CEO Evaluation and Compensation Committee

Role
The CEO Evaluation and Compensation Committee (CECC) is a subcommittee reporting to the Royal College Executive Committee of Council (ECC). The CECC’s primary role is to conduct the annual performance evaluation of the Chief Executive Officer (CEO) and to recommend to ECC for approval, adjustments to the CEO’s compensation based on achievement of set performance objectives.

Responsibility and Authority
The CECC’s duties and responsibilities are performed on behalf of the ECC, which has delegated authority to make decisions on behalf of Council (Bylaw No. 20, Article 12.6).

The CECC shall:

1. report to ECC regularly about such actions it has taken since the previous report;
2. assist, review and recommend to the ECC for approval:
   a. the CEO’s annual goals and objectives in consultation with the CEO and Council;
   b. the CEO’s annual performance evaluation results and overall performance evaluation rating following an assessment of the CEO’s performance against established goals and objectives;
   c. any changes to the CEO’s compensation such as salary, applicable bonus and benefits;
   d. any updates to the terms of the CEO’s contract on an as required basis;
   e. any updates to the CEO’s job description on an as required basis;
   f. any updates to the policies and procedures relating to CEO evaluation and compensation on an as required basis;
3. request the Royal College management to conduct external market relativity surveys on a cyclical basis of the CEO’s compensation and benefits and report the results to the CECC, ECC and Council.
4. conduct annual multi-rater assessment with Council members for the CEO’s performance;
5. conduct annual telephone interviews with selected staff and Council members;
6. conduct telephone interviews with key stakeholders on a cyclical basis for the CEO’s performance;
7. develop a CEO succession plan and review annually.

Chair
The Chair of the CECC shall be a member of Council and be appointed by Council. The Chair

---

1 Refer to the terms of reference of the Executive Committee of Council for additional detail and instruction on this matter.
is counted as a voting member in constituting a quorum; however, there are very restricted circumstances when the Chair can vote. As the presiding official of the committee, the Chair does not move motions. Furthermore, the Chair may not vote, except in two situations: when a committee votes by secret ballot, the chair may vote as all other members of the committee, and in cases where there is an equality of votes, the Chair has a deciding vote.

The Chair of CECC shall:

- provide continual performance feedback to the CEO;
- attend and preside over all meetings of the CECC;
- report to the ECC on the activities and recommendations of the CECC.

Composition
All CECC members shall be appointed by Council. The Committee shall be composed of no fewer than five (5) and no more than six (6) members, as follows:

1. Royal College President;
2. Immediate Royal College Past-President or the President-Elect (as the case may be);
3. Up to two Fellows who are elected to Council (one of whom assumes the role of Committee Chair and ideally the Chair of the Board of Royal College Canada International);
4. One public member of Council;
5. One external 3rd party individual with executive compensation expertise.

The Chief People Officer, People Services and Organization Development, assists with the work of the committee.

Key Competencies and Characteristics
CECC members should have experience in evaluating senior staff and possess the ability to evaluate the CEO fairly and professionally. They should also possess knowledge of performance management practices, executive compensation and succession planning.

Term of Office
The term of office of each committee member is as follows:

1. The chair shall hold office for two (2) years, renewable once (maximum of four years) so long as the chair remains on Council.
2. The Royal College President so long as the member remains in such designated office.
3. Immediate Past-President or President-Elect, as the case may be, so long as the member remains in such designated office.
4. Fellows elected to Council shall hold office for two (2) years renewable twice (maximum six years), provided that they remain on Council for the duration of their term on the committee.
5. Public member on Council shall hold office for two (2) year renewable twice (maximum six years), provided that the member remains on Council for the duration of their term on the committee.

6. External 3rd party individual with executive compensation expertise shall hold office for two (2) years renewable twice (maximum six years).

All terms shall begin and end at the time of the Annual Meeting of the Members when vacancies need to be filled. If possible, terms should not all end in the same year so that there is some continuity of membership.

Meetings
The CECC shall meet a minimum of five (5) times a year, including three (3) times a year in person at the time of the February, June and October meetings of Council in support of providing the CEO with continual performance feedback.

In addition to three (3) in person meetings, the CECC will also be required to participate in at least two (2) teleconferences and conduct telephone interviews regarding the CEO performance review. Other meetings and teleconferences may be required on an ad hoc basis. Quorum consists of a majority of the voting members of the committee (50% plus one). The CECC shall make its recommendations by consensus to the ECC for approval.

Appointment to any Royal College committee carries significant responsibilities and requires absolute discretion. Committee members shall not divulge, copy, or release any confidential information except when authorized by the Royal College. Committee members are permitted to download a copy of committee materials for use solely for the purposes of the Committee. All downloaded materials must be deleted once used for the intended purpose.