

Item No. 6a

**Governance Executive Summary  
Action Item**

<b>Agenda Title</b>	<b>Implementation of Recommendations of the 2018 Board Working Group: Board Ad Hoc Group on Committee Mandates and Membership</b>
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**Motion 1:** THAT the Board of Governors, on the recommendation of the Board Ad Hoc Group on Committee Mandates and Membership, approve the proposed *Principles for Board of Governors Standing Committee Composition*, as set forth in Attachment 1, effective immediately, to guide decisions regarding the composition of Board standing committees.

**Motion 2:** THAT the Board of Governors, on the recommendation of the Board Ad Hoc Group on Committee Mandates and Membership, approve the proposed Board Standing Committee Composition Frameworks, as set forth in Attachment 2, effective upon future approval of revised committee Terms of Reference (*with the exception of the Board Governance Committee for which changes can be effective immediately*).

**Motion 3:** THAT the Board of Governors, on the recommendation of the Board Ad Hoc Group on Committee Mandates and Membership, approve the proposed Board Standing Committee Mandate Statements, as set forth in Attachment 3, effective upon future approval of revised committee Terms of Reference (*with the exception of the Board Governance Committee for which changes can be effective immediately*).

**Item**

Action Requested	<input checked="" type="checkbox"/> Approval <input type="checkbox"/> Recommendation
Proposed by	Michael Phair, Chair, Board of Governors; Board Ad Hoc Group on Committee Mandates and Membership
Presenter(s)	Michael Phair, Chair, Board of Governors

**Details**

Responsibility	University Governance
The Purpose of the Proposal is ( <i>please be specific</i> )	<p>To seek Board of Governors approval of principles to guide future decisions regarding standing committee composition and of committee composition frameworks and mandate statements to be incorporated into future revised committee Terms of Reference.</p> <p>To brief the Board on work underway to implement Board recommendations for changes to limitations on delegation by the Board of Governors for Board Standing Committees, following the Board-approved Principles for Board Delegation of Authority.</p>
Executive Summary ( <i>outline the specific item – and remember your audience</i> )	<p><b><u>Background:</u></b></p> <p>In August 2017, the Board of Governors held a strategic retreat with objectives that included</p> <p><i>To solidify the Board of Governors’ commitment to dimensional governance that ensures the Board and all committees are doing the right work to guide the University and to support the ambitions of For the Public Good.</i></p> <p>The Board of Governors last reviewed its committee structure and mandates as a whole in 1999. Since that time, the <i>Universities Act</i> transitioned into the <i>Post-secondary Learning Act (2004)</i>, the <i>Alberta Public Agencies Governance Act (APAGA)</i> was established, and the</p>

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University of Alberta has continued to grow and transform. Following the retreat, a Board Working Group was formed to engage in a review of the Board of Governors' processes, structure and role in providing strategic oversight, insight and foresight with a goal of governance excellence in support of the university's institutional strategic plan. On June 15, 2018, the Board of Governors approved the Report and Recommendations of the Board Working Group 2018, including the establishment of a Board Ad Hoc Group on Committee Mandates and Membership (BAGMM) to continue the implementation of committee-restructuring recommendations.

BAGMM has been meeting since June 2018 to drive the implementation of recommendations made by the Board Working Group, and in October 2018, the Board approved the Terms of Reference for a Board Governance Committee to enhance board governance integrity, oversee the organization and procedures of the Board of Governors, and provide oversight for the institutional strategic plan.

BAGMM was also charged with:

1. The development of Principles on Board Standing Committee Composition;
2. The development of committee composition frameworks for each Board Standing Committee, based on the Principles on Board Standing Committee Composition.
3. Revisions to mandates for Board Standing Committees;
4. Revisions regarding limitations on delegation by the Board of Governors (based on Board-approved Principles to Guide Board Delegation of Authority);

**Current Proposal:**

1. *Principles for Board of Governors Standing Committee Composition*,  
Composition of Board standing committees is crucial to ensuring that decisions are made in an informed manner that takes into account the role of the Board and will consider the breadth of issues, fiduciary responsibilities and perspectives of the Board. These proposed principles provide a framework to create committee compositions that are reflective of the membership of Board and appropriate to the role and mandates of those committees.

At the October Board meeting, BAGMM brought forward *Principles for Board Standing Committee Composition* for Board approval but was asked by the Board to reconsider the conditions guiding the selection of committee Chairs. This revised proposal is intended to address those concerns.

Until the Board of Governors establishes Board bylaws, these principles will work together with the Board-approved General Terms of Reference for Board Standing Committees to guide the composition and function of Board committees.

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	<p><b>2. <u>Proposed Board Standing Committee Composition Frameworks</u></b></p> <p>In conjunction with the <i>Principles for Board of Governors Standing Committee Composition</i>, BAGMM also reviewed individual committee composition, and is recommending changes that include:</p> <ul style="list-style-type: none"> <li>• Less explicit membership categories, reflective of the principles’ commitment to diversity and broad representation, and of the Board Governance Committee’s new role in tracking skills matrices for each committee and populating committees accordingly.</li> <li>• The opportunity for each committee to include external members of the public, as needed.</li> <li>• A requirement for independent members on specific standing committees.</li> <li>• Slightly smaller committee memberships, with an odd number of maximum voting members (not including ex-officio) to assist in achieving quorum</li> </ul> <p><b>3. <u>Proposed Board Standing Committee Mandate Statements</u></b></p> <p>To reflect the Board-approved future restructuring of its committees, as well as the Board’s desire to focus not only on oversight, but also provide strategic foresight and insight, BAGMM reviewed each committee’s “mandate statement” at the beginning of its Terms of Reference and is proposing cohesive revisions that reflect these structural changes. Board committees had the opportunity to review the proposed mandate statements and provide feedback at their November meetings.</p> <p><b><u>Continuing Work:</u></b></p> <p><b>4. <u>Summary of Proposed Changes to Limitations to Board Delegation of Authority to Committees</u></b></p> <p>In June 2018, the Board approved <i>Principles for Board Delegation of Authority</i> and then tasked BAGMM with reviewing the current Board delegation of authority to its committees and determining where changes should be made, under these new Principles, with particular consideration of further delegation of authority.</p> <p>BAGMM has reviewed each’s committee’s limitations of delegated authority, as outlined in Terms of Reference, and, in consultation with General Counsel and senior administration, has compiled a list of possible future changes, some of which will take effect upon approval of the revised Terms of Reference, and others that are currently being worked on by Administration for Board approval at upcoming meetings. Final proposed changes to the Board’s delegation of authority to its committees will come forward for Board approval as part of the revised committee Terms of Reference in Spring 2019.</p>
<p>Supplementary Notes and context</p>	<p><b><u>Next steps:</u></b></p> <p>Current Board Standing Committee Terms of Reference and committee memberships do not yet reflect these recommended changes. Once the Board has approved these components, BAGMM will turn its work over to a consultant to review and propose changes to current Board Committee Terms of Reference. The revised Terms of Reference will</p>

