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Executive Committee Terms of Reference

Name and type	Executive Committee
Purpose	The Executive Committee is established under the RHPA and By-laws as a statutory committee to provide leadership to Council, to promote governance excellence at all levels, to facilitate effective functioning of the College, and to act on behalf of Council in circumstances requiring immediate action between meetings.
Specific Areas of Responsibility	<p>Governance Excellence</p> <ul style="list-style-type: none"> • To act as stewards of governance reform • To regularly monitor, evaluate and recommend practices that will promote and enhance overall governance excellence at both the level of Council and Committee. <p>Administrative Matters</p> <ul style="list-style-type: none"> • Without unduly exercising Council’s authority, to exercise all the powers of Council between Council meetings with respect to matters that require immediate attention. Note: Exceptions include the power to make, amend or revoke regulations or by-laws, or where policy dictates limitations. • To report to Council on all decisions in which the Committee exercised the Council’s authority. • To regularly review by-laws, governance policies, and the College’s official documents to ensure currency and the need for Council review. • To recommend Committee, task force or working group slates for presentation and approval by Council. • To provide direction and support to committees and Council as requested. <p>Finance Matters</p> <ul style="list-style-type: none"> • To make recommendations for Council approval or consideration and/or deliver reports to Council in the following areas: <ul style="list-style-type: none"> ○ Annual operating and capital budget ○ Annual audited financial statements ○ Appointment of auditors ○ Policies related to financial management • To report to Council on: <ul style="list-style-type: none"> ○ Significant financial planning, management and reporting issues ○ Interim financial reports ○ Reports from auditors and administration on internal control issues; and other matters

- To monitor environmental trends that are relevant to the mandate of the committee and inform Council of issues that are relevant.
- To serve as the Audit Committee:
 - To review the audited annual financial statements, in conjunction with the report of the external auditors, and obtain an explanation from management of:
 - all significant variances between comparative reporting periods
 - a response to any identified weakness
 - observations related to the financial efficiency and future viability of the organization
 - To enquire into the major financial risks faced by the organization, and the appropriateness of related controls to minimize their potential impact.
 - To discuss with the auditor any recommended changes to the existing accounting policies and practices.
 - To meet privately with the external auditors (without the presence of management) and with senior management (without the external auditors) to obtain full and frank disclosure about any concerns with the audit process prior to the Council meeting at which the audited statements are received.
 - To present the audited financial statements to the Council.
 - To annually evaluate the performance of the external auditors and recommend to the Council the appointment or changes to the appointment of a firm of chartered accountants as the organization's external auditors.
 - To oversee, through the Director of Operations, the tendering for an audit firm, when directed by Council.

Policy Development

- To maintain current awareness of issues that affect the College's mandate and strategic direction and to provide recommendations and advice to Council on such matters.
- To direct the College's strategic planning process and monitor related College and committee activities to ensure consistency with the stated direction.
- To provide guidance and support, as requested, to policy development or operational projects at staff, task force or committee level and to make recommendations to Council with respect to policy direction, as required.

Working with the Registrar

- To provide guidance and support to the Registrar.
- To receive and adjudicate grievances of staff reporting to the Registrar.

	<ul style="list-style-type: none"> • To ensure that the annual performance review of the Registrar is completed. • To ensure the employment contract of the Registrar and any related amendments are confirmed by Council.
Composition	<p>Composition of the Committee is determined by section 13.01 of the College by-laws: President, the Vice-President and three (3) members of Council.</p> <p>Three (3) members of the Executive Committee shall be Members (registrants) and two (2) members of the Executive Committee shall be Public Members.</p>
Term of Office	<p>Election to the Executive Committee is governed by article 6.02 and Schedule 1 of the College by-laws:</p> <p>The term of office for each officer of the College shall commence immediately following their election as an officer and shall continue until the next election for officers, approximately one year later.</p> <p>The maximum consecutive term in one office (President or Vice President) is three (3) consecutive, full-year terms.</p>
Decision-Making Process	<p>Wherever possible, decisions will be made by consensus.</p>
Delegated Authority	<p>Executive Committee has the authority to exercise Council's powers in accordance with the Health Professions Procedural Code: s. 12 (1)</p> <p><i>Between the meetings of the Council, the Executive Committee has all the powers of the Council with respect to any matter that, in the Committee's opinion, requires immediate attention, other than the power to make, amend or revoke a regulation or by-law.</i></p>
Reporting	<p>The Executive Committee will report to Council in accordance with the requirements of their specific areas of responsibility (see above) and in accordance with the Health Professions Procedural Code: s. 12(2)</p> <p><i>If the Executive Committee exercises a power of the Council under subsection (1), it shall report on its actions to the Council at the Council's next meeting.</i></p>
Evaluation	<p>The Executive Committee will be evaluated through:</p> <ul style="list-style-type: none"> • Regular reports to Council including information on adherence to policies and procedures • Participation in annual committee evaluation
Appointment of Chair	<p>As determined by section 7.01 of the College by-laws, the President shall serve as the Chair of the Executive Committee.</p>

Quorum	The quorum is determined by section 12.06 of the College by-laws as three (3) members, unless the Committee is comprised of only three members, in which case the quorum is two (2) members. Despite anything in the By-laws, the Executive Committee is properly constituted despite any vacancy if there are enough members to form a quorum.
Meetings	The Executive Committee shall adopt a meeting schedule, which may include meetings held by teleconference or video conference.
Staff Support	The Executive Committee will receive the resources and administrative support from staff to fulfill their mandate. The Registrar acts as a professional resource and in a non-voting capacity. Other staff members provide support to the Executive Committee as needed.
Executive Committee Records	The Chair of the Executive Committee shall ensure that accurate minutes of all meetings and proceedings are recorded, approved and maintained at the College office.
Conflict of Interest	All Executive Committee members must carry out their responsibilities, so it serves and protects the interest of the public. They must not engage in any activities where they have a direct or indirect personal or financial interest. All Executive Committee members must uphold and further the intent of the <i>Psychotherapy Act, 2007</i> to regulate the profession and practice of psychotherapy in Ontario in the public interest.
Inquiries	Inquiries relating to the work of the Executive Committee should be forwarded to the Registrar.
Public Communications	Media inquiries regarding activities of the Executive Committee, regulation of the profession, or operation of the Council or College shall be forwarded to the Registrar. The Registrar and President act as spokespersons on behalf of the College.
Parliamentary Authority	Schedule 2 of the By-laws outlines the Rules of Order of Council.