Governance Executive Summary
Action Item

<table>
<thead>
<tr>
<th>Agenda Title</th>
<th>Proposed Terms of Reference for the:</th>
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<tbody>
<tr>
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<td>• Audit and Risk Committee</td>
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<td>• Finance and Property Committee</td>
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<td>• Governance Committee</td>
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<td>• Human Resources and Compensation Committee</td>
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<td>• Investment Committee</td>
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<td>• Learning, Research, and Student Experience Committee</td>
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<td>• Reputation and Public Affairs Committee</td>
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Motion:
THAT the Board of Governors, on the recommendation of its standing committees, approve:

a) the proposed Terms of Reference for the following standing committees of the Board of Governors:
   • Audit and Risk Committee
   • Finance and Property Committee
   • Governance Committee
   • Human Resources and Compensation Committee
   • Investment Committee
   • Learning, Research, and Student Experience Committee, and
   • Reputation and Public Affairs Committee
   as set forth in Attachment 1, to take effect July 1, 2019; and

b) the concurrent rescission of the existing Board standing committee Terms of Reference, as set forth in Attachment 2.

Item

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<tr>
<th>Action Requested</th>
<th>☒ Approval</th>
<th>☐ Recommendation</th>
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<tr>
<td>Proposed by</td>
<td>Michael Phair, Chair, Board of Governors; Marion Haggarty-France, University Secretary</td>
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<td>Presenter(s)</td>
<td>Michael Phair, Chair, Board of Governors; Marion Haggarty-France, University Secretary; Juli Zinken, Board Secretary and Manager of Board Services</td>
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Details

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<th>Responsibility</th>
<th>University Governance</th>
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<td>The Purpose of the Proposal is (please be specific)</td>
<td>To approve new and revised Terms of Reference for seven standing committees of the Board of Governors and to rescind the Terms of Reference for the current eight Board standing committees. These changes are being recommended based on the 2018 Report and Recommendations of the Board Working Group, Board-approved principle documents, and the Board’s direction regarding delegations of authority.</td>
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Executive Summary (outline the specific item – and remember your audience)

Background:

In August 2017, the Board of Governors held a strategic retreat with objectives that included

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.

The Board of Governors last reviewed its committee structure and mandates as a whole in 1999. Since that time, the Universities Act transitioned into the Post-secondary Learning Act (2004), the Alberta Public Agencies Governance Act (APAGA) was established, and the University of Alberta has continued to grow and transform.

Following the retreat, a Board Working Group was formed to review 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 met from June to December 2018 and made the following recommendations that were subsequently approved by the Board of Governors:

- Terms of Reference for a Board Governance Committee
- Principles on Board Standing Committee Composition
- Committee composition frameworks for each Board Standing Committee
- Revisions to the mandate statements at the beginning of each committee’s Terms of Reference

BAGMM also considered revisions regarding limitations on delegation by the Board of Governors (based on Board-approved Principles to Guide Board Delegation of Authority); and, in consultation with General Counsel and senior administration, compiled a list of possible future changes. Some of these recommendations were intended to take effect upon approval of revised committee Terms of Reference, and others have already come forward for Board approval.

The last remaining component to implement the recommendations of the 2018 Board Working Group was to revise the Board standing committee Terms of Reference to ensure alignment with:

- the report’s committee restructuring recommendations,
- the Board-approved committee mandate statements and principle documents, and
- the Board’s direction regarding delegations of authority.

In February 2019, University Governance employed two post-secondary
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governance experts to review and propose revisions to the current committee Terms of Reference. Over the April meeting cycle, each Board committee was given the opportunity to review and provide feedback on its draft Terms of Reference. The draft Terms of Reference were also shared with General Counsel to ensure compliance with legislation, regulations, and policy.

Changes to Terms of Reference since the May Board meeting:

Following those reviews, feedback was incorporated into the drafts, and a final set of revised Terms of Reference proceeded through the May committee cycle for Board of Governors approval on June 14, 2019. Incorporated into these final drafts are changes to reflect:

- Feedback from the Board Audit and Risk Committee (BARC) that the language regarding “Enterprise-wide Risk Management” (ERM) in its Terms of Reference and the other standing committees’ Terms of Reference did not accurately reflect the Board’s new process for ERM oversight;
- Feedback from General Counsel that the proposed committee-wide statement on the Board’s role in approving new policy was too restrictive and would lead to the Board approving operational policies Administration currently has delegated authority over.
- Feedback from the Board Governance Committee that the phrase ‘ordinarily a maximum of <#>” in reference to the number of voting members (Section 4) was not needed and may lead to unintended confusion when compared with the more prescriptive phrasing of “no more than” in Section 4d of each committee’s Terms of Reference.
- BAGMM’s recommendation that the Board Human Resources and Compensation Committee (BHRCC) be granted delegated authority for approval of Dean appointments and reappointments, on behalf of the Board of Governors.
- The Board Finance and Property Committee’s (BFPC) recommendation regarding delegation of authority for residence and meal plan rates, pending Board of Governors’ approval on June 14, 2019.
- Feedback from Administration and General Counsel regarding specific items in the Terms of Reference for BARC, the Board Finance and Property Committee, and BHRCC.

