mpac Municipal Property Assessment Corporation™

# Executive Committee

# Terms of Reference

## Purpose

The Executive Committee oversees the business and affairs of the Commercial and Client Solutions Division, which includes Commercial Software, Domestic Business Development, Technology and Innovation, and Professional Services.

The Board of Directors has delegated to the Executive Committee decision-making authority with respect to issues that are entirely within the purview of the Commercial and Client Solutions Division, including submitting bids on projects, the provision and delivery of commercial software and data products and services to, and executing contracts with, entities inside and outside of Ontario.

For clarity, with respect to all other issues within these Terms of Reference, the Executive Committee shall review and make recommendations to other Committees and the Board but does not have decision-making authority.

The Executive Committee's major responsibilities include:

1. Overseeing the delivery of certain value-added services by the Commercial and Client Solutions Division within Canada and in certain International markets that are (a) consistent with the duties assigned to the Corporation pursuant to the *Assessment Act* (Ontario), the *Municipal Property Assessment Corporation Act*

(Ontario) or any other Acts of the legislature, and (b) advantageous to the Corporation;

2. Reviewing the annual budget, quarterly Statement of Operations and quarterly forecast updates of the Commercial and Client Solutions Division; and

3. Reviewing the enterprise-wide risks associated with and the internal controls of the Commercial and Client Solutions Division.

## Composition

4. The Executive Committee shall consist of the following six members: the Board Chair, the Board Vice-Chair, the Audit Committee Chair, the Quality Assurance Committee Chair, the Governance and Human Resources Committee Chair and the Investment Committee Chair.

5. Members of the Executive Committee shall not be drawn solely from any one municipal, taxpayer or provincial representative group.

6. Each member of the Executive Committee shall serve at the pleasure of the Board of Directors and only so long as the member is a Director of the Corporation.

7. The Board Chair shall serve as the Executive Committee Chair. In the absence of the Board Chair, the Board Vice-Chair shall serve as the Executive Committee Chair.

8. The Corporation shall provide a Minute taker to assist the Corporate Secretary with, among other responsibilities, taking minutes of the Executive Committee meetings, and shall provide any other resources to the Executive Committee that the

Committee deems appropriate in order to fulfill the Committee's Terms of Reference.

## Meetings

9. The Executive Committee shall meet at least four (4) times per year but may meet more frequently on an as-needed basis.

10. A majority of the members of the Executive Committee shall constitute a quorum for the meetings of the Executive Committee.

11. The Executive Committee shall maintain minutes of its meetings in which shall be recorded all actions taken by the Executive Committee. Such minutes shall be forwarded to the Board of Directors and inserted into the Minute Book of the Corporation.

12. Meetings of the Executive Committee shall be held at the Pickering Office of MPAC or at any other place as specified in the notice calling the meeting.

## Responsibilities

13. Subject to these Terms of Reference, the Executive Committee shall oversee the provision and delivery of activities within the Commercial and Client Solutions Division.

## Financial Management

14. Pursuant to the MPAC budget process, the Executive Committee shall review and recommend the annual budget of the Commercial and Client Solutions Division to the Audit Committee and the Board for approval.

15. The Executive Committee shall review and transmit the quarterly Statement of Operations and quarterly forecast updates of the Commercial and Client Solutions Division to the Audit Committee and/or the Board.

16. The Executive Committee shall receive and review the annual Business Expense report for the Commercial and Client Solutions Division.

## Governance, Strategy and Performance Management

17. The Executive Committee shall review and approve administrative changes to the Business Plans of the Commercial and Client Solutions Division and transmit such changes to the Board.

18. The Executive Committee shall review any material changes to the Business Plans of the Commercial and Client Solutions Division and make recommendations to the Board of Directors for approval.

19. The Executive Committee shall receive and review regular updates on the implementation of major commercial projects and ensure that the necessary steps have been taken to meet business, time and budgetary goals.

20. The Executive Committee shall review and recommend changes to the legal and tax structure of the Commercial and Client Solutions Division to the Board for its consideration and approval.

## Commercial Arrangements

21. Where required by the Delegation of Authority Policy, the Procurement Policy, an applicable corporate policy or where a commercial arrangement falls outside established Business Plan or division specific policy parameters, the Executive Committee shall review and approve (or if required, recommend to the Board for approval) the following commercial arrangements by the Commercial and Client Solutions Division:

    a. procurements, leases, capital expenditures, acquisitions or dispositions of property or assets; and
    b. any other contracts which have not received prior approval.

22. The Executive Committee shall receive for their information any sales contracts entered into by the Commercial and Client Solutions Division, in which the aggregate payment to MPAC is more than $500,000 (exclusive of taxes) and transmit such information to the Board.

