

Executive committees can be helpful in moving the work of the board and executive director forward in between board meetings. They are often used when the board is large or does not meet monthly. Executive committees are controversial because they often tend to usurp the work of the whole board. Terms of reference such as this can help prevent them from overstepping their authority. A board chair-executive director pair that meets monthly and is similarly focused can be a good alternative mechanism.

Board Executive Committee Terms of Reference

The Executive Committee role is to plan, manage and support the work of the Board. It has no authority to determine policy, set organizational strategy or, except in an emergency situation, direct the overall work of the organization.

Its primary role is to:

- Set, update and maintain the board's calendar
- Decide what decision matters should come before the board
- Determine the agenda for board meetings
- Ensure that the board is notified in advance of any motions or proposals to be considered
- Recommend policy changes
- Monitor the work of committees
- Ensure that there are processes in place for board member recruitment and succession planning
- Ensure there is a process in place for the evaluation of the executive director
- Monitor the Association's financial operations in terms of performance to budget
- Ensure that the Board is operating in a manner consistent with bylaws and board approved policies

The Executive Committee will be made up of the Board's officers (Chair, Vice Chair, Secretary and Treasurer), and the Executive Director (as a non-voting member). The committee may invite others to attend.

The Vice Chair may chair the Executive Committee.

The Executive Committee will operate with its own work planning calendar, similar in format to the Board Calendar.

The Executive Committee shall meet as needed but not less than 6 times a year.

A record of executive committee meetings shall be kept although notes of such meetings should be minimal, as the resulting board meeting agendas will reflect much of its work.

Note: This sample policy may be freely used and adapted by non-profit organization without attribution.