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**DIAGNOSTIC SERVICES OF MANITOBA  
BOARD OF DIRECTORS POLICY**

**Policy Name:** Executive Committee  
Terms of Reference

**Number:** GP-8.1

**Policy Type:** Governance Process

**Date Approved** November 7, 2007

**Date Amended:** February 11, 2009

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**1. Product**

Subject to the Unanimous Membership Declaration made by the Minister as the sole member of the Corporation, Executive Committee of the Board provides:

- 1.1. Actions on behalf of the Board in emergent situations, when it is not feasible to convene a meeting of the entire Board.
- 1.2. Any other duties as the Board may direct.

**2. Authority**

- 2.1. Executive Committee Terms of Reference shall be consistent with Bylaw No.1. Where a conflict exists, Bylaw No. 1 shall take precedence.
- 2.2. The Committee must report any actions taken at the next meeting of the Board, and in no case does the Committee have the authority to change Board bylaws or policies or act in contravention of them.
- 2.3 May act on behalf of the Board in emergent situations when it is not feasible to convene a meeting of the entire Board subject to any unanimous membership declaration made by the Minister as sole member of the Corporation, as per By-Law No. 1.
- 2.4 May act on behalf of the Board to approve purchases or financial commitments in accordance with EL-3.1 where a delay is not in the best economic or operational interest of DSM.

**3. Composition**

The Committee shall be composed of the following Directors:

- 3.1 the Deputy Minister of Health, who shall act as Chair of the Executive Committee.
- 3.2 the Chief Executive Officer of the Winnipeg Regional Health Authority.
- 3.3 two other Regional Health Authority Chief Executive Officers as determined from time to time by the Regional Health Authority Council of Chief Executive Officers, and
- 3.4 two officials of the Provincial Department of Health as determined by the Deputy Minister of Health.

#### **4. Term of Office**

4.1 The Term of Office is governed by Policy GP-8, clause 7.

4.2 In accordance with By-law No. 1, the Board shall replace one or both Regional Health Authority Chief Executive Officer Members of the Committee at the recommendation of the Regional Health Authority Council of Chief Executive Officers, and shall replace one or both officials of the Provincial Department of Health serving on the Executive Committee at the recommendation of the Deputy Minister of Health.

#### **5. Quorum**

A quorum shall consist of a simple majority of the Committee. No meeting shall be held without a quorum in attendance.

#### **6. Frequency of Meetings**

Meetings shall be held at the call of the chair. Notice of meeting shall be provided to the Committee members not less than 1 day, where reasonably possible, prior to the meeting.

#### **7. Distribution of the Minutes**

Minutes will be distributed to the Committee by email for corrections as soon as possible after a meeting, then distributed to the full Board with the agenda material for the next Board meeting.