Committee's purpose, mandate, and authority are derived from the *Regulated Health Professions Act, 1991*, CMLTO By-Laws, CMLTO Board Policies, and the Executive Committee Terms of Reference.

## PURPOSE

This policy has been created to outline the CMLTO Executive Committee Terms of Reference, including the purpose, responsibilities, authority, and structure of this Committee.

The Executive Committee (the "Committee") is established as a Statutory Committee pursuant to the [Health Professions Procedural Code](#), Schedule 2 to the [Regulated Health Professions Act, 1991](#). Relevant Board Policy and/or section(s) of the CMLTO By-Law are referenced at the end of policy statements, as required.

## POLICY

### 1.0 PURPOSE AND MANDATE OF THE EXECUTIVE COMMITTEE

The Executive Committee exists to both support the Board of Directors in effectively completing the Board's work as well as to conduct urgent Board business on behalf of the Board between Board meetings if needed or when the Board is not available or able to conduct its work.

### 2.0 MANDATE

#### 2.1. Statutory Mandate

##### Exercise of Board's Powers

Pursuant to the [Health Professions Procedural Code](#) / [Section 12.1 Executive Committee's exercise of Board's powers](#)-the Executive Committee is established and

can exercise all powers of the Board under certain conditions to ensure that all Objects and Ends (Critical Outcomes) Policies of the College are met.

### *Orders without Hearing*

Pursuant to the [Health Professions Procedural Code](#) / [Section 74. Orders Without Hearing](#), the Executive Committee makes orders with respect to a person whose certificate of registration has been revoked or suspended as a result of disciplinary or incapacity proceedings.

## **2.2. Governance Mandate**

The Executive Committee supports and assists the CMLTO Board of Directors in:

- Exercising CMLTO's mandate to regulate the profession in the public interest.
- Ensuring that the Objects of the College and its Ends (Critical Outcomes) Policies are being achieved.
- Carrying out Board operations effectively in accordance with the Board's commitment to governance excellence.
- Creating an inclusive culture at the College in accordance with the principles of equity, diversity, inclusion, and justice of the College.
- Promoting the legal and ethical integrity of the College through its work.
- The Committee, in its decision-making process, will consider all relevant legal or regulatory requirements, along with evidence-informed guidance, taking into account the public interest and key risks, and further will make recommendations to the Board of Directors, as required.

## **3.0 DUTIES AND RESPONSIBILITIES**

### **3.1. Act on behalf of the Board of Directors**

Acting on behalf of, and with full authority of the Board, on matters that arise between the regularly scheduled Board meetings, in emergency situations where the Board cannot act, and when the Board has expressly delegated such authority to the Committee.

### **3.2. Board Strategic Agenda/Goals and Issue Identification**

Ensures the Board conducts a mid-year review to assess and confirm the Board's progress and any needed course corrections in implementing its Integrated Board Strategic Agenda/Work Plan. (GP IV-30-Annual Planning Cycle and Annual Integrated Board Strategic Agenda/Work Plan)

Monitors environmental trends that are relevant to the mandate of the Committee and informs the Board of Directors of issues that are relevant.

Identifies matters that are deemed appropriate for escalation to the Board of Directors. The Committee has the authority to call for a special Board meeting between the regularly scheduled Board meetings when deemed necessary.

### **3.3. Preparation of Committee Work Plan**

- An annual committee work plan is established by the outgoing committee, prior to the end of the business year. This supports the budgeting process.
- The incoming committee will review the draft work plan and only fine-tune as needed.
- The annual committee work plan for the Executive Committee is approved by the Executive Committee in collaboration with the Registrar & CEO and reported to the Board.

### **3.4. Audited Financial Statements**

Reviews and provides feedback on the auditor's report on the audited financial statements of the College prior to the statements being presented to the Board for review and approval. (By-Law Section 3.8.3.3)

### **3.5. Appointment of Acting Registrar & CEO**

Appoints an Acting Registrar & CEO, as needed on behalf of the Board, if the Registrar & CEO is unable to act due to absence or unavailability or if the position of Registrar & CEO becomes vacant. (By-Law Section 2.5.2)

### **3.6. Disputes on Board Elections**

Initiates an investigation, if the Committee believes there are valid reasons to question or dispute the validity of a Board election and presents a comprehensive report along with recommendations to the Board of Directors following the inquiry. (By-Law Section 4.4.5.5)

If the Executive Committee concludes that the that failure of the Registrar & CEO or the College to comply with the specified election timelines in the CMLTO By-Law has likely resulted in an outcome that would not have occurred had the timelines been followed, the Board election results may be invalidated. (By-Law Section 4.4.5.6)

### **3.7. Appointment of Academic Member to Board of Directors**

Reviews the applications for the Academic Board Member position, considers the relevant factors, and recommends a course of action to the Board of Directors. (By-Law Section 4.5.7.6)



### **3.8. Development of the Composition of Statutory Committees**

Prepares the proposed compositions of the Statutory Committees to be presented to the Board of Directors for consideration and approval at its first meeting following the regular Board elections. (By-Law Section 5.4.6)

### **3.9. Development of the Composition of the Standing Committees**

Makes recommendations to the Board of Directors regarding the composition of the Standing Committees. (By-Law Section 5.2.1)