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	<p>reflect these approved components and also align with:</p> <ul style="list-style-type: none"> <li>• the new Board committee structure</li> <li>• the guiding principles for Board delegation; and the Board's desire for strategic insight &amp; foresight</li> </ul> <p>This process will begin in early 2019 and will include opportunities for Board and committee member feedback before coming forward for Board approval in Spring 2019. Once approved, committee membership will be adjusted to reflect the new committee structure and membership parameters for implementation in the 2019-20 Governance year.</p>
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**Engagement and Routing** (Include meeting dates)

<p>Consultation and Stakeholder Participation (parties who have seen the proposal and in what capacity)</p> <p>&lt;For information on the protocol see the <a href="#">Governance Resources section Student Participation Protocol</a>&gt;</p>	<p><u><b>Those who are actively participating:</b></u></p> <ul style="list-style-type: none"> <li>• Michael Phair, Chair, Board of Governors</li> <li>• Members, Board Ad Hoc Group on Committee Mandates and Membership</li> <li>• Marion Haggarty-France, University Secretary</li> <li>• Juli Zinken, Board Secretary and Manager of Board Services</li> </ul> <p><u><b>Those who have been consulted:</b></u></p> <ul style="list-style-type: none"> <li>• Board Standing Committees</li> <li>• President and Vice-Chancellor</li> <li>• General Counsel</li> <li>• President's Executive Committee - Strategic</li> </ul> <p><u><b>Those who have been informed:</b></u></p>
Approval Route (Governance)	Board of Governors, December 14, 2018 – for approval

**Strategic Alignment**

Alignment with <i>For the Public Good</i>	<p><i>SUSTAIN: Sustain our people, our work, and the environment by attracting and stewarding the resources we need to deliver excellence to the benefit of all.</i></p> <p><i>21. Encourage continuous improvement in administrative, governance, planning and stewardship systems, procedures, and policies that enable students, faculty, staff, and the institution as a whole to achieve shared strategic goals.</i></p>			
Alignment with Institutional Risk Indicator	<p>Please note below the specific institutional risk(s) this proposal is addressing.</p> <table border="0" style="width: 100%;"> <tr> <td style="width: 50%; vertical-align: top;"> <input type="checkbox"/> Enrolment Management  <input type="checkbox"/> Faculty and Staff  <input type="checkbox"/> Funding and Resource Management  <input type="checkbox"/> IT Services, Software and Hardware  <input checked="" type="checkbox"/> Leadership and Change  <input type="checkbox"/> Physical Infrastructure                 </td> <td style="width: 50%; vertical-align: top;"> <input checked="" type="checkbox"/> Relationship with Stakeholders  <input checked="" type="checkbox"/> Reputation  <input type="checkbox"/> Research Enterprise  <input type="checkbox"/> Safety  <input type="checkbox"/> Student Success                 </td> </tr> </table>		<input type="checkbox"/> Enrolment Management <input type="checkbox"/> Faculty and Staff <input type="checkbox"/> Funding and Resource Management <input type="checkbox"/> IT Services, Software and Hardware <input checked="" type="checkbox"/> Leadership and Change <input type="checkbox"/> Physical Infrastructure	<input checked="" type="checkbox"/> Relationship with Stakeholders <input checked="" type="checkbox"/> Reputation <input type="checkbox"/> Research Enterprise <input type="checkbox"/> Safety <input type="checkbox"/> Student Success
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Legislative Compliance and jurisdiction	<ul style="list-style-type: none"> <li>• The <i>Alberta Public Agencies Governance Act</i> (APAGA) promotes transparency, accountability, and good governance for the province's nearly 250 agencies, boards and commissions.</li> </ul>			

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Attachments:

1. Proposed Principles for Board of Governors Standing Committee Composition (1 page) – for approval
2. Proposed Board Standing Committee Composition Frameworks (9 pages) – for approval
3. Proposed Board Standing Committee Mandate Statements (3 pages) – for approval
4. Summary of Proposed Changes to Limitations to Board Delegation of Authority to Committees (1 page) – for information

*Prepared by:* Juli Zinken, Board Secretary and Manager of Board Services, [juli.zinken@ualberta.ca](mailto:juli.zinken@ualberta.ca) / 780-492-4715



## Principles for Board of Governors Standing Committee Composition

### Introduction

Governance at the University of Alberta relies upon a structure wherein the Board of Governors can delegate provincially-mandated authorities to its standing committees. As such, the composition of those standing committees is crucial to ensuring that decisions are made in an informed manner that takes into account the role of the Board and will consider the breadth of issues, fiduciary responsibilities and perspectives of the Board. The following principles provide a framework to create committee compositions that are reflective of the membership of Board and appropriate to the role and mandates of those committees.

