

## EXECUTIVE COMMITTEE TERMS OF REFERENCE

The Executive Committee is a statutory committee of the Council. The Executive Committee is accountable for acting in accordance with the [Council and Committee Code of Conduct](#), [Regulated Health Professions Act, 1991](#), [Nursing Act, 1991](#) regulations, [By-Laws](#) and any laws that apply to its processes and decision making.

### 1. Statutory Mandate

Under the [Regulated Health Professions Act, 1991](#), the Executive Committee is authorized to exercise all the powers of Council between Council meetings on matters that, in the Committee's opinion, require immediate attention. This authority excludes the power to make, amend, or revoke regulations or By-laws.

If the Executive Committee exercises a power of the Council under subsection 12(1) of the *Regulated Health Professions Act, 1991*, it is required to report on its actions to the Council at the next Council meeting.

### 2. Responsibilities

- a. Reviews and approves the agenda for Council meetings as prepared by the Registrar/Executive Director & CEO for clarity and priority, identifies items for which Council meetings may be closed to observers in accordance with the *Regulated Health Professions Act, 1991*.
- b. Recommends the appointment of the Registrar/Executive Director & CEO to Council and approves the Registrar's written employment contract, ensuring it aligns with the College's personnel policy in effect at the time as outlined in Article 12.05 of By-Law 1: General<sup>1</sup>.
- c. Participates in the Registrar/Executive Director & CEO's performance as outlined in the *Registrar and CEO Performance Feedback Process*.
- d. Authorizes unbudgeted expenses in accordance with CNO's Expenditures Policy: *"The Executive Committee may authorize CNO to incur expenditures where it is anticipated that the operating expense and/or capital budgets for the fiscal year will be exceeded, based on a recommendation from the Finance & Risk Committee, and provided that the Executive Committee is satisfied that the contemplated expenditure would not compromise the Council's annual objectives."*

- e. Makes appointments to statutory committees to fill vacancies, including appointments from the list of eligible members provided by the Nominating Committee.
- f. Recommends membership on standing and special committees, including the Nominating Committee.
- g. Disqualifies an appointed committee member in accordance with the provisions of Articles 29.1.02 and 29.1.03 of By-law 1: General<sup>1</sup>.
- h. Removes the chair of a committee, other than the Executive, Patient Relations, Governance or Finance & Risk Committees, on receipt of a requisition signed by at least two-thirds of the members of a committee in accordance with the provision of Article 30.06 of By-law 1: General<sup>1</sup>.
  - Identifies a new chair for recommendation to Council and appoints the recommended individual as an interim chair pending Council's decision at its next meeting in accordance with the provisions of Articles 30.07 and 30.05 of By-law 1: General<sup>1</sup>.

### **3. Membership**

Members of the Executive Committee will be elected annually as outlined in Article 9 of CNO By-laws<sup>1</sup>.

Removal and replacement of members of the Executive Committee will align with Articles 10.01 and 10.02 of By-Law 1: General<sup>1</sup>.

### **4. Meeting Expectations and Duties**

Committee members are expected to meet the expectations outlined in [By-Law No. 3 Council and Committee Code of Conduct](#).

#### **Quorum**

A majority of committee members constitutes a quorum for a meeting of a committee as outlined in Articles 5.01 to 5.03 of By-Law 1: General<sup>1</sup>.

#### **Chair**

The chair of the Executive Committee will be the Council Chair as outlined in Article 11.01 (ii) of By-Law No. 1: General<sup>1</sup>.

### **5. Reporting**

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<sup>1</sup> [By-Law No. 1: General](#)

The Executive Committee minutes, other than confidential appendices, are provided to Council.

## 6. Evaluation

In accordance with *Section 11 (1) of the Regulated Health Professions Act, 1991*, the Executive Committee shall monitor and evaluate its processes and outcomes.

## 7. Revision Process

These terms of reference are approved by Council. To maintain currency, a review of these terms of reference takes place every three years, with the exception noted below.

Where there is a substantive legislative change or change in regulatory or societal expectations, a review will be undertaken to determine if the terms of reference role need interim amendment.

**Developed by:** Registrar/Executive Director & CEO

**Maintained by:** Governance Committee

**Accountability:** Council

**Date originated:** December 2017

**Date Revised:** June 2025

**Next Review:** June 2028