### **3.10. Committee Vacancies**

Appoints members to Statutory and Standing Committees in order to fill any vacancies which occur in the membership of a Committee during the year and reports such appointment(s) to the Board of Directors. (By-Law Section 5.7)

### **3.11. Code of Conduct Resolution Process**

Conducts its duties related to the code of conduct resolution process, including but not limited to, assessing potential breaches of the CMLTO Code of Conduct, conducting investigations, and determining if a complaint warrants formal resolution by the Board. (By-Law Section 6.5)

### **3.12. Registrar & CEO Performance Evaluation and Compensation**

Coordinates the full Board's Annual Summative Performance Evaluation of the CEOs performance and compensation updates. (BCR III-10 Registrar & CEO Performance Evaluation, BCR III-25 Registrar & CEO Compensation Program Policy)

### **3.13. Other Duties**

#### **Use of Registrar & CEO Employment Letter When Hiring**

A Sub-Committee of the Executive Committee is responsible for negotiating the specific terms of employment with the hiring of a Registrar & CEO. (BCR III-26 *Use of the Registrar & CEO Employment Letter Template Policy*)

The Executive Committee Undertakes additional responsibilities as assigned or delegated by the Board of Directors, as required.

## **4.0 AUTHORITY**

With the authority granted by the [Health Professions Procedural Code](#) / [Section 12.1 Executive Committee's exercise of Council's powers](#), between the meetings of the Board of Directors, the Executive Committee has all the powers of the Board with



respect to any matter that, in the Committee's opinion, requires immediate attention, other than the power to make, amend or revoke a regulation or By-Law.

In the event that the Committee exercises the powers of the Board of Directors, it must present a report on its activities to the Board in the following Board meeting.

The Committee has the authority to call for a special Board meeting between the regularly scheduled Board meetings when deemed necessary.

Notwithstanding the delegation of authority to the Executive Committee, the Committee is restricted from exercising the powers of the Board of Directors with respect to:

- The appointment or removal of the Registrar and CEO other than an Acting Registrar and CEO, and
- Borrowing money on the credit of the College.

The Executive Committee can act in emergencies for the Board of Directors and as such has the authority to declare an emergency and open the emergency class of registration for issuance and renewal. (GP IV-170 Emergency Class of Registration)

#### **4.1. Reporting Relationships**

The Executive Committee is directly accountable to the CMLTO Board of Directors.

### **5.0 COMPOSITION**

#### **5.1. Membership**

The Executive Committee is composed of:

- The Chair of the Board of Directors,
- One Vice-Chair, Professional (who is a Professional Board Member),
- One Vice-Chair, Public (who is a Public Board Member),
- At least one (1) Professional Board Member, and
- At least one (1) Public Board Member

The Executive Committee, unlike other Statutory Committees of the College, is not subject to the Board's authority to appoint additional members. (By-Law Section 5.4)

#### **5.2. Term of Office**

The term of office of a Statutory Committee member is one (1) year commencing immediately after the appointment at the first regular Board meeting of the year and expiring when a new Committee member's term of office begins. (By-Law Section 5.4.1)



### **5.3. Committee Chair**

The Board Chair is designated as the chair of the Executive Committee.

## **6.0 MEETINGS**

The Committee meetings are governed by the provisions of the CMLTO By-Law / Section - 5.8 Committee Meetings.

### **6.1. Frequency of Meetings**

There will be approximately three regular Executive Committee meetings in any one year. Additional meetings can be called by the Committee Chair (By-law 5.8)

### **6.2. Quorum**

A majority of the members of the Committee, at least one of whom is a Public Board Member, constitute a quorum for any meeting of the Committee.

## **7.0 MONITORING AND REPORTING**

The Executive Committee:

- By the next meeting reports to the Board of Directors on its activities and decisions when the Committee exercises the powers of the Board of Directors,
- Reports its regular actions to the Board of Directors at each Board meeting or more frequently if required,
- Keeps the Board of Directors updated on all achievements related to the mandate of the Committee, and
- Prepares reports and other documents to enable the Board of Directors to carry out its duties.

## **8.0 RESOURCES AND BUDGET**

Operations of the Executive Committee are conducted within an allocated annual budget.

## **9.0 ADMINISTRATIVE SUPPORT**

Administrative support is provided to the Executive Committee by:

- Registrar & CEO
- Executive Assistant
- Other advisors, as requested

## **10.0 REFERENCES**

The Executive Committee Terms of Reference are in line with the values outlined throughout the CMLTO By-Law and the Board Policies, and must be reviewed and implemented in conjunction with:

- [Regulated Health Professions Act, 1991](#)



- [Health Professions Procedural Code](#) / Schedule 2 to the [Regulated Health Professions Act, 1991](#)
- [Medical Laboratory Technology Act, 1991](#)
- CMLTO By-Law:
  - Article 5 – Committees
  - Article 6 – Code of Conduct
  - Article 7 – Conflict of Interest
  - Article 8 – Confidentiality
- CMLTO Board Policies
  - BCR III-10 Registrar & CEO Performance Evaluation
  - BCR III-25 Registrar and CEO Compensation Program and Principles Policy
  - BCR III-26 *Use of the Registrar & CEO Employment Letter Template Policy*
  - GP IV-30 Annual Planning Cycle & Annual Integrated Board Strategic Agenda/Work Plan Policy
  - GP IV-170 Emergency Class of Registration