



### Purpose

Act for the Board on urgent matters arising between regular Board meetings in cases where it is not possible to convene a meeting of the Board, and to do other things as delegated by the Board to the committee.

### Composition and Term of Office

- a) The Executive Committee consists of up to 5 directors and includes the Board Chair and Vice Chair. The Board Chair proposes the remaining directors to populate the committee for ratification by the Board at its first regular meeting in each fiscal year.
- b) The Board Chair serves as the Chair of the Executive Committee.
- c) The Executive Committee meets monthly as required, and upon request of management or the Board.
- d) Resource staff for the Executive Committee will include the Chief Executive Officer, the Commission Secretary and other staff as required.

### Duties and Responsibilities

- a) Act on behalf of the Board on urgent matters arising between regular Board meetings in those cases where it is not possible to convene a meeting of the Board, and bring such matters to the immediate attention of the Board.
- b) Review and set the agenda for Board meetings in conjunction with the Chief Executive Officer.
- c) Review with management any corporate legal action other than normal operational legal action, any significant litigation, claim or contingency which could have a material effect on the PCC, and bring such matters to the immediate attention of the Board.
- d) Review and set agendas for Planning Sessions in conjunction with staff.
- e) Provide a forum for an initial review of policy proposals being brought forward by staff.
- f) Represent PCC at functions requiring executive involvement and at other public forums as required.
- g) Undertake annually human resources review activities and bring forward recommendations to the Board regarding:
  - The CEO's performance evaluation process.
    - i. Annual CEO evaluation allows the Board to assess the performance of management. It is conducted in relation to the mutually agreed goals approved by the Board in the CEO's annual objectives and the expectations set out in the CEO's job description.
    - ii. The evaluation is designed to encourage a full and healthy dialogue between the Board and the CEO concerning the performance of the PCC and the CEO's individual performance. It is not based on how the CEO meets a Director's personal expectations.
    - iii. The Executive Committee is responsible for the CEO review on behalf of the Board. The final results of the evaluation are documented by the Board Chair and acknowledged by the Board and the CEO.
  - The compensation package for the CEO.
  - Compensation guidelines and the CEO's recommendations for out-of-contract staff.
  - Management succession and career development plans.
  - The status of collective agreements.
- h) Act on any other matter delegated by the Board.

### Accountability

- a) The Committee will report its deliberations to the Board through its minutes and the Committee Chair.
  - b) The Committee will review these terms of reference at its final meeting in each fiscal year and recommend changes to the Board.
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