



The following Motion and Documents were considered by an electronic vote of the Board of Governors on September 1, 2016:

---

Agenda Title: **Board Committee Appointments**

APPROVED MOTION: THAT the Board of Governors, on the recommendation of the Board Chair, Mr Michael Phair, approve Board Committee appointments, as set forth in Attachment 1 to the agenda documentation.

Final Item: 1

---

**OUTLINE OF ISSUE**

Agenda Title: **Board Committee Appointments**

**Motion:** THAT the Board of Governors, on the recommendation of the Board Chair, Mr Michael Phair, approve Board Committee appointments, as set forth in Attachment 1 to the agenda documentation.

**Item**

Action Requested	<input checked="" type="checkbox"/> Approval <input type="checkbox"/> Recommendation <input type="checkbox"/> Discussion/Advice <input type="checkbox"/> Information
Proposed by	Mr Michael Phair, Chair, Board of Governors
Presenter	Michael Phair, Board Chair
Subject	Appointments to Board Committees

**Details**

Responsibility	Chair of the Board of Governors
The Purpose of the Proposal is (please be specific)	To make adjustments to appointment roster to the Board Committees, to reflect the appointment of new Board members and the upcoming term end of others.
The Impact of the Proposal is	To ensure that the Committees' membership reflects the appropriate Terms of Reference and Board of Governors' membership roster.
Replaces/Revises (eg, policies, resolutions)	Replaces the 2016-2017 Committee Membership List approved by the Board on June 17, 2016.
Timeline/Implementation Date	Effective upon approval
Estimated Cost	n/a
Sources of Funding	n/a
Notes	The Board of Governors annually reviews the recommendations of the Board Chair for appointments to Board Standing and Other Committees. Other appointments are made as required.

**Alignment/Compliance**

Alignment with Guiding Documents	Mandates and Roles for the Board of Governors, <i>Dare to Discover</i> , Comprehensive Institutional Plan
Compliance with Legislation, Policy and/or Procedure Relevant to the Proposal (please quote legislation and include identifying section numbers)	<p><b><u>The Board's General Terms of Reference for Board Standing Committees, Sections 3 and 4 state:</u></b></p> <p>3. <i>A member of a Committee shall be appointed by the Board for a term commencing on a date selected by the Board and expiring on the earliest of:</i></p> <ul style="list-style-type: none"> <li><i>(i) the effective date of the resignation of that member from the Board;</i></li> <li><i>(ii) the effective date of the resignation of that member from that Committee;</i></li> <li><i>(iii) a date selected by the Board;</i></li> <li><i>(iv) the expiry date of the term of the appointment of a non-Board member to the Committee; and</i></li> <li><i>(v) the effective date of a general appointment of all members to that committee (ordinarily the first Board meeting in June).</i></li> </ul> <p><i>A member of a Committee is eligible to be reappointed to that Committee.</i></p> <p>4. <i>There shall be members of each Committee who are Board members; non-Board members may be drawn from the University Senate and elsewhere within the University or from the community as the Board considers may be appropriate or as may be provided in the Committee's terms of reference.</i></p>

Item No. 1a

	<i>Where the terms of reference of a Committee provide for a number of members in excess of those specifically required to be represented on the Committee, additional members may, subject to the foregoing, be appointed from any constituency.</i>
--	---

**Routing** (Include meeting dates)

Consultative Route (parties who have seen the proposal and in what capacity)	Board Chair Board Committee Chairs University Governance
Approval Route (Governance)	Board of Governors, September 1, 2016 (for approval)
Final Approver	Board of Governors, September 1, 2016

Attachment:

1. Proposed 2016-2017 Board of Governors Committee Membership (1 page) – for approval
2. Excerpts from Board of Governors Committees' Terms of Reference re committee composition (7 pages)

*Prepared by:* Juli Zinken, Board Secretary and Manager of Board Services, University Governance

**AUDIT COMMITTEE**

Chair: Dick Wilson (Acting)  
Vice-Chair: Dick Wilson  
\*Jon Chia (June 30, 2018)  
Shenaz Jeraj  
\*Barry Kaiser (June 30, 2019)  
\*Stuart Lee (August 30, 2019)  
Nizar Somji

