



**Kanesatake Health Center Inc.
12 So:se O'nasaken:rat,
Kanesatake, Quebec J0N 1E0**

Terms of Reference for Executive Committee

**WORKING DOCUMENT
BOARD OF DIRECTORS
KHC Inc.**

June 21, 2016

1. Purpose

These terms of reference are to define the objective, membership and mandate of the Executive Committee of the Kanesatake Health Center Inc. Board of Directors.

2. Objective

The main objective of the Executive Committee is to act on behalf of the Board when required to do so.

3. Composition

The Executive Committee is composed of the officers of the corporation appointed by the Board of Directors. These are the President, Vice-President and Secretary/Treasurer and any other officers the board wishes to appoint.

4. Appointment

Officers shall be appointed by resolution of the Board of Directors at the first meeting of the Board following an annual meeting of members. The officers shall hold office for a period of one year from the date of appointment, or until their successors are elected in their stead.

Officers shall be subject to removal by a two-thirds majority vote of the board. Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duties.

5. Duties of Officers

5.1 President

The president shall be the senior officer of the Corporation. He shall preside as chairperson at all meetings of the Corporation, the Board of Directors and of the Executive Committee. Working in collaboration with the Executive Director, he

shall oversee the affairs of the Corporation at the board level. He shall see that all orders and resolutions of the Board of Directors are carried out.

5.2 Vice-President

The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president. The vice-president will chair the meetings of the board or the executive committee or the corporation in the absence of the president. He shall perform such other duties as shall from time to time be imposed upon him by the Board of Directors.

5.3 Secretary/Treasurer

The secretary/treasurer shall ensure that a record is taken of all votes and minutes of all proceedings in the books to be kept for that purpose. He shall ensure that a notice is given of all meetings of the members, the Board of Directors and of the Executive Committee.

The secretary/treasurer is also responsible for overseeing the finances and holdings of the corporation. The secretary/treasurer will work with the Executive Director to ensure that the financial policies of the corporation are respected and applied uniformly, and reporting requirements are met. He shall also perform such other duties as may from time to time be directed by the Board of Directors.

6. Quorum

The quorum for Executive Committee Meetings is established at two (2) out of three members with the presence of the Executive Director.

7. Mandate

The Executive Committee shall exercise only such powers as are authorized by the Board of Directors. The mandate of the Executive Committee is to conduct any business of the corporation that cannot wait for a regularly scheduled meeting of the Board of Directors.

The full board must be briefed on decisions made and actions taken by the executive committee at the earliest possible opportunity. In some cases, the executive committee

may want to make an interim decision on a matter, which is effective only until the full board considers the matter.

8. Financial Authority

To expedite financial matters, the Executive Committee may exercise the following decisions regarding corporation spending:

8.1 Non-budgetary Expenditures

The Executive Committee of the Board can authorize any expenditure over fifty thousand dollars (\$50,000) not in the budget that cannot wait for a regular board meeting. However, any amount over a hundred thousand dollars can only be approved at a full Board meeting.

8.2 Contracts

A contract between \$50,000 and \$100,000 may be approved by the Executive Committee, if the work to be performed cannot wait till a full Board Meeting. However, the members of the Board must be notified of the decision taken by the Executive Committee at the next board meeting. Any contracts exceeding \$100,000 must wait for full board approval.

9. Meetings

The President of the Board may call a meeting of the Executive Committee on the request of a Board Member or the Executive Director of the Health Center. The Executive Committee meeting would be called only if a full meeting of the board is not scheduled or feasible.

Meetings of the Executive Committee shall be held provided that forty-eight (48) hours' notice of such a meeting is given by email, or phone, to each member of such committee, and to the Executive Director of the Health Center. Agenda items to be discussed will be made known to all board members and to the Executive Director. Regular board members should be invited to attend meetings of the Executive Committee if they so wish.

The Executive Director of the Health Center should participate in all meetings of the Executive Committee in the capacity of an Executive Officer unless the Board wishes to deliberate in a closed session. As an ex-officio member, the Executive Director does not have the right to vote or to present a motion.

Minutes must be taken of all Executive Committee meetings by the Secretary/Treasurer and provided to all board members at the next regular meeting.

10. Reporting

Minutes of the Executive Committee meeting must be brought forward to the full board at its next meeting.