

## TERMS OF REFERENCE FOR THE EXECUTIVE COMMITTEE

### I. PURPOSE

The Executive Committee (the "Committee") is created under the Alberta Dental Association and College (the "ADA&C) By-laws as a committee of Council to facilitate the work of Council. It meets between Council meetings, and may make recommendations to Council.

### II. COMPOSITION AND OPERATIONS

A. The Committee shall be composed of:

- i) the President, who shall serve as Chair;
- ii) the President-Elect;
- iii) the Vice-President,
- iv) the Past-President; and
- v) the Chief Executive Officer (non-voting member)

B. The Committee shall meet at least three times each year.

C. The Committee shall operate under the guidelines applicable to all Council committees, which are located in Tab D-2 of the Guide for Council Governance Framework.

### III. DUTIES AND RESPONSIBILITIES

Subject to the powers and duties of Council, the Committee holds the following duties and responsibilities:

- A. manage the affairs of the ADA&C to the extent the same are delegated to it by Council;
- B. identify issues of importance to the ADA&C and to recommend issues for the consideration of Council;
- C. facilitate issues management between Council meetings, and provide updates to Council as necessary;

## TERMS OF REFERENCE FOR THE EXECUTIVE COMMITTEE

- D. recommend a performance evaluation process for the Chief Executive Officer and, when approved, oversee implementation of the process (see Tab C-5);
- E. review the Chief Executive Officer's compensation, including any incentive, bonus, benefit and retirement plans, consulting with the Governance and Human Resources Committee as needed;
- F. recommend the Chief Executive Officer's compensation, including any incentive, bonus, benefit and retirement plans to Council for approval;
- G. review the goals and objectives relevant to the Chief Executive Officer's compensation and recommend them to Council for approval;
- H. review material litigation and its impact on the ADA&C, and review at least annually with the ADA&C's General Counsel any outstanding legal issues relating to ADA&C;
- I. consider, and if appropriate approve, requests for a director to act as an expert witness or provide expert opinion for a hearing or appeal under item IV.A(ii) of the Code of Conduct, Confidentiality and Conflict of Interest Guidelines for Directors and Officers (Tab C-12);
- J. in any circumstance where the Audit Committee and/or Governance and Human Resources Committee have not been appointed as required by their Terms of Reference, the Executive Committee shall take on the duties and responsibilities of such committee; and
- K. if a task force or ad hoc committee is required between Council meetings, appoint such committee or task force for a term that expires on the date of the next scheduled Council meeting.

## IV. ACCOUNTABILITY

The Committee shall report to Council at every regularly scheduled Council meeting concerning all matters for which it is responsible.

## TERMS OF REFERENCE FOR THE EXECUTIVE COMMITTEE

### V. COMMITTEE TIMETABLE

The timetable on the following pages outlines the Committee's schedule of activities.

Executive Committee Timetable												
	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
A. Manage ADA&C affairs as delegated by Council;	as needed											
B. Identify issues of importance to the ADA&C and to recommend to Council	as needed											
C. Facilitate issues management between Council meetings, and provide updates to Council	as needed											
D. Chief Executive Officer performance evaluation process												
E. Chief Executive Officer compensation review												
F. Recommend Chief Executive Officer compensation to Council												
G. Review & recommend Chief Executive Officer goals and objectives to Council												
H. Review material litigation and its impact on the ADA&C, and review with the ADA&C's General Counsel any outstanding legal issues relating to ADA&C												
I. Consider, and if appropriate approve, requests for a director to act as an expert witness or provide expert opinion for a hearing or appeal	as needed											
J. Take on duties of Audit Committee and/or Governance and Human Resources Committee	as needed											
K. Appoint ad hock committees or task forces between Council meetings	as needed											