RODS Board of Directors
Executive Committee
Terms of Reference

The Executive Committee is a standing committee of RODS' Board of Directors. The purpose of this standing committee, the Board Executive Committee, is to provide overall leadership to the RODS Board of Directors in matters related to the relationship with the Executive Director and to provide counsel in urgent or emergent situations to the Executive Director on behalf of the Board of Directors. The Committee oversees and ensures the development of the strategic direction for the organization and the ongoing monitoring of performance in accordance with the strategic plan and legislated accountabilities.

COMPOSITION

The Committee shall be composed of at least three members of the Board with a quorum of two Board members. The Chair of the committee shall be the Chair of the Board of Directors. The Executive Coordinator shall serve as the staff support to the Board.

MEETINGS

The Committee shall meet at least four times annually and more often as necessary to fulfill their duties. The Committee Chair will call the meetings.

DUTIES AND RESPONSIBILITIES

The Committee has the responsibility to:

a) Provide regular support to the Executive Director in meeting the mandate and strategic goals of the organization.
b) Provide counsel and advice to the Executive Director in emergent or urgent situations with delegated authority of the full Board. The Executive Committee will communicate and ratify such decisions at the next meeting of the full Board of Directors or by email in urgent situations.
c) Oversee the process for the development of the strategic direction for the organization and subsequent strategic plan and to ensure annual reviews and updates to the Board of Directors.
d) Develop the agenda and oversee the process for the annual Board strategic retreat.
e) Oversee the monitoring of the organization's balanced scorecard and ongoing monitoring of quarterly progress updates of the strategic plan.
f) Develop and oversee all matters related to the management of the Executive Director inclusive of:
    - contract and/or job description development and maintenance;
    - succession and hiring of the Executive Director;
    - establishment of annual performance expectations in alignment with the strategic direction;
    - establishment and implementation of an annual performance evaluation process;
    - review and update of Executive Director annual compensation package;
    - Executive Director termination and severance.

g) At the request of the Board Chair or the Board, undertake such other governance initiatives as may be necessary or desirable to contribute to the success of the organization.

h) Review and authorize board expenses as per Policy C-IV Expenses and Remuneration.

ACCOUNTABILITY

The Committee shall develop and submit an annual work plan to the first Board meeting following the AGM (or as soon as possible thereafter) for approval by the Board of Directors.
The Committee shall make recommendations in accordance with the above duties and responsibilities for approval by the Board of Directors. The Committee shall submit minutes or a discussion of the deliberations of its meetings at the subsequent regular meeting of the Board of Directors.

AMENDMENTS

The terms of reference shall be reviewed and approved annually by the Board of Directors. They may be altered by agreement of a majority.

The above Terms of reference for the Board Executive Committee have been agreed to:

__________________________ Board Chairperson

___________________________Date of Approval