**FINANCE & PROPERTY COMMITTEE**

Chair: Dick Wilson  
Vice-Chair: ~~Steven LePoole~~ <vacant> (effective Oct 24, 2016)  
Faiza Billo  
\*Robert Borelli (June 30, 2017)  
David Cooper  
Sarah Ficko  
Barry James  
Fahim Rahman  
Glenn Stowkowy

**HUMAN RESOURCES & COMPENSATION COMMITTEE**

Chair: James Heelan  
Vice-Chair: <vacant>  
Shenaz Jeraj  
Ray Muzyka  
\*Robert Teskey (June 30, 2019)  
Dick Wilson

**INVESTMENT COMMITTEE**

Chair: \*Dave Lawson (June 30, 2017)  
Vice-Chair: \*Jim Drinkwater (June 30, 2019)  
\*Derek Broderson (June 30, 2019)  
\*John Butler (June 30, 2019)  
\*Gordon Clanachan (June 30, 2019)  
James Heelan  
\*Allister McPherson (June 30, 2017)  
\*Sandy McPherson (June 30, 2018)  
\*Peter Pontikes (June 30, 2019)  
<vacant>

**LEARNING AND DISCOVERY COMMITTEE**

Chair: Shenaz Jeraj  
Vice-Chair: Ray Muzyka  
Sarah Ficko  
LeRoy Johnson  
Rob Parks  
Fahim Rahman  
Jeremy Richards

**SAFETY, HEALTH & ENVIRONMENT COMMITTEE**

Chair: ~~Steven LePoole~~ \*Gordon Winkel (June 30, 2019) (effective Oct 24, 2016)  
Vice-Chair: ~~\*Gordon Winkel (June 30, 2019)~~ <vacant> (effective Oct 24, 2016)  
Faiza Billo  
Colin Champagne  
David Cooper  
\*Dave Ferro (December 13, 2016)  
Sarah Ficko  
LeRoy Johnson  
\*William Lau (June 30, 2017)  
Glenn Stowkowy

**UNIVERSITY RELATIONS COMMITTEE**

Chair: Rob Parks  
Vice-Chair: <vacant>  
Faiza Billo  
Colin Champagne  
Sarah Ficko  
Barry James  
LeRoy Johnson  
\*Catrin Owen (June 30, 2017)  
Jeremy Richards  
Nizar Somji  
\*<vacant>

***Ex Officio Members on all Board Committees:***

Michael Phair, Board Chair  
Douglas Stollery, Chancellor  
David Turpin, President

**BOARD REPRESENTATION ON UNIVERSITY COMMITTEES**

Senate: Shenaz Jeraj, <vacant>  
Edmonton Community Foundation Nominating Committee: Rob Parks (to June 30, 2017)  
University Properties Trust Board of Directors: <vacant>, <vacant>

\* Denotes External Member on a Board Committee



## Audit Committee

---

### COMPOSITION OF COMMITTEE

- (a) Voting Members appointed by the Board (Ordinarily a maximum of 12)
- (1) At least 2 Board members from the membership categories identified by the Alberta *Post-Secondary Learning Act* (the Act) as general public, alumni and senate ; and
  - (2) At least 2, but no more than 8, members of the general public
  - (3) The Board Chair, by virtue of office
  - (4) The Chancellor, by virtue of office
- (b) No member of the staff (academic or non-academic) nor any student of the University shall sit as a member of the Committee.
- (c) One member of the Committee shall also serve on the Board Finance and Property Committee.
- (d) The Board of Governors shall appoint the Committee Chair from the Committee membership category 2(a)(1), upon the recommendation of the Board Chair
- (e) The Committee appoints the Committee Vice-Chair from the Committee membership category Section 2a(1) of these Terms of Reference, upon the recommendation of the Board Chair and the Committee Chair. The Vice-Chair undertakes and discharges all duties of the Chair in the absence of the Chair.
- (f) A quorum of the Committee shall be 50% of the members listed in 2(a)(i) and (ii) of the Terms of Reference, one of whom must be a Board Member.
- (g) The majority of members of the audit committee should be financially literate and at least three members should have accounting or related financial expertise. Financial literacy requirements that may be considered include:
- i. The ability to read, comprehend and analyze the financial statements and the notes to the financial statements.
  - ii. The ability to understand accounting policies, estimates and judgments when these are explained by management and the external auditor.
  - iii. An understanding of the business of the University and any unique features that may impact the accounting policies.
  - iv. Knowledge and understanding of the strategies that the University has adopted, especially the risks inherent with new strategies.
  - v. An ability to understand the University's risk environment.



