

EXECUTIVE COMMITTEE

Terms of Reference

1. INTRODUCTION

The Architectural Woodwork Manufacturers Association of Canada (“AWMAC”) has elected to form, and to undertake activities through, an Executive Committee (“Committee”). This Terms of Reference (“TOR”) sets forth the terms and understanding of the Committee.

2. PURPOSE AND AUTHORITY

2.1. The Committee is responsible for:

- a) Providing effective and timely guidance on emerging, time-sensitive, and significant issues arising between meetings of the AWMAC Board of Directors (“Board”).
- b) Act as a collaboration centre for the Executive Director.
- c) Evaluating the Executive Director annually.
- d) Vetting strategic and operational plans and annual budgets.
- e) Approving necessary expenditures for which no budgetary appropriation was designated to a cumulative maximum of \$10,000 in a fiscal year and notify the Board within 30 days of such approval. AWMAC’s projected financial position for the year must be assessed prior to approving any unbudgeted funds. The Board may rescind this ability on a temporary or permanent basis at any time.

2.2. It is important to note that the Board may repeal any decision of the Executive Committee.

2.3. Committee participants are subject to the requirements of AWMAC’s bylaws, policies, and procedures.

3. COMPOSITION AND APPOINTMENT

3.1. The Committee is a **Standing Committee** of the Board and is comprised of AWMAC’s most senior executives. The Committee is composed of:

- President (Chair)
- Vice-President (Vice-Chair)
- Secretary/Treasurer
- Past President
- Executive Director (ex-officio)



- 3.2. The Committee's TOR will be reviewed and amended by the Committee and/or Board annually or as needed and approved by the Board.

4. COMMITTEE MEETINGS

- 4.1. Frequency and Type - the Committee will meet by telephone or virtual conferencing when needed. Meetings will be called by the Chair or two Committee participants.
- 4.2. Quorum - minimum of 75% of the voting participants.
- 4.3. Voting – minimum of 75% of the voting participants. If a vote is not unanimous, the minority opinion will be recorded in the minutes and, if requested, will include the name(s) of those who opposed the motion.
- 4.4. Agenda – the Chair will set the meeting agenda in collaboration with the Executive Director. The Executive Director will forward the agenda and any supporting materials to the Committee prior to the meeting.
- 4.5. Minutes – the Executive Director will draft the minutes of meeting. The minutes will be approved by the Chair prior to being released to the Board.
- 4.6. Order – meetings will be conducted according to the most current edition of Robert's Rules of Order unless otherwise stated in this TOR.
- 4.7. Guests - may be invited to meetings if pre-approved by the Chair. Guests shall not have a vote.

5. REPORTING

The Chair will report all actions and decisions of the Committee to the Board at the next Board meeting or within three (3) business days if it relates to a financial or human resource decision or policy.

6. RIGHT TO DISSOLVE COMMITTEE

The Committee will remain active until dissolved by the Board.