

By-law No. 5: Executive Committee Terms of Reference

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| Effective Date: | November 21, 2023, by resolution of the Board of Directors |
| Review Schedule: | At least every three years |
| Previous Versions | <ul style="list-style-type: none">• Approved by Board of Directors - September 22, 2013• Amended by Board of Directors - September 20, 2015• Amended by Board of Directors - April 19, 2020 |

1. Introduction

The Executive Committee (the “Committee”) is a standing committee of the Board of Directors (the “Board”) of the Canadian Race Relations Foundation (the “CRRF”; the “Foundation”). As such, it is part of the governance framework within which the Board, assisted by its committees, directs and oversees the affairs of the Foundation.

Unlike the other committees of the Board, the Executive Committee has the authority to exercise the powers of the Board between meetings of the Board, subject to certain restrictions. The Board Chairperson reports to the Board on the Committee’s deliberations at the next meeting of the Board.

2. Purpose

The purpose of the Committee is to ensure the orderly flow of Board business when the Board is not in session, with certain restrictions. Specifically, the Executive Committee shall not:

- Approve any Policy, Strategic Plan, Business Plan, or Business Plan Budget, Annual Report, or Audited Financial Statements
- Adopt, amend or repeal any By-law; or
- Exercise any other power or make any other decision on behalf of the Board that have been expressly prohibited by policy or resolution of the Board.

3. Composition and Terms

The Executive Committee shall be chaired by the Chairperson of the Board and include the Board’s Vice-Chairperson and the chairs of all other duly constituted standing committees of the Board. The Executive Director is an ex officio, non-voting member of the Committee.

Each member of the Committee (the “Member”) shall continue to be a Member until a successor is appointed, unless the Member resigns, is removed by resolution of the Board or otherwise ceases to be a member of the Board.

4. Roles and Responsibilities

The Committee's primary roles are:

1. To act on behalf of the Board and perform all duties of the Board between Board meetings, subject to the restrictions established in Section 2, including:
2. To review, recommend items, and approve the agenda for the next scheduled Board meeting.

5. Frequency of Meetings

The Committee shall meet in accordance with the schedule established by the Board for its meetings and those of its committees or as required at the call of the Chair of the Committee.

6. Quorum and Voting

A majority of the Members eligible to vote (the "Voting Members") constitutes a quorum at any meeting of the Committee. Each Voting Member shall have one vote.

Questions shall be decided by a majority of votes cast. In case of an equality of votes on a question, the Committee Chair shall have the right to cast a second vote. If the Committee Chair does not cast a second vote, the question shall be deemed defeated.

Should there be a requirement for an electronic vote between meetings, a quorum shall be constituted when at least two-thirds of the voting Members cast a vote by email. **Any action taken by such electronic means shall be recorded in the Minutes of the next duly convened meeting of the Committee.**

7. Reimbursement of Expenses

Members will be reimbursed in accordance with the CRRF's *Payment of Honoraria and Travel Expenses to Directors* Policy.

8. Review

The Executive Committee shall review its terms of reference every three years—or more frequently if required—as part of the Governance Committee's triennial review of all committee terms of reference.