### Principles

1. Wherever possible, committee composition will reflect a balance of public members and internal constituencies, with a commitment to diversity and broad representation.
2. All Board members are eligible to serve on Board standing committees except in those circumstances where a committee's mandate requires independence of its members and/or a member may have a conflict of interest.
3. ~~Wherever possible, t~~The Chair of a standing committee ~~will be a public board member appointed by the Board.~~ will be recommended by the Board Chair for approval by the Board; the Vice-Chair of a standing committee will be elected by the committee from its appointed voting members of the committee.
4. Wherever possible, members of the Board will serve on at least one standing committee.
5. Where there is a requirement for additional expertise on a specific standing committee, external members of the public will be appointed to the standing committee.
6. Board members interested in observing a committee meeting may do so at the expressed invitation of the Committee Chair.
7. The President will appoint all non-voting officials to standing committees and these officials will be included in the membership of a standing committee. When appointing officials to the standing committee, normally, the number of board committee members will be greater than the number of officials.
8. Wherever possible, to better-facilitate quorum, the number of voting committee members (excluding ex-officio voting members) will not be an even number.
9. Wherever possible, members' terms on a committee will be staggered to aide in transition of new members and continued good governance.



Consider the following:

- Principles of Committee Composition (attached)
- An odd number of voting members (not including ex-officio) is better in order to achieve quorum
- There are 18 voting Board members (excluding ex-officio):

Board composition by constituency (per the PSLA) (excluding ex-officio):

<b>Constituency</b>	<b># of members</b>	<b>Term Length</b>
Alumni	2	3 years
Senate	1	3 years
Academic Staff	2	3 years
Undergraduate Student	2	1 year
Graduate Student	1	1 year
Non-Academic Staff	1	3 years
General Public	9	3 - 6 years

- Each member should sit on at least one committee.
- In current structure, there are 60 voting member spots on committees (including external members of the public, and excluding ex-officio) – 49 are currently filled.
- In proposed structure, there are 47 voting member spots on committees (including external members of the public, and excluding ex-officio).
- Which committees require independent members?
  - BARC, BHRCC, BIC
- Going forward, rather than specify required skillsets in each committee's Terms of Reference, the Board Governance Committee will work with Committee Chairs to maintain skills matrices for each committee to ensure committee membership reflects the required skillset.

Original Composition Framework	Proposed new Composition Framework
<b>Board Audit and Risk Committee</b>	
<p>(a) Voting Members appointed by the Board (<b>Ordinarily a maximum of 12</b>)</p> <ol style="list-style-type: none"> <li>(1) At least 2 Board members from the membership categories identified by the Alberta <i>Post-Secondary Learning Act</i> (the Act) as general public, alumni and senate ; and</li> <li>(2) At least 2, but no more than 8, external members of the general public</li> <li>(3) The Board Chair, by virtue of office</li> <li>(4) The Chancellor, by virtue of office</li> </ol> <p>(b) Non-Voting Officials</p> <ol style="list-style-type: none"> <li>(1) External Auditor (Auditor General of Alberta)</li> <li>(2) The President and Vice-Chancellor, by virtue of office</li> </ol> <p>(c) Non-Voting Officials appointed by the President</p> <ol style="list-style-type: none"> <li>(1) Provost and Vice-President (Academic)</li> <li>(2) Vice-President (Finance and Administration)</li> <li>(3) University Auditor (Associate Vice-President (Audit &amp; Analysis) and University Auditor)</li> <li>(4) General Counsel</li> <li>(5) University Secretary</li> <li>(6) Committee Secretary</li> <li>(7) Other officers, as determined by the President</li> </ol> <p>(d) No member of the staff (academic or non-academic) nor any student of the University shall sit as a member of the Committee.</p> <p>(e) One member of the Committee shall also serve on the Board Finance and Property Committee. [...]</p> <p>(f) 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:</p> <ol style="list-style-type: none"> <li>i) The ability to read, comprehend and analyze the financial statements and the notes to the financial statements.</li> <li>ii) The ability to understand accounting policies, estimates and judgments when these are explained by management and the external auditor.</li> <li>iii) An understanding of the business of the University and any unique features that may impact the accounting policies.</li> <li>iv) Knowledge and understanding of the strategies that the University has adopted, especially the risks inherent with new strategies.</li> </ol>	<p>The Committee shall function in accordance with the Principles for Board of Governors Standing Committee Composition.</p> <p><b>Voting Members (ordinarily a maximum of 9)</b></p> <p><b><i>Ex-officio (2)</i></b></p> <ol style="list-style-type: none"> <li>a) The Board Chair, by virtue of office</li> <li>b) The Chancellor, by virtue of office</li> </ol> <p><b><i>Appointed (7)</i></b></p> <ol style="list-style-type: none"> <li>c) No more than seven voting members of the Board of Governors or external members of the public, as appointed by the Board or its delegate*</li> </ol> <p><b>Non-voting Members</b></p> <p><b><i>Non-Voting Officials</i></b></p> <ol style="list-style-type: none"> <li>d) The President and Vice-Chancellor, by virtue of office</li> <li>e) External Auditor (Auditor General of Alberta)</li> </ol> <p><b><i>Non-Voting Officials appointed by the President</i></b></p> <ol style="list-style-type: none"> <li>f) Provost and Vice-President (Academic)</li> <li>g) Vice-President (Finance and Administration)</li> <li>h) University Auditor</li> <li>i) General Counsel</li> <li>j) University Secretary</li> <li>k) Committee Secretary</li> <li>l) Other officers, as determined by the President</li> </ol> <p><b>Chair/Vice-Chair</b></p> <ol style="list-style-type: none"> <li>m) The Committee Chair and Vice-Chair shall be selected from Committee membership Section (c) of these Terms of Reference.</li> <li>n) The Vice-Chair undertakes and discharges all duties of the Chair in the absence of the Chair.</li> </ol> <p>*Voting Members of this committee require independence, as set-out in the Principles for Board of Governors Standing Committee Composition.</p>





