

EXECUTIVE COMMITTEE – Draft Terms of Reference

The Executive Committee is comprised of the Chair, Vice-Chair, Treasurer, Secretary, Past Chair, who are also referred to as President, Vice-President, Treasurer, Secretary and Past President.

This Terms of Reference has been created in accordance with the Techsploration “Procedures for Committees” document.

Purposes:

- To oversee and expedite administration, management and decision making for the Board of Directors.
- To provide direction and oversee planning and policy.
- To provide direction and oversee programs and projects.
- To provide direction and guidance for the Executive Director.
- To oversee committees and their work.
- To establish ad hoc committees as required.
- To act as a nominating committee.

Duties:

Administration/Management

- Meet between Board meetings to follow up decisions, discuss current issues and activities, conduct preliminary analysis of issues for presentation at the Board meetings, and coordinate administrative details with the Executive Director.
- Meet in emergency situations where it is impossible or impractical to call a full Board meeting, and take whatever policy action seems necessary or advisable in the circumstances (referred to the full Board for ratification at its next meeting).
- Employ legal counsel, accept gifts, and commit funds up to a maximum of \$1,000 in situations it deems urgent, all subject to later ratification by the Board.
- Oversee and provide guidance to the Board of Directors.
- Evaluate Board performance and the performance of individual Board members.
- Develop and oversee board orientation.

Project/Staff Supervision

- Function as a personnel committee (recommend personnel policies, review staff job description, conduct Executive Director annual evaluation, review Executive Director’s staff salary recommendations).
- Assist and support Executive Director as needed.
- Advise staff on administrative matters as required.

Executive Officers' Responsibilities

President

Duties:

In addition to the duties outlined in the Techsploration by-laws:

- Oversee the operating health and future success of the Techsploration Society.
- Preside over all meetings of the Board of Directors.
- Chair, monitor & lead the work of the Executive Committee.
- Act as spokesperson for the Techsploration Society.
- Coordinate the development of the agenda for Board meetings and dissemination of Board packages to all Board members and the Executive Director, consisting of at least the meeting agenda, treasurer's report, committee reports, Executive Director's report and relevant background information.
- Perform other duties as may be assigned by the Board of Directors.

Vice President

Duties:

- In the temporary absence of the President, the Vice-President will assume the duties of the President.
- Assist the President in matters of administration and other duties as assigned.

Treasurer

Duties:

- Chair, monitor and lead the work of the Audit and Finance Committee.
- Monitor the integrity of the financial statements of the Techsploration Society and financial reporting procedures.
- Oversee financial compliance and reporting.
- Guide and advise the Board and staff re: financial expenditures and decision-making.
- Provide Treasurer's Report for each meeting of the Board of Directors.
- Oversee the preparation by staff of an annual budget to be reviewed and approved by the board of directors.
- Oversee an annual review engagement of the Techsploration Society's financial statements.
- Compile and deliver the annual financial statements to the Board.
- Perform other duties as may be assigned by the Board of Directors.

Secretary

Duties:

- Maintain custody of the corporate seal.
- Review and revise minutes prepared by staff of all meetings of Techsploration's members and its Board of Directors.
- Remind staff to forward minutes of past meetings and agendas for upcoming meetings to Techsploration's members, the Board of Directors and Executive Director.
- Maintain all of Techsploration's records as required by the Canada Corporations Act and other applicable legislation.
- Perform such other duties as are assigned by the Board of Directors. These duties shall include, without limitation, ensuring that staff:
 - ◊ file prescribed notices and annual reports with Industry Canada and Nova Scotia's Registrar of Joint Stock Companies;
 - ◊ maintain a register of members;
 - ◊ have a copy of the Letters Patent, By-laws and other records and books available for inspection by Techsploration's members and its Board of Director.

Past President

Duties:

- Serves as a member of the Board of Directors and attends its meetings.
- Serves as a member of the Executive Committee and attends its meetings.
- Chairs the nominating function of the Executive Committee.
- Advises the President and performs duties assigned by the President.
- Provides support to other Board Members as necessary.