## Finance and Property Committee

---

### 1. COMPOSITION OF THE COMMITTEE

- a) Voting Members appointed by the Board (ordinarily a maximum of 11 voting members):
- (1) Two Board members from the membership categories identified by the *Alberta Post-Secondary Learning Act (the Act)* as *general public, alumni* and *Senate*
  - (2) A Board member from the membership category identified by the Act as *academic staff of the University*
  - (3) A Board member from the membership category identified by the Act as *non-academic staff of the University*
  - (4) Two Board members from the membership category identified by the Act as *students nominated by the council of the students association* or as *graduate student nominated by the council of the association*
  - (5) One other member of the Board of Governors
  - (6) A member of the general public with specific expertise in a field of interest to the Committee
  - (7) The Board Chair, by virtue of office
  - (8) The President and Vice-Chancellor, by virtue of office
  - (9) The Chancellor, by virtue of office
- c) One of the members from the Board's constituencies of general public, or the Senate or the Alumni Association who is a member of the Committee shall also serve as a member of the Audit Committee.
- d) The Board of Governors shall appoint the Committee Chair from the Committee membership category 2(a)(1), upon the recommendation of the Board Chair.
- e) The Committee shall designate the Vice-Chair from the Committee membership upon the recommendation of the Board Chair and the Committee Chair. The Vice-Chair undertakes and discharges all duties of the Chair in the absence of the Chair.



## Human Resources and Compensation Committee

---

### 2. COMPOSITION OF COMMITTEE

- (a) Voting Members appointed by the Board (ordinarily a maximum of 10 voting members):
  - (1) Up to six Board members from the membership categories identified by the Alberta Post-Secondary Learning Act (the Act) as general public, alumni and senate. There shall be no board members on this committee representing academic staff, non-academic staff or students
  - (2) If required, a member of the general public with specific expertise in a field of interest to the Committee, to ensure the committee has the appropriate balance of skills and competencies;
  - (3) The Board Chair, by virtue of office
  - (4) The President and Vice-Chancellor, by virtue of office
  - (5) The Chancellor, by virtue of office
- (b) The Board of Governors shall appoint the Committee Chair from the Committee membership category 2(a)(1), upon the recommendation of the Board Chair.
- (c) The Committee shall designate the Vice-Chair from the Committee membership upon the recommendation of the Board Chair and the Committee Chair. The Vice-Chair undertakes and discharges all duties of the Chair in the absence of the Chair.



## Investment Committee

---

### COMPOSITION OF COMMITTEE

- a) Voting Members appointed by the Board (ordinarily a maximum of 13 voting members)
  - (1) Two Board members from the membership categories identified by the *Alberta Post-Secondary Learning Act (the Act)* as *general public, alumni* and *Senate* subject to 2 (c) below
  - (2) Three to eight members of the general public
  - (3) The Board Chair, by virtue of office
  - (4) The President and Vice-Chancellor, by virtue of office
  - (5) The Chancellor, by virtue of office
  
- c) No member of the staff (academic or non-academic) nor any student of the University shall sit as a member of the Committee.
  
- d) The Board of Governors shall appoint the Committee Chair from the Committee membership category 2(a)(1) or 2(a)(2), upon the recommendation of the Board Chair.
  
- e) The Committee shall designate the Vice-Chair from the Committee membership upon the recommendation of the Board Chair and the Committee Chair. The Vice-Chair undertakes and discharges all duties of the Chair in the absence of the Chair.
  
