

ONTARIO MEDICAL ASSOCIATION (“OMA”)

EXECUTIVE COMMITTEE (“EC”) CHARTER

1. Composition

- a) The Executive Committee (“EC”) is a Board Committee which shall be comprised of three (3) members of the Board.
- b) The three members of the EC shall be: the OMA President, the President-Elect, and the Chair of the Board.
- c) The President shall be the Chair of the EC.

2. Operating Principles and Procedures

The EC shall fulfill its responsibilities within the context of the following principles and procedures:

- a) Committee Values

The EC will act in a manner that values the contribution of the staff and Management of the OMA. It expects its members to operate in compliance with the OMA’s Code of Conduct and policies and with the laws and regulations governing the OMA.

- b) Communications

The members of the EC expect to have direct, open and frank communications throughout the year with the CEO, other Committee Chairs and other key EC advisors as applicable.

- c) Meeting Agenda

EC meeting agendas shall be the responsibility of the Chair.

d) Committee Expectations and Information Needs

The EC shall communicate its expectations to Management with respect to the nature, timing and extent of its information needs. The Committee expects that all reasonably required and available information (including accepted EC minutes) relating to each matter to be dealt with by the EC at its meetings will be received from Management within a reasonable time frame in advance of each Committee meeting.

e) Reliance on Experts

In contributing to the EC's discharging of its duties under this Charter, each member of the EC shall be entitled to rely in good faith upon:

(i) any report or advice of an officer or employee of the OMA, if it is reasonable in the circumstances to rely on the report or advice; or

(ii) any report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by them.

f) In Camera Meetings

The members of the Committee shall meet in private session as part of each meeting, (i.e., without Management present).

g) Reporting to the Board

i) Where practicable, advise the Board through its agenda of any pending meetings of the EC.

ii) The EC, through its Chair, shall report after each Committee meeting to the Board and submit its decisions to the Board within 5 business days for commentary, and feedback at the Board's next regular meeting.

h) Committee Self Assessment

The EC shall periodically review, discuss and assess its own performance, role, responsibilities and terms of reference as specified in the Charter.

3. Operating Procedures

- a) The EC shall meet as circumstances dictate. As a general operating principle, the EC shall only meet to make decisions on small or urgent matters where it is deemed impractical to call a full meeting of the board.
- b) The EC shall also meet to approve the final terms of transactions previously approved by the Board;
- c) Meetings shall be held at the call of the Chair or upon the request of one (1) member of the Committee;
- d) A quorum shall be all of the members;
- e) the Board Secretary of the OMA (or his/her designate) shall act as Secretary of all meetings of the Committee; and
- f) A copy of the minutes of each meeting of the EC shall be provided to each member of the Committee and to each director of the OMA in a timely fashion (i.e. within 5 days)

4. Terms of Reference

The EC shall assist the Board in gaining and maintaining reasonable assurance that the Board's composition, structures and practices will enable the Board to discharge its Oversight Duty and the Board's other duties in a highly effective manner. In particular, the EC shall monitor the implementation of policy initiatives adopted by the Board

5. Governance Culture

1. The EC will use its best efforts to help the OMA Board establish and sustain amongst all Directors a culture which incorporates the following values:

- a) the Board's acceptance of its accountability for the performance of the OMA;

- b) the acceptance by each Director of his/her responsibility to use his/her best efforts in carrying out his/her duties as a Director;
 - c) the Board's insistence on the highest level of integrity and honesty in the actions of the Board and management;
 - d) respect and trust amongst Directors;
 - e) the open and timely sharing of all relevant information amongst all Directors;
 - f) acceptance by all Directors of the right of every Director to respectfully hold and express dissenting opinions;
 - g) a genuine commitment by Directors to good governance practices; and
 - h) a willingness on the part of Directors to function as a team with management.
2. The EC shall set a high standard for Board conduct by modeling, articulating and enforcing rules of conduct found in the OMA by-laws, Board charters, the Code of Conduct and other policies related to proper board conduct but especially conflicts of interest and Board confidentiality.

6. Limitations on Committee's Duties

In contributing to the EC's discharging of its duties under this Charter, each member of the EC shall be obliged only to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in this Charter is intended, or may be construed, to impose on any member of the EC a standard of care or diligence that is in any way more onerous or extensive than the standard to which all Board members are subject.

Approved October 2017 by OMA Board