



**1. Mandate and Role of the Committee** – 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, organization, and procedures of the Board of Governors, to enhance board governance performance.

**2. Areas of Responsibility**

Without limiting the generality of the foregoing, the Committee shall:

*Oversight of Institutional Strategic Plan*

- a) support the University in the development and ongoing monitoring of the institutional strategic plan, and report thereon to the Board, as necessary.
- b) in collaboration with the President, consider opportunities for forward-looking institutional strategy discussions with the Board and/or its standing committees.

*Composition and Succession Planning*

- c) guided by principles of equity, diversity, and inclusion, identify 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 a skills matrix for the Board to fulfil its responsibilities.
- d) in consultation with Committee Chairs, review 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, and recommend any required changes to the Board.
- e) work with the Board Chair to identify candidates as prospective Board members and/or committee members to fulfill the roles and responsibilities of the Board.
- f) develop and implement a systematic and open process for seeking nominations for Non-Governor Committee Members.

*Orientation and Development*

- g) facilitate opportunities related to Board member orientation, mentorship, development, continuing education, and Board strategic planning, including an annual Board retreat, to support a solid understanding of the University and good governance practices.
- h) oversee opportunities for member engagement with university stakeholders and key sectors of the broader community.

*Board Self-Assessment and Governance Best-Practices*

- i) oversee the Board self-evaluation process and report to the Board on any findings and outcomes.
- j) review the Board's committee structure and mandates to ensure committees remain relevant and effective, with a comprehensive review every three years.
- k) coordinate the mandates and Terms of Reference of all Board Standing Committees, and recommend changes to the Board of Governors
- l) monitor, review, and ensure Board compliance with governance legislation and documents.
- m) review and revise Board by-laws and codes of conduct for approval by the Board of Governors.
- n) in consultation with Committee Chairs, review Board processes and meeting effectiveness, ensuring items before the Board or its committees are addressed efficiently, appropriately, and in accordance with legislated standards and best practices.

- o) review the information needs and time commitment of members to ensure that information and meeting management systems and practices facilitate the most effective use of members' time.

Other Matters

- p) consider enterprise risk and opportunities associated with all items before the Committee and communicate those as needed to the Board Audit and Risk Committee.
- q) consider other matters at the request of the Board.

### **3. Limitation on Delegation by the Board of Governors**

The Committee functions in accordance with the Principles for Board of Governors Delegation of Authority. The general delegation of authority by the Board to the Committee shall be limited as set out in this paragraph. Notwithstanding the general delegation of authority to the Committee as set out in paragraph 2, the Board shall make all decisions with respect to:

- a) the institutional strategic plan.
- b) decisions arising from the Board self-evaluation process.
- c) the establishment or revisions of Board by-laws or codes of conduct.
- d) the appointment of members to Board standing committees and other representative roles on behalf of the Board of Governors.
- e) the mandates and Terms of Reference of all Board Standing Committees.

### **4. Composition**

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

#### **Members**

##### ***Ex-officio (3)***

- a) The Board Chair, by virtue of office
- b) The Chancellor, by virtue of office
- c) The President and Vice-Chancellor, by virtue of office

##### ***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) General Counsel and University Secretary
- f) Committee Secretary

#### **Chair/Vice-Chair**

- g) The Committee Chair and Vice-Chair shall be selected from Committee membership Section 4(d) of these Terms of Reference.
- h) The Vice-Chair undertakes and discharges all duties of the Chair in the absence of the Chair.

### **5. Committee Process and Procedures**

The Committee:

- a) functions in accordance with the Board of Governors Bylaws.
- b) develops and follows an annual work plan addressing both strategic and routine issues.

- c) annually reviews the terms of reference of the Committee and recommends to the Board of Governors any required changes.

**6. Reporting to the Board of Governors**

The Committee should report regularly to the Board of Governors with respect to its activities and decisions.

Decision History:

<i>DATE</i>	<i>DECISION-MAKER</i>	<i>DECISION</i>
2018-10-12	Board of Governors	Approved
2018-12-14	Board of Governors	Approved
2019-05-24	Board Governance Committee	Recommended
2019-06-14	Board of Governors	Approved
2022-03-09	Board Governance Committee	Recommended
2022-05-13	Board of Governors	Approved