v) An ability to understand the University's risk environment.	
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Original Composition Framework	Proposed new Composition Framework
<b>Board Finance and Property Committee</b>	
<p>a) <u>Voting Members</u> appointed by the Board (<b>ordinarily a maximum of 11 voting members</b>):</p> <ol style="list-style-type: none"> <li>(1) Two Board members from the membership categories identified by the <i>Alberta Post-Secondary Learning Act (the Act)</i> as <i>general public, alumni</i> and <i>Senate</i></li> <li>(2) A Board member from the membership category identified by the Act as <i>academic staff of the University</i></li> <li>(3) A Board member from the membership category identified by the Act as <i>non-academic staff of the University</i></li> <li>(4) Two Board members from the membership category identified by the Act as <i>students nominated by the council of the students association</i> or as <i>graduate student nominated by the council of the association</i></li> <li>(5) One other member of the Board of Governors</li> <li>(6) A member of the general public with specific expertise in a field of interest to the Committee</li> <li>(7) The Board Chair, by virtue of office</li> <li>(8) The President and Vice-Chancellor, by virtue of office</li> <li>(9) The Chancellor, by virtue of office</li> </ol> <p>b) <u>Non-Voting Officials</u> appointed by the President</p> <ol style="list-style-type: none"> <li>(1) Provost and Vice-President (Academic)</li> <li>(2) Vice-President (Facilities and Operations)</li> <li>(3) Vice-President (Finance and Administration)</li> <li>(4) Vice-President (University Relations)</li> <li>(5) University Secretary</li> <li>(6) Committee Secretary</li> <li>(7) Other officers, as determined by the President</li> </ol> <p>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.</p>	<p>The Committee shall function in accordance with the Principles for Board of Governors Standing Committee Composition.</p> <p><b>Voting Members (ordinarily a maximum of 10)</b></p> <p><b>Ex-officio (3)</b></p> <ol style="list-style-type: none"> <li>a) The Board Chair, by virtue of office</li> <li>b) The Chancellor, by virtue of office</li> <li>c) The President and Vice-Chancellor, by virtue of office</li> </ol> <p><b>Appointed (7)</b></p> <ol style="list-style-type: none"> <li>d) No more than seven voting members of the Board of Governors or external members of the public, as appointed by the Board or its delegate</li> </ol> <p><b>Non-voting Members</b></p> <p><b>Non-Voting Officials appointed by the President</b></p> <ol style="list-style-type: none"> <li>e) Provost and Vice-President (Academic)</li> <li>f) Vice-President (Facilities and Operations)</li> <li>g) Vice-President (Finance and Administration)</li> <li>h) Vice-President (University Relations)</li> <li>i) University Secretary</li> <li>j) Committee Secretary</li> <li>k) Other officers, as determined by the President</li> </ol> <p><b>Chair/Vice-Chair</b></p> <ol style="list-style-type: none"> <li>l) The Committee Chair and Vice-Chair shall be selected from Committee membership Section (d) of these Terms of Reference.</li> <li>m) The Vice-Chair undertakes and discharges all duties of the Chair in the absence of the Chair.</li> </ol>



Original Composition Framework	Proposed new Composition Framework
<b>Board Governance Committee</b>	
<p><b>Voting Members (ordinarily a maximum of 8)</b></p> <p><i>Ex-officio (3)</i></p> <ul style="list-style-type: none"> <li>a) The Board Chair, by virtue of office</li> <li>b) The Chancellor, by virtue of office</li> <li>c) The President and Vice-Chancellor, by virtue of office</li> </ul> <p><i>Appointed (5)</i></p> <ul style="list-style-type: none"> <li>d) At least three but no more than five voting members of the Board of Governors, of whom at least one must be the chair of a Board standing committee.</li> </ul> <p><b>Non-voting Members</b></p> <ul style="list-style-type: none"> <li>e) University Secretary</li> <li>f) Committee Secretary</li> </ul>	<p>The Committee shall function in accordance with the Principles for Board of Governors Standing Committee Composition.</p> <p><b>Voting Members (ordinarily a maximum of 10)</b></p> <p><i>Ex-officio (3)</i></p> <ul style="list-style-type: none"> <li>a) The Board Chair, by virtue of office</li> <li>b) The Chancellor, by virtue of office</li> <li>c) The President and Vice-Chancellor, by virtue of office</li> </ul> <p><i>Appointed (7)</i></p> <ul style="list-style-type: none"> <li>d) No more than seven voting members of the Board of Governors, and</li> <li>e) No more than one external member of the public,</li> </ul> <p>with a total not exceeding seven voting members as appointed by the Board or its delegate, of whom at least one must be the chair of a Board standing committee.</p> <p><b>Non-voting Members</b></p> <p><i>Non-Voting Officials</i></p> <ul style="list-style-type: none"> <li>f) University Secretary</li> <li>g) Committee Secretary</li> </ul> <p><b>Chair/Vice-Chair</b></p> <ul style="list-style-type: none"> <li>h) The Board Chair shall appoint the Committee Chair from the Committee membership Section (d) of these Terms of Reference.</li> <li>i) The Committee appoints the Committee Vice-Chair from the Committee membership category Section (d) 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.</li> </ul>



