



Professional Geoscientists of Ontario (PGO) Executive Committee – Terms of Reference (ToR)

Status

The Executive Committee (the “Committee”) is a Standing Committee sanctioned to satisfy the mandate outlined below.

Mandate

The mandate of the Committee is to:

- Initiate proposals for submission to Council;
- Be responsible for the annual or periodic review of the Chief Executive Officer (CEO) and/or senior management;
- Provide independent oversight of the philosophy and structure of compensation plans for PGO staff;
- As per By-Law #7 (2022), take any interim action required in the event of an emergency where time does not permit the meeting of Council provided such action is not contrary to the Act, Regulations, By-laws, and passed resolutions of Council;
- As per By-Law #7 (2022), the Executive Committee of the Council may act on behalf of the Council under this By-Law where it would facilitate the smooth operation of a committee; and
- Other duties and responsibilities that may be assigned by Council from time to time.

Composition/Organization

The Committee comprises the following:

- The President (Chair of the Committee) (ex-officio);
- The Vice President (ex-officio);
- The Past President (ex-officio);
- The Treasurer (ex-officio);
- The Corporate Secretary (ex-officio) as per By-Law 1A
- One councillor who is a non-registered appointee; and
- The CEO (ex-officio, non-voting).

Unless otherwise specified by Council, membership of the non-registered appointee in the Committee shall be for a term of two (2) years. In the event that the non-registered appointee to Council is unable to sit on the Committee, Council shall appoint a registered elected councillor to represent the non-registered appointees until such time as a non-registered councillor can be appointed by Council to sit on the Committee as a member.

Functions and Responsibilities

Functions and responsibilities of the Committee are to:

- Direct the process of selection, supervision, and evaluation of the CEO.
- Oversee and present an annual performance review of the CEO to the Council.
- Meet regularly with the CEO on behalf of the Council to maintain liaison.
- Facilitate communications, decision-making and alignment between the Council, Council committees and CEO.
- Develop and implement risk management protocols to be approved by Council including:
 - To oversee the implementation and maintenance of a risk management framework including risk appetite to ensure they are in line with emerging trends and best practice;
 - To report to Council on its consideration of the above matters, identifying those areas where improvement is needed and making recommendations as appropriate.
- As per By-Law #7 (2022), the Executive Committee of the Council may also act on behalf of the Council where required in the event of an emergency or where time does not reasonably permit the meeting of the Council provided that such action is not contrary to the Act, Regulations, By-Laws, and passed resolutions of the Council.
- Assist the President and CEO in preparing and providing approval of draft agendas for Council meetings.
- Assist the President and CEO as required in responding to regulatory requests.
- Ensure that minutes of Committee meetings are provided to the Council in a timely manner.

Outcomes & Deliverables

- Outcomes and deliverables of the Committee are to develop:
 - An annual performance review of the CEO for Council;
 - Draft agendas for Council meetings;
 - Minutes of Committee meetings that serve as a record of actions taken on behalf of Council by the Committee when time does not permit referral of decisions to Council by the Committee.

Training Requirement

Committee members shall attend training provided by PGO, as well as by Committee Chairs at such times as those Chairs shall determine, for committee members to help them carry out their roles and responsibilities effectively.

Operational Considerations

Operations of the Committee are expected to follow ordered procedures, which include:

- Meetings will be held prior to Council meetings or more frequently as required;
- Recommendations and decisions of the Committee will be by consensus to the extent reasonably possible;
- When consensus is not achievable, a majority of votes shall determine the outcome, as per Bourinot's Rules of Order, which governs the meetings of members, Council and committees of Professional Geoscientists of Ontario as per its By-Law #1A. Section 6.05;
- The Chair or any Committee member that the Chair may designate shall record, prepare, and deliver minutes or notes of meetings to the Committee members within 30 days of a Committee meeting being held and in time for the following Council meeting.

Authority

The Committee has authority for the following matters:

- To establish working groups that include members who are not Committee members to address issues of executive concern.
- To act by unanimous circulated resolution where meetings are not practical;
- To respond to emergency issues at the discretion of the Chair, and
- Call upon expert advice it determines is appropriate to enable the Committee to satisfy its responsibilities and meet its objectives.

Review

The Governance Committee shall review the Terms of Reference of the Executive Committee next in 2025 and at least once every three years thereafter, or as mandated by the Council.

References

Professional Geoscientists Act
By-Law 1A
Updated May 2022