- f) A skills/competency matrix of the membership will be maintained to assist the Board of Governors in the appointment of Voting Members.





## Learning and Discovery Committee

---

### 2. COMPOSITION OF THE COMMITTEE

- a) Voting Members appointed by the Board (ordinarily a maximum of 10 voting members)
  - i) A Board member from the membership category identified by the Post-Secondary Learning Act (*the Act*) as *academic staff of the University*;
  - ii) A Board member from the membership category identified by the Act as an *undergraduate student nominated by the council of the undergraduate student association*;
  - iii) A Board member from the membership category identified by the Act as a *graduate student nominated by the council of the graduate student association*;
  - iv) Four Board members from the membership categories identified by the Act as general public, alumni and senate;
  - v) The Board Chair, by virtue of office
  - vi) The President and Vice-Chancellor, by virtue of office
  - vii) The Chancellor, by virtue of office
  
- b) The Board of Governors shall appoint the Committee Chair from the Committee membership category 2 a) iv), upon recommendation of the Board Chair,
  
- c) The Committee shall designate the Vice-Chair from the Committee membership upon the recommendation of the Board Chair and the Committee Chair. The Vice-Chair undertakes and discharges all duties of the Chair in the absence of the Chair.



## Safety, Health and Environment Committee

---

### 1. COMPOSITION OF COMMITTEE

- b) Voting Members appointed by the Board (ordinarily a maximum of 12 voting members)
  - (1) Two Board members from the membership categories identified by the *Alberta Post-Secondary Learning Act (the Act)* as *general public, alumni* and *Senate*
  - (2) A Board member from the membership category identified by the Act as *academic staff of the University*
  - (3) A Board member or designate from the membership category identified by the Act as *students nominated by the council of the students association*
  - (4) A Board member or designate from the membership category identified by the Act as *graduate student nominated by the council of the association*
  - (5) Board member or designate from the membership category identified by the Act as *member of the non-academic staff*
  - (6) Two members of the general public with specific expertise in the area of environmental health and safety.
  - (7) A member of the general public with specific expertise in the area of non-clinical community health
  - (8) The Board Chair, by virtue of office
  - (9) The President and Vice-Chancellor, by virtue of office
  - (10) The Chancellor, by virtue of office
  
- c) The Board of Governors shall appoint the Committee Chair from the Committee membership category 2(a)(1), upon the recommendation of the Board Chair.
  
- d) The Committee shall designate the Vice-Chair from the Committee membership upon the recommendation of the Board Chair and the Committee Chair. The Vice-Chair undertakes and discharges all duties of the Chair in the absence of the Chair.



## University Relations Committee

---

### COMPOSITION OF THE COMMITTEE

- a. Voting Members appointed by the Board (Ordinarily a maximum 12 voting members)
- (1) Three Board members from the membership categories identified by the *Alberta Post-Secondary Learning Act (the Act)* as *general public, alumni* and *Senate*
  - (2) A Board member from the membership category identified by the Act as *academic staff of the University*
  - (3) A Board member from the membership category identified by the Act as *member of the non-academic staff*
  - (4) A Board member from the membership category identified by the Act as *students nominated by the council of the students association*
  - (5) The Board member from the membership category identified by the Act as *graduate student nominated by the council of the association*
  - (6) Two members of the general public
  - (7) The Board Chair, by virtue of office
  - (8) The President and Vice-Chancellor, by virtue of office
  - (9) The Chancellor, by virtue of office
- c. Non-Voting Advisors invited by the Committee Chair  
From time to time, the Committee Chair may invite individuals who are not Board members to provide advice to the Committee.
- d. Committee Leadership  
The Board of Governors appoints the Committee Chair from the Committee membership category Section 4.a(1) of these terms of reference, upon the recommendation of the Board Chair. The Committee appoints the Committee Vice-Chair from the Committee membership category Section 4a(1) of these Terms of Reference, upon the recommendation of the Board Chair and the Committee Chair. The Vice-Chair undertakes and discharges all duties of the Chair in the absence of the Chair.