Original Composition Framework	Proposed new Composition Framework
<b>Board Human Resources and Compensation Committee</b>	
<p>(a) <u>Voting Members</u> appointed by the Board (<b>ordinarily a maximum of 10 voting members</b>):</p> <ol style="list-style-type: none"> <li>(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</li> <li>(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;</li> <li>(3) The Board Chair, by virtue of office</li> <li>(4) The President and Vice-Chancellor, by virtue of office</li> <li>(5) The Chancellor, by virtue of office</li> </ol> <p><u>Non-Voting Officials</u> appointed by the President</p> <ol style="list-style-type: none"> <li>(1) Provost and Vice-President (Academic)</li> <li>(2) Vice-President (Finance and Administration)</li> <li>(3) Vice-Provost and Associate Vice-President (Human Resources)</li> <li>(4) University Secretary</li> <li>(5) Committee Secretary</li> <li>(6) Other officers, as determined by the President</li> </ol>	<p>The Committee shall function in accordance with the Principles for Board of Governors Standing Committee Composition.</p> <p><b>Voting Members (ordinarily a maximum of 8)</b></p> <p><b><i>Ex-officio (3)</i></b></p> <ol style="list-style-type: none"> <li>a) The Board Chair, by virtue of office</li> <li>b) The Chancellor, by virtue of office</li> <li>c) The President and Vice-Chancellor, by virtue of office</li> </ol> <p><b><i>Appointed (5)</i></b></p> <ol style="list-style-type: none"> <li>d) No more than five voting members of the Board of Governors or external members of the public, as appointed by the Board or its delegate*</li> </ol> <p><b>Non-voting Members</b></p> <p><b><i>Non-Voting Officials appointed by the President</i></b></p> <ol style="list-style-type: none"> <li>e) Provost and Vice-President (Academic)</li> <li>f) Vice-President (Finance and Administration)</li> <li>g) Vice-Provost and Associate Vice-President (Human Resources)</li> <li>h) University Secretary</li> <li>i) Committee Secretary</li> <li>j) Other officers, as determined by the President</li> </ol> <p><b>Chair/Vice-Chair</b></p> <ol style="list-style-type: none"> <li>k) The Committee Chair and Vice-Chair shall be selected from Committee membership Section (d) of these Terms of Reference.</li> <li>l) The Vice-Chair undertakes and discharges all duties of the Chair in the absence of the Chair.</li> </ol> <p>*Voting Members of this committee require independence, as set-out in the Principles for Board of Governors Standing Committee Composition.</p>



Original Composition Framework	Proposed new Composition Framework
<b>Board Investment Committee</b>	
<p>a) <u>Voting Members</u> appointed by the Board (<b>ordinarily a maximum of 13 voting members</b>)</p> <ol style="list-style-type: none"> <li>(1) Two Board members from the membership categories identified by the <i>Alberta Post-Secondary Learning Act (the Act)</i> as <i>general public, alumni</i> and <i>Senate</i> subject to 2 (c) below</li> <li>(2) Three to eight members of the general public</li> <li>(3) The Board Chair, by virtue of office</li> <li>(4) The President and Vice-Chancellor, by virtue of office</li> <li>(5) The Chancellor, by virtue of office</li> </ol> <p>b) <u>Non-Voting Officials</u> appointed by the President</p> <ol style="list-style-type: none"> <li>(1) Vice-President (Finance and Administration)</li> <li>(2) University Secretary</li> <li>(3) Committee Secretary</li> <li>(4) Other officers, as determined by the President</li> </ol> <p>2. No member of the staff (academic or non-academic) nor any student of the University shall sit as a member of the Committee.</p>	<p>The Committee shall function in accordance with the Principles for Board of Governors Standing Committee Composition.</p> <p><b>Voting Members (ordinarily a maximum of 10)</b></p> <p><b><i>Ex-officio (3)</i></b></p> <ol style="list-style-type: none"> <li>a) The Board Chair, by virtue of office</li> <li>b) The Chancellor, by virtue of office</li> <li>c) The President and Vice-Chancellor, by virtue of office</li> </ol> <p><b><i>Appointed (7)</i></b></p> <ol style="list-style-type: none"> <li>d) No more than seven voting members of the Board of Governors or external members of the public, as appointed by the Board or its delegate*</li> </ol> <p><b>Non-voting Members</b></p> <p><b><i>Non-Voting Officials appointed by the President</i></b></p> <ol style="list-style-type: none"> <li>e) Vice-President (Finance and Administration)</li> <li>f) University Secretary</li> <li>g) Committee Secretary</li> <li>h) Other officers, as determined by the President</li> </ol> <p><b>Chair/Vice-Chair</b></p> <ol style="list-style-type: none"> <li>i) The Committee Chair and Vice-Chair shall be selected from Committee membership Section (d) of these Terms of Reference.</li> <li>j) The Vice-Chair undertakes and discharges all duties of the Chair in the absence of the Chair.</li> </ol> <p>*Voting Members of this committee require independence, as set-out in the Principles for Board of Governors Standing Committee Composition.</p>



