Effective Date: July 1, 2027

Date of Next Review: June 2028

1. Purpose of the Committee

The purpose of the Governance Committee (the "**Committee**") is to:

1.1 assist the Board of Governors (the "**Board**") to enhance its performance;

1.2 lead the Board in periodic reviews of its performance; and

1.3 assess and provide guidance to the Board with respect to Board and Board standing committee composition.

2. Delegated Authority from the Board

In furtherance of the purpose of the Committee, the Board has delegated to the Committee the following powers, duties and functions:

2.1 *Orientation and Development*

(a) facilitating opportunities for Board member orientation, mentorship, development, and continuing education, including an annual Board retreat, to support a solid understanding of the University and good governance practices; and

(b) identifying opportunities for Board member engagement with other University stakeholders and key sectors of the broader community.

2.2 *Board Self-Assessment and Governance Best-Practices*

(a) overseeing the Board self-evaluation process and reporting to the Board with respect to the same;

(b) reviewing:

(i) and, where appropriate, recommending changes to, the Board's committee structure and mandates to ensure committees remain relevant, coordinated, and effective, with a comprehensive review every three (3) years;

(ii) monitoring, and ensuring Board compliance with, applicable governance legislation and related documents, including approving government-requested revisions to The Governors of the University of Alberta Mandates and Roles Document;

(iii) and, where appropriate, recommending revisions to Board by-laws and codes of conduct to the Board;

(iv) the information needs and time commitment of Board members to ensure that information meeting management systems and practices facilitate the most effective use of members' time; and

(v) Board processes and meeting effectiveness, ensuring that items before the Board or its committees are addressed efficiently, appropriately, and in accordance with legislated standards and best practices, in each case in consultation with committee chairs.

2.3 *Composition and Succession Planning*

(a) identifying required competencies and personal attributes required on the Board and its committees to ensure effective succession in its membership and leadership positions, including oversight and maintenance of skills and competency matrices;

(b) in consultation with the Board committee chairs, reviewing and approving changes to committee composition and membership to ensure committees are functioning effectively, with consideration of committee skills matrices and the Principles for Board of Governors Standing Committee Composition;

(c) working with the Board Chair to identify candidates for Board membership and/or committee membership;

(d) developing and implementing a systematic and open process for seeking nominations for non-governor committee members; and

(e) reviewing and approving the appointment and renewal of terms of office for directors of the University of Alberta Properties Trust Inc..

2.4 *Strategic Plan Oversight*

(a) overseeing how the University's strategic plan is being administered, ensuring compliance with Board directives and reporting on administrative progress.

3. Limitations on Delegated Authority

The Committee has the authority to carry out its roles and responsibilities, subject to any specific conditions or restrictions that are imposed on it by the Board. The Committee does not have decision-making authority except where, and to the extent that, such authority has been expressly delegated or assigned by the Board in these Terms of Reference or by a resolution of the Board.

4. Reporting Obligation(s)

The Committee reports regularly to the Board with respect to its activities and decisions.

5. Composition of the Committee

The Committee functions in accordance with the Principles for Board Standing Committee Composition.

Members	
***Ex-officio* (3)**	
(a)	the Board Chair
(b)	the Chancellor
(c)	the President and Vice-Chancellor
***Appointed* (7)**	
(d)	where appropriate, no more than seven Governors or Non-Governor Committee Members, as appointed by the Board or its delegate
Internal Resources	
(e)	the General Counsel
(f)	the University Secretary
(g)	the Committee Secretary
Chair / Vice-Chair	
(h)	the Committee Chair and Vice-Chair shall be selected from the Committee membership appointed pursuant to sub-section 5.(d) of these Terms of Reference[1]

6. Effective Date

These Terms of Reference will be effective on the date that they are approved by the Board. All prior or existing Terms of Reference of the Committee are repealed as of the effective date of these Terms of Reference.

[1] The Vice-Chair undertakes and discharges all duties of the Chair of the Committee in the absence of the Chair.