

Executive Committee

Terms of Reference

1.0 Purpose

To ensure the effective governance of the Society by providing enabling and timely guidance to both the President and Executive Director on emerging, time-sensitive issues arising between meetings of the Board of Directors and to assist the Board of Directors in the continuous improvement of the effective governance by recommending the adoption of progressive governance practices.

2.0 Establishment

This is a standing committee.

3.0 Responsibilities

- 3.1 Making decisions on behalf of the Board on emerging issues arising between full Board meetings and communicating the decisions to the Board.
- 3.2 Proposing needed changes to the Bylaws, for consideration by the Board.
- 3.3. Reviewing existing and developing new policies and procedures and making recommendations to the Board of Directors.
- 3.4 Reviewing the agenda for Board meetings; and, in collaboration with the President and Secretariat, ensuring relevant background material is provided to support Board's decision-making.
- 3.5 Overseeing the planning and conducting of the Annual General Meetings (AGM).
- 3.6 Overseeing Board annual self-evaluations.
- 3.7 Ensuring that HTAi committees have their full complement of members, and directly appointing members as and when needed to ensure the effective operation of said committees.
- 3.8 Reviewing the HTAi committee structure as needed and making recommendations to the Board for improvements in this regard.
- 3.9 Reviewing existing Terms of Reference and developing Terms of Reference for any new committees and Interest Groups established by the Board of Directors and making recommendations to the Board.
- 3.10 Reviewing the need to establish working groups and/or task forces with like-minded organizations in HTA field to work on a single defined task or activity, developing their Terms of Reference, and making recommendations to the Board.
- 3.11 Ensuring there is a process in place for the evaluation of the Executive Director and making a recommendation to the Board.
- 3.12 Reviewing the nominations for the David Banta Award in consultation with the two most recent Past Presidents and making a decision to bestow the Award in any given year.
- 3.13 Review Participation Grant participants recommended by the Participation Grant Selection Group and make a decision within the budget.

- 3.14 Providing appropriate orientation and development for new and returning Directors.

4.0 Accountability

The Executive Committee is accountable to the Board and may not contravene any HTAi Bylaws or Board policies.

5.0 Committee Composition

The Executive Committee members shall consist of the four elected and one appointed Officers of the Society.

Voting Members

- Chair – President
- Vice-President
- Secretary
- Treasurer

Non-Voting Member

- Executive Director

6.0 Terms of Office

- 6.1 The term of office of all elected Officers shall coincide with their term on the Board of Directors.
- 6.2 Terms are renewable through re-election for Secretary and Treasurer only.
- 6.3 The term of the Executive Director, an ex-officio member, shall continue as long as the Executive Director holds the office which entitles them to membership.

7.0 Responsibilities of Committee Members

Members are expected to:

- 7.1 Familiarize themselves with the Committee's Terms of Reference, have a working knowledge of Society Bylaws, Strategic Plan, and Board policies.
- 7.2 Attend each regularly scheduled Committee meeting.
- 7.3 Come to meetings prepared to engage in respectful, meaningful discussion and provide considered, constructive and thoughtful feedback and commentary, express opinions and ask questions to enable the Committee to exercise its best judgment in decision making and advising the Board of Directors.
- 7.4 Act in the best interests of the HTAi in accordance with the Society's Mission, Vision, Values, and Strategic Plan.
- 7.4.1 With the focus on membership and partnership recruitment; knowledge sharing, and financial stability and good governance.

8.0 Quorum

Three (3) voting members of the Executive Committee shall constitute a quorum.

9.0 Committee Operations

9.1 Meetings

The Committee shall meet 4-6 times a year in those months when the Board meeting is not scheduled or at the call of the Chair in urgent situations.

9.2 Secretarial Support

The Executive Director of the Society and Governance Manager provide administrative support and facilitation, including the following:

- 9.2.1 Setting up meetings;
- 9.2.2 Preparing agendas in consultation with the Chair;
- 9.2.3 Taking minutes. A record of Executive Committee meetings shall be kept although minutes of such meetings should be minimal, as the resulting Board meeting agendas will reflect much of its work;
- 9.2.4. Preparing reports and bringing relevant information forward to the Committee for discussion;
- 9.2.5 All agenda items requesting a decision shall have a briefing note and supporting materials necessary for a meaningful discussion of the item.
- 9.2.5 Updating the Executive Committee TOR and membership list on the website.

9.3 Remuneration of the Committee Members

Executive Committee Members shall receive no remuneration for serving as such but are entitled to reasonable expenses incurred in the exercise of their duty.

9.4 Conflict of Interest Declaration and Management

The conflict of interest is managed according to the HTAi Conflict of Interest Policy and Procedure.

- 9.4.1 The Committee Member shall promptly declare any real or perceived conflict of interest and ask that such declaration be recorded in the minutes.
- 9.4.2 The Committee Member shall refrain from all discussion of, and voting on, the matter giving rise to the conflict of interest.
- 9.4.3 The Committee Member shall excuse himself/herself from the portion of the meeting where the matter giving rise to the conflict of interest is being discussed.
- 9.4.4 The Committee Member shall return to the meeting after the matter giving rise to the conflict of interest has been discussed and/or voted on.

9.5 Confidentiality

All information received at the meetings and in the meeting packages is confidential unless advised otherwise by the Chair. The Committee members shall not disclose confidential information.

10.0 Review

Review of these terms of reference shall take place every three (3) years or as directed by the Board of Directors.

Approved date: March 27, 2024

Review date: March 2027