Original Composition Framework	Proposed new Composition Framework
<b>Board Learning, Research, and Student Experience Committee</b>	
<p>a) Voting Members appointed by the Board (<b>ordinarily a maximum of 10 voting members</b>)</p> <ul style="list-style-type: none"> <li>i) A Board member from the membership category identified by the Post-Secondary Learning Act (<i>the Act</i>) as <i>academic staff of the University</i>;</li> <li>ii) A Board member from the membership category identified by the Act as <i>an undergraduate student nominated by the council of the undergraduate student association</i>;</li> <li>iii) A Board member from the membership category identified by the Act as a <i>graduate student nominated by the council of the graduate student association</i>;</li> <li>iv) Four Board members from the membership categories identified by the Act as general public, alumni and senate;</li> <li>v) The Board Chair, by virtue of office</li> <li>vi) The President and Vice-Chancellor, by virtue of office</li> <li>vii) The Chancellor, by virtue of office</li> </ul> <p>b) Non-Voting Officials appointed by the President</p> <ul style="list-style-type: none"> <li>i) Provost and Vice- President (Academic)</li> <li>ii) Vice-President (Research)</li> <li>iv) University Secretary</li> <li>v) Committee Secretary</li> <li>vi) Other officers, as determined by the President</li> </ul>	<p>The Committee shall function in accordance with the Principles for Board of Governors Standing Committee Composition.</p> <p><b>Voting Members (ordinarily a maximum of 10)</b></p> <p><b><i>Ex-officio (3)</i></b></p> <ul style="list-style-type: none"> <li>a) The Board Chair, by virtue of office</li> <li>b) The Chancellor, by virtue of office</li> <li>c) The President and Vice-Chancellor, by virtue of office</li> </ul> <p><b><i>Appointed (7)</i></b></p> <ul style="list-style-type: none"> <li>d) No more than seven voting members of the Board of Governors or external members of the public, as appointed by the Board or its delegate</li> </ul> <p><b>Non-voting Members</b></p> <p><b><i>Non-Voting Officials appointed by the President</i></b></p> <ul style="list-style-type: none"> <li>e) Provost and Vice- President (Academic)</li> <li>f) Vice-President (Research)</li> <li>g) University Secretary</li> <li>h) Committee Secretary</li> <li>i) Other officers, as determined by the President</li> </ul> <p><b>Chair/Vice-Chair</b></p> <ul style="list-style-type: none"> <li>j) The Committee Chair and Vice-Chair shall be selected from Committee membership Section (d) of these Terms of Reference.</li> <li>k) The Vice-Chair undertakes and discharges all duties of the Chair in the absence of the Chair.</li> </ul>



Original Composition Framework	Proposed new Composition Framework
<b>Board Reputation and Public Affairs Committee</b>	
<p>a. <u>Voting Members</u> appointed by the Board (<b>Ordinarily a maximum 12 voting members</b>)</p> <ol style="list-style-type: none"> <li>(1) Three Board members from the membership categories identified by the <i>Alberta Post-Secondary Learning Act (the Act)</i> as <i>general public, alumni</i> and <i>Senate</i></li> <li>(2) A Board member from the membership category identified by the Act as <i>academic staff of the University</i></li> <li>(3) A Board member from the membership category identified by the Act as <i>member of the non-academic staff</i></li> <li>(4) A Board member from the membership category identified by the Act as <i>students nominated by the council of the students association</i></li> <li>(5) The Board member from the membership category identified by the Act as <i>graduate student nominated by the council of the association</i></li> <li>(6) Two members of the general public</li> <li>(7) The Board Chair, by virtue of office</li> <li>(8) The President and Vice-Chancellor, by virtue of office</li> <li>(9) The Chancellor, by virtue of office</li> </ol> <p>b. <u>Non-Voting Officials</u> appointed by the President</p> <ol style="list-style-type: none"> <li>(1) Vice-President (University Relations)</li> <li>(2) Vice-President (Advancement)</li> <li>(3) Vice-President (Facilities and Operations)</li> <li>(4) University Secretary</li> <li>(5) Committee Secretary</li> <li>(6) Other officers, as determined by the President</li> </ol> <p>c. <u>Non-Voting Advisors</u> invited by the Committee Chair</p> <p>From time to time, the Committee Chair may invite individuals who are not Board members to provide advice to the Committee.</p>	<p>The Committee shall function in accordance with the Principles for Board of Governors Standing Committee Composition.</p> <p><b>Voting Members (ordinarily a maximum of 10)</b></p> <p><b><i>Ex-officio (3)</i></b></p> <ol style="list-style-type: none"> <li>a) The Board Chair, by virtue of office</li> <li>b) The Chancellor, by virtue of office</li> <li>c) The President and Vice-Chancellor, by virtue of office</li> </ol> <p><b><i>Appointed (7)</i></b></p> <ol style="list-style-type: none"> <li>d) No more than seven voting members of the Board of Governors or external members of the public, as appointed by the Board or its delegate</li> </ol> <p><b>Non-voting Members</b></p> <p><b><i>Non-Voting Officials appointed by the President</i></b></p> <ol style="list-style-type: none"> <li>e) Vice-President (University Relations)</li> <li>f) Vice-President (Advancement)</li> <li>g) Vice-President (Facilities and Operations)</li> <li>h) University Secretary</li> <li>i) Committee Secretary</li> <li>j) Other officers, as determined by the President</li> </ol> <p><b>Chair/Vice-Chair</b></p> <ol style="list-style-type: none"> <li>k) The Committee Chair and Vice-Chair shall be selected from Committee membership Section (d) of these Terms of Reference.</li> <li>l) The Vice-Chair undertakes and discharges all duties of the Chair in the absence of the Chair.</li> </ol>



Original Composition Framework	Proposed new Composition Framework
<b>Board Safety, Health and Environment Committee</b>	
<p>a) <u>Voting Members</u> appointed by the Board (<b>ordinarily a maximum of 12 voting members</b>)</p> <ol style="list-style-type: none"> <li>(1) Two Board members from the membership categories identified by the <i>Alberta Post-Secondary Learning Act (the Act)</i> as <i>general public, alumni</i> and <i>Senate</i></li> <li>(2) A Board member from the membership category identified by the Act as <i>academic staff of the University</i></li> <li>(3) A Board member or designate from the membership category identified by the Act as <i>students nominated by the council of the students association</i></li> <li>(4) A Board member or designate from the membership category identified by the Act as <i>graduate student nominated by the council of the association</i></li> <li>(5) Board member or designate from the membership category identified by the Act as <i>member of the non-academic staff</i></li> <li>(6) Two members of the general public with specific expertise in the area of environmental health and safety.</li> <li>(7) A member of the general public with specific expertise in the area of non-clinical community health</li> <li>(8) The Board Chair, by virtue of office</li> <li>(9) The President and Vice-Chancellor, by virtue of office</li> <li>(10) The Chancellor, by virtue of office</li> </ol> <p>b) <u>Non-Voting Officials</u> appointed by the President</p> <ol style="list-style-type: none"> <li>(1) Provost and Vice-President (Academic) or delegate</li> <li>(2) Vice-President (Finance and Administration)</li> <li>(3) Associate Vice-President (Risk Management Services)</li> <li>(4) University Secretary</li> <li>(5) Committee Secretary</li> <li>(6) Other officers, as determined by the President</li> </ol>	

**BAGMM: Proposed Changes to Board Committee Mandate Statements (from committee Terms of Reference)**

## Introductory statement:

- Current common language at the beginning of most of the committees' mandates: "The Committee shall monitor, evaluate and make decisions on behalf of the Board with respect to..."
- Proposed "blanket language" for committee mandates: "The <> Committee assists the Board of Governors in fulfilling its governance responsibilities by providing strategic oversight, insight, and foresight with respect to..."

