

Terms of Reference

EXECUTIVE COMMITTEE

Purpose and Authority

The Executive Committee is the principal advisory committee to the Board and its purpose is to provide support and leadership for the Board of Directors. The Executive Committee may exercise all such powers of the Corporation as shall from time to time be delegated by the Board. The Executive Committee shall exercise the powers of the Board in exigent circumstances and shall inform the Board of such action taken no later than the meeting of the Board next following the action taken.

Composition and Meetings

The Executive Committee shall be comprised of a minimum of five Directors including those Officers who are Directors as well as the Chairmen of the Standing Committees. The Executive Committee shall meet at least quarterly and the Chairman of the Board shall chair the Committee's meetings.

Committee Responsibilities and Functions

The **major responsibilities and functions** of the Executive Committee are to:

1. Oversee and coordinate all Board activities by;
 - a. Remaining current on all Board activities;
 - b. Preparing in writing for Board approval the Board's annual work plan;
 - c. Supporting the work of Board Committees, as required; and
 - d. Identifying and resolving potential conflicts and gaps in Board work.
2. Take the lead in governing the Board's relations with the Chief Executive Officer (CEO), including:
 - a. The recruitment and selection of the CEO, when required;
 - b. Providing strategic guidance to the CEO concerning the operation of the Perley Rideau;
 - c. Making recommendations to the Board with respect to the CEO's annual performance evaluation, continuing tenure and compensation; and
 - d. Advising the CEO with respect to the Board's perception of management's support to the Board.
3. Annually, coordinate the performance evaluation of the Perley Rideau's organizational effectiveness by:
 - a. Identifying critical performance deficiencies; and

- b. Recommending appropriate action to the Board of Directors.
4. Assist the Chair in managing conflicts and complaints concerning Directors.
5. Provide a report on the performance of the Perley Rideau at the Annual Meeting of the Corporation.
6. Make recommendations to the Board with respect to any of the above matters and carry out any other duties assigned to it by the Board.

Approved by the Board of Directors on the 05th day of March, 2009.

Chair of the Board