23. The Executive Committee shall review Commercial Software sales contracts which fall outside either established Business Plans or division specific policy parameters and make recommendations to the Board for approval.

## Policy Compliance and Changes

24. The Executive Committee shall recommend to the Board any material changes to MPAC's corporate policies for its consideration and approval, including policies specific to the Commercial and Client Solutions Division.

25. Any non-material administrative change(s) to MPAC's corporate policies shall be implemented immediately, summarized, and reported annually to the Board for information.

### Legal Events and Litigation

26. The Executive Committee shall review significant legal events and litigation (i.e., legal and litigation activity that has the potential for substantial financial, reputational or business risk to MPAC) in which MPAC is a party involving the Commercial and Client Solutions Division and shall make recommendations to the Audit Committee.

### Other Responsibilities

27. The Executive Committee may be delegated other responsibilities by the Board.

## Resources

28. The President and Chief Administrative Officer and the Executive Vice President, Commercial and Client Solutions may have direct communication with the Executive Committee Chair at any time.

29. The President and Chief Administrative Officer and the Executive Vice President, Commercial and Client Solutions shall attend all Executive Committee meetings. The Vice President and Chief Information and Technology Officer, the Vice President, Business Development the Vice President, Commercial Software, and the Vice President, Professional Services may attend Executive Committee meetings as necessary.

30. Other members of the Executive Management Group, the Senior Leadership Team, the Commercial and Client Solutions Division may be asked to attend meetings of the Executive Committee as the Committee deems appropriate.

31. The Executive Committee shall review the need for any resources beyond those identified above and such additional resources shall be provided by the Corporation as deemed appropriate by the Executive Committee in fulfilling its obligations and responsibilities herein.

## Committee Operations

32. The Executive Committee shall evaluate, at least every three (3) years, the adequacy of this Terms of Reference and recommend any proposed changes to the Governance and Human Resources Committee for consideration and recommendation to the Board of Directors for approval.

33. The Executive Committee shall, at least annually, review its compliance with this Terms of Reference and evaluate its own effectiveness.

34. The Executive Committee shall prepare annually an Executive Committee Work Plan to ensure that the annual and ongoing responsibilities and priorities of this Executive Committee are scheduled and fully addressed. The work plan shall be presented to the Board of Directors for its consideration and approval.

35. Following each Executive Committee meeting, the Chair of the Executive Committee shall report to the Board of Directors on the activities, findings, due diligence, operations and any recommendations of the Executive Committee.

## Procedures

36. The Executive Committee may meet in separate, non-management, Closed sessions with internal personnel or outside advisors, as needed or appropriate.

37. The Executive Committee may meet in separate, non-management, In Camera sessions at each regularly scheduled meeting.

38. The Executive Committee shall have sole authority to retain, oversee, compensate, and terminate independent advisors to assist the Committee in its activities.

39. The Executive Committee shall have the authority to engage the executive of the Corporation to complete all work, research and analysis, and to do all such other acts or things, necessary or advisable to assist the Executive Committee in carrying out its activities.

40. The Executive Committee shall receive adequate funding from the Corporation for independent advisors and ordinary administrative expenses that are needed or appropriate for the Executive Committee to carry out its duties.

41. The Executive Committee shall, in consultation with the Board Chair, and President and Chief Administrative Officer, retain, oversee, compensate and terminate, as appropriate, independent advisors to assist any individual Executive Committee member, as necessary.

42. The Executive Committee shall carry out any other appropriate duties and responsibilities assigned by the Board of Directors.

To honour the spirit and intent of applicable law as it evolves, the authority to make minor technical amendments to these Terms of Reference is delegated to the Manager, Board Administration, who shall summarize and report any minor amendments to the Governance and Human Resources Committee of the Corporation no less frequently than annually for information purposes. The Governance and Human Resources Committee of the Corporation shall review any material change(s) to these Terms of Reference at its next regularly scheduled meeting and recommend such change(s) to the Board of Directors for its consideration and approval.

For Reference:

**Closed session**: A session with Board members only and internal personnel or outside advisors, as needed or appropriate.

**In Camera session**: A session with Board members only.

A ***material*** change to a governance document is a substantive or fundamental change. It includes, but is not limited to: a proposed change to a role, right, responsibility, or reporting relationship.

An ***administrative*** change to a governance document is non-substantive. It includes, but is not limited to: a definition, the use of adjectives, an elaboration, a footnote, the use of examples, consolidation of an administrative change in another document for consistency, or the use of technical or clarifying language.

An administrative change does not fundamentally alter any existing role, right, responsibility or reporting relationship.

## History

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| Amendments: | N/A |
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