Committee	Current	Proposed new wording – tracked changes	Proposed new wording – clean
<b>BARC</b>	<p>Except as provided in Section 4 hereof and in the Board's General Committee Terms of Reference, the Committee shall monitor, evaluate and make decisions on behalf of the Board with respect to all auditing, financial reporting and internal control functions relating to the University.</p>	<p><i>The Board Audit and Risk Committee assists the Board of Governors in fulfilling its governance responsibilities by providing strategic oversight, insight, and foresight</i> <del>Except as provided in Section 4 hereof and in the Board's General Committee Terms of Reference, the Committee shall monitor, evaluate and make decisions on behalf of the Board</del> with respect to all auditing, financial reporting and internal control functions; <u>occupational health, safety, environmental stewardship, and security of the University community; and enterprise-wide risk management relating to the University.</u></p>	<p>The Board Audit and Risk Committee assists the Board of Governors in fulfilling its governance responsibilities by providing strategic oversight, insight, and foresight with respect to all auditing, financial reporting and internal control functions; occupational health, safety, environmental stewardship, and security of the University community; and enterprise-wide risk management.</p>
<b>BFPC</b>	<p>Except as provided in paragraph 4 and in the Board's General Committee Terms of Reference, the Committee shall monitor, evaluate, advise and make decisions on behalf of the Board with respect to all strategic and significant financial and property matters and policies of the University.</p>	<p><i>The Board Finance and Property Committee assists the Board of Governors in fulfilling its governance responsibilities by providing strategic oversight, insight, and foresight</i> <del>Except as provided in paragraph 4 and in the Board's General Committee Terms of Reference, the Committee shall monitor, evaluate, advise and make decisions on behalf of the Board</del> with respect to all <del>strategic and</del> significant financial and property matters <del>and policies</del> of the University.</p>	<p>The Board Finance and Property Committee assists the Board of Governors in fulfilling its governance responsibilities by providing strategic oversight, insight, and foresight with respect to all significant financial and property matters of the University.</p>
<b>BGC</b>	<p>The Board Governance Committee is a standing committee of the Board of Governors charged with enhancing board governance integrity and performance by overseeing the effectiveness, impact, organization, and procedures of the Board of Governors.</p>	<p>The Board Governance Committee <u>assists the Board of Governors in fulfilling its governance responsibilities by providing strategic oversight, insight, and foresight</u> <del>is a standing committee of the Board of Governors charged with enhancing board governance integrity and performance</del> by overseeing the effectiveness, impact, organization, and procedures of the Board of Governors, <u>to enhance board governance performance.</u></p>	<p>The Board Governance Committee assists the Board of Governors in fulfilling its governance responsibilities by providing strategic oversight, insight, and foresight with respect to the effectiveness, impact, organization, and procedures of the Board of Governors, to enhance board governance performance.</p>



**BAGMM: Proposed Changes to Board Committee Mandate Statements (from committee Terms of Reference)**

Committee	Current	Proposed new wording – tracked changes	Proposed new wording – clean
<b>BHRCC</b>	<p>Except as provided in paragraph 4 and in the Board's General Committee Terms of Reference, the Committee shall monitor, evaluate, advise and make decisions on behalf of the Board with respect to, and the Board delegates to the Committee responsibility and authority for, all policies and procedure affecting staff working conditions at the University and matters for collective bargaining and related service contracts.</p>	<p><u>The Board Human Resources and Compensation Committee assists the Board of Governors in fulfilling its governance responsibilities by providing strategic oversight, insight, and foresight.</u><del>Except as provided in paragraph 4 and in the Board's General Committee Terms of Reference, the Committee shall monitor, evaluate, advise and make decisions on behalf of the Board with respect to, and the Board delegates to the Committee responsibility and authority for, all University human resources policies and, procedures, affecting staff working conditions at the University and trends; and matters for collective bargaining and related service contracts; and senior administration selection, review, compensation, and succession planning.</del></p>	<p>The Board Human Resources and Compensation Committee assists the Board of Governors in fulfilling its governance responsibilities by providing strategic oversight, insight, and foresight with respect to University human resources policies, procedures, and trends; collective bargaining and related service contracts; and senior administration selection, review, compensation, and succession planning.</p>
<b>BIC</b>	<p>Except as provided in paragraph 4 and in the Board's General Committee Terms of Reference, the Committee shall monitor, evaluate and make decisions on behalf of the Board with respect to all investments, including both short-term and long-term investments (“Investments”).</p>	<p><u>The Board Investment Committee assists the Board of Governors in fulfilling its governance responsibilities by providing strategic oversight, insight, and foresight.</u><del>Except as provided in paragraph 4 and in the Board's General Committee Terms of Reference, the Committee shall monitor, evaluate and make decisions on behalf of the Board with respect to all investments, including both short-term and long-term investments (“Investments”).</del></p>	<p>The Board Investment Committee assists the Board of Governors in fulfilling its governance responsibilities by providing strategic oversight, insight, and foresight with respect to all investments.</p>
<b>BLRSEC</b>	<p>Except as provided in paragraph 4 hereof and in the Board's General Committee Terms of Reference, the Committee shall, in accordance with the Committee's responsibilities with powers granted under the Post-Secondary Learning Act, monitor, evaluate, advise and make decisions on behalf of the Board with respect to matters concerning the teaching and research affairs of the University, including proposals coming from the administration and from General Faculties Council (the “GFC”), and shall consider future educational expectations and challenges to be faced by the University</p>	<p><u>The Board Learning, Research, and Student Experience Committee assists the Board of Governors in fulfilling its governance responsibilities by providing strategic oversight, insight, and foresight.</u><del>Except as provided in paragraph 4 hereof and in the Board's General Committee Terms of Reference, the Committee shall, in accordance with the Committee's responsibilities with powers granted under the Post-Secondary Learning Act, monitor, evaluate, advise and make decisions on behalf of the Board with respect to matters concerning the university teaching and research affairs, of the University, including proposals coming from the administration and from General Faculties Council (the “GFC”), and shall consider student mental health and wellness, and future educational expectations and challenges to be faced by the University.</del></p>	<p>The Board Learning, Research, and Student Experience Committee assists the Board of Governors in fulfilling its governance responsibilities by providing strategic oversight, insight, and foresight with respect to University teaching and research affairs, student mental health and wellness, and future educational expectations and challenges.</p>

