



Executive Committee Terms of Reference and Mode of Operation

Approved: CRKN Executive Committee, March 10, 2009

Approved: CRKN Board of Directors, April 6, 2009

Terms of Reference:

The CRKN Executive Committee is established by the Board of Directors as a Committee of the Board pursuant to section 12 of the Corporation's By-laws, and is responsible for:

- ensuring effective implementation of the Corporation's policies and programs as established by the Board;
- overseeing the operational and administrative elements of the Corporation; and
- maintaining regular communication with the Officers with a view to promoting operational effectiveness and efficiency of the Corporation.

The Executive Committee acts as a facilitator rather than a gatekeeper for the Board of Directors, and is a key committee for strengthening Board engagement and decision making.

The Board does not delegate its decision-making authority in areas of strategic planning; approval of policies, annual budget and audited financial statements; and public positions taken by CRKN on issues. Pursuant to these limitations, the Executive Committee:

- acts with the full authority of the Board in areas expressly delegated by the Board, where implementing Board-approved decisions, or where there is established policy or precedent;
- takes interim decisions and actions on matters requiring attention in the interval between regularly-scheduled meetings of the Board. In these cases, the Board will be briefed at the earliest possible opportunity and the Executive Committee's interim decisions will be effective only until the Board considers the matter and ratifies the decisions;
- works with the Executive Director to set the Board agenda including the consent agenda, reviewing issues and coordinating committee reporting to the Board;

- serves as a human resources committee, developing human resources policies for recommendation to the Board, and overseeing the work of the Executive Director including undertaking an annual performance appraisal;
- provides a framework for strategic planning, evaluation and assessment of outcomes for the Board.

Membership:

- No more than five members from the Board of Directors (as per section 12(1) of the Corporation's By-laws), being: the Vice-Chair of the Board, the Treasurer of the Board, the representative of the administrative unit of the Contact Institution appointed under subparagraph 9(1)(g), and up to two (or three if there is no Contact Institution) additional Directors appointed by the Board.
- The CRKN Executive Director is entitled to participate in the committee but has no vote as a member of the committee. The CRKN staff may participate in meetings as resource personnel, as required.

Appointment Process:

- Committee members are appointed by the Board of Directors.

Term:

- Terms for Executive Committee members are subject to the conditions of their appointment to the Board of Directors, pursuant to section 9 of the Corporation's By-laws.
- The Vice-Chair of the Board holds office for a term of three years or until such person is no longer a member of the Board, pursuant to section 16(3) of the Corporation's By-laws.

Chair:

- The Vice-Chair of the Board of Directors serves as Chair of the Executive Committee, pursuant to section 12(6) of the Corporation's By-laws.
- As the Chair of the Board is normally a senior university administrator, the Chair of the Executive Committee is normally selected from among the librarians on the Board.
- The Chair of the Executive Committee serves as liaison to the Board of Directors.

Meetings:

- Meetings may be held at any place as the Chair may determine.
- Meetings may be held at any time provided written notice has been given to each committee member at least 7 days, exclusive of the day on which notice is given, before the meeting is to take place. Notice of meetings may be waived by unanimous written consent of committee members.
- Quorum for meetings is a majority of committee members.

- The Executive Committee meets in person or by teleconference as often as required, usually monthly.
- Additional deliberations may be conducted via email between meetings, as required.
- In order to maintain the balance of representation and to ensure continuity and effectiveness of the Executive Committee, substitution of representatives at meetings is not permitted.

Lines of Accountability and Communication:

- The Executive Committee is accountable to the Board of Directors
- The Chair of the Executive Committee reports on its activities to the Board of Directors, and submits written recommendations as required for the Board of Directors' consideration
- Minutes and documents of the Executive Committee are held confidential, and not for redistribution by individual committee members
- Distribution of meeting summaries, minutes and documents is handled by the Executive Director through the corporation office, to ensure accurate and consistent information is distributed to appropriate parties
- Upon approval of the minutes of Executive Committee meetings, the Executive Director makes available an electronic copy accessible only to members of the Executive Committee and the Board of Directors
- Official documents and communications are made available in French and English

Financial and Administrative Policies:

- Service on the Executive Committee is non-remunerative
- Travel and meeting expenses for Executive Committee members are reimbursed according to the CRKN Travel Expense policy
- Members of the committee will comply with Board-approved conflict of interest guidelines and procedures