**BAGMM: Proposed Changes to Board Committee Mandate Statements (from committee Terms of Reference)**

Committee	Current	Proposed new wording – tracked changes	Proposed new wording – clean
BRPAC	<p>The Committee promotes the advancement of the University’s Mission and Vision, aligns with the University Values, complies with the University Mandate and supports institution-wide plans, priorities and objectives by fulfilling its Committee Mandate in five Areas of Interest:</p> <ul style="list-style-type: none"> <li>a. University Reputation: The Committee guides efforts to ensure that the University safeguards and enhances its reputation to advance its interests.</li> <li>b. University Identity: The Committee guides efforts to ensure that the University protects and enhances its identity, brand and profile at the international, national, provincial, municipal and institutional levels to advance its interests.</li> <li>c. University Strategic Communication: The Committee guides efforts to ensure that the University identifies and effectively interprets strategic communication themes and key messages to targeted audiences, to enhance relationships, influence outcomes and advance the University’s interests.</li> <li>d. University Community Engagement: The Committee guides efforts to ensure that the University’s relationships with identified stakeholder communities are positive and productive.</li> <li>e. University Philanthropy and Advancement: The Committee guides efforts to ensure that the University’s philanthropic and advancement policies and plans promote, attract and generate revenue to advance the University’s interests.</li> </ul>	<p><del>The Board Reputation and Public Affairs Committee assists the Board of Governors in fulfilling its governance responsibilities by providing strategic oversight, insight, and foresight with respect to. The Committee promotes the advancement of the University’s Mission and Vision, aligns with the University Values, complies with the University Mandate and supports institution-wide plans, priorities and objectives by fulfilling its Committee Mandate in five Areas of Interest:</del></p> <ul style="list-style-type: none"> <li><del>f. — University rReputation. — The Committee guides efforts to ensure that the University safeguards and enhances its reputation to advance its interests.</del></li> <li><del>g. — University lIdentity: The Committee guides efforts to ensure that the University protects and enhances its identity, brand and profile at the international, national, provincial, municipal and institutional levels to advance its interests.</del></li> <li><del>h. — University S, strategic Ccommunication: The Committee guides efforts to ensure that the University identifies and effectively interprets strategic communication themes and key messages to targeted audiences, to enhance relationships, influence outcomes and advance the University’s interests.</del></li> <li><del>i. — University C, community eEngagement: The Committee guides efforts to ensure that the University’s relationships with identified stakeholder communities are positive and productive.</del></li> <li><del>j.f. — University P, philanthropy and aAdvancement: The Committee guides efforts to ensure that the University’s philanthropic and advancement policies and plans promote, attract and generate revenue to advance the University’s interests.</del></li> </ul>	<p>The Board Reputation and Public Affairs Committee assists the Board of Governors in fulfilling its governance responsibilities by providing strategic oversight, insight, and foresight with respect to University reputation, identity, strategic communication, community engagement, philanthropy and advancement.</p>
BSHEC	<p>Except as provided in paragraph 4 hereof and in the Board’s General Committee Terms of Reference, the Committee shall monitor, evaluate, advise and make decisions on behalf of the Board with respect to all matters concerning environmental health and the protection of the health, safety and security of the University community and the general public at the University as well as University student health and wellness.</p>	<p>Distributed among BARC and BLRSEC</p>	<p>Distributed among BARC and BLRSEC</p>



In June 2018, the Board approved Principles for Board Delegation of Authority. The Board then asked the Board Ad Hoc Group on Committee Mandates and Membership (BAGMM) to review the current Board delegation of authority to its committees and determine where changes should be made, under these new Principles, with particular consideration of further delegation of authority.

BAGMM has reviewed each's committee's limitations of delegated authority, as outlined in their Terms of Reference, in consultation with General Counsel and senior administration.

Proposed changes would include:

- a) A cross-committee statement that only those policies / policy changes with significant institutional impact would need to go to the full Board
  - o A review of current University policies to determine which policies are operational and could be delegated to administration going forward
- b) A cross-committee statement that the Board should see any reports, information, and recommendations related to issues that, in the opinion of a committee, may pose material risk to the university
- c) Specific consideration of parameters, including for approval of tuition and fees and acquisition or disposition of real property, establishing financial thresholds at which approval could be at the Board level, committee level, or by administration.
- d) Delegations to committees for specific items as recommended by the Board Working Group (Dean appointments, collection of student fees, committee appointments)

Final proposed changes to the Board's delegation of authority to its committees will come forward for Board approval as part of the revised committee Terms of Reference in Spring 2019.