Members and Administration also raised questions regarding the definition of independent voting members, as incorporated into the membership framework of the Terms of Reference for BARC, BHRCC, and the Board Investment Committee. While the Board approved the use of this term as part of its Principles for Board of Governors Standing Committee Composition in December 2018, development of a formal definition may be required going forward. At its May meeting, the Board Governance Committee decided to include a definition of independent voting members in future Board Bylaws, which the committee will begin work on in 2019-20.

Supplementary Notes / context

Next steps: over the coming months, University Governance will work with:
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| Committee Chairs and Administration to ensure changes to the committees’ Terms of Reference are reflected in each committee’s annual workplan and meeting structure; and |
| key internal stakeholders to communicate and implement these changes, ensuring that university policy documents reflect these changes. |

**Engagement and Routing** (Include meeting dates)

| Consultation and Stakeholder Participation (parties who have seen the proposal and in what capacity) |
| <For information on the protocol see the Governance Resources section Student Participation Protocol> |

**Those who are actively participating:**
- Marion Haggarty-France, University Secretary
- Juli Zinken, Board Secretary and Manager of Board Services
- Julia Eastman, former University Secretary; Adjunct Professor, Peter B. Gustavson School of Business, University of Victoria
- Christine Tausig Ford, former VP and Chief Operating Officer, Universities Canada; President, Higher Thinking Strategies Limited
- Brad Hamdon, General Counsel

**Those who have been consulted:**
- Board of Governors – ongoing consultation since 2017
- Board Standing Committees – April and May 2019 meetings (+ early consultation during Board Working Group and BAGMM reviews)
- President’s Executive Committee – April 2019 (+ early consultation during Board Working Group and BAGMM reviews)

**Those who have been informed:**
- Approval Route (Governance) (including meeting dates)
  - Board Standing Committees – for recommendation of individual Terms of Reference (May 2019 committee meetings)
  - Board of Governors – for approval (June 14, 2019)

**Strategic Alignment**

| Alignment with For the Public Good |
| 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. |
| 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. |

| Alignment with Institutional Risk Indicator |
| Please note below the specific institutional risk(s) this proposal is addressing. |
| ☐ Enrolment Management |
| ☐ Faculty and Staff |
| ☐ Funding and Resource Management |
| ☐ IT Services, Software and Hardware |
| ☒ Leadership and Change |
| ☐ Physical Infrastructure |
| ☒ Relationship with Stakeholders |
| ☒ Reputation |
| ☐ Research Enterprise |
| ☐ Safety |
| ☐ Student Success |

| Legislative Compliance and jurisdiction |
| ☐ The Alberta Public Agencies Governance Act (APAGA) |
| ☐ Post-secondary Learning Act Section 62 |
| ☐ Principles for Board of Governors Delegation of Authority |
| ☐ Principles for Board of Governors Standing Committee Composition |
| ☐ Board Standing Committee Terms of Reference |

**Attachments:**
1. Proposed new and revised Board Standing Committee Terms of Reference (21 pages) – for approval
2. Current Board Standing Committee Terms of Reference (29 pages) – for rescission

**Prepared by:** Juli Zinken, Board Secretary and Manager of Board Services, juli.zinken@ualberta.ca
1. **Mandate and Role of the Committee** – 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.

2. **Areas of Responsibility**

   Without limiting the generality of the foregoing, the Committee:

   - **Financial Reporting**
     a) reviews with administration and the external auditor:
        i. the University's annual financial statements, including any relevant accounting or disclosure matters;
        ii. the external auditor's audit findings report and draft opinion on the financial statements;
        iii. any significant changes in the external auditor's audit plan, difficulties or disputes with Administration, or other matters related to the conduct of the audit which are to be communicated to the Committee under generally accepted auditing standards; and
        iv. recommends the annual financial statements to the Board of Governors for approval.
     b) reviews with administration and the external auditor the appropriateness of the University's current and proposed accounting and financial disclosure policies, principles and practices.
     c) reviews regularly with the General Counsel, Administration, and the external auditors any legal claim, legal or regulatory matter, or other contingency that could have a material effect upon the financial position or operating results of the University and the manner in which these matters have been disclosed in the financial statements.
     d) reviews published documents containing financial information derived from the financial statements for consistency with the information contained in the financial statements.

   - **Audit Oversight**
     e) confirms and assures the independence of the University Auditor and the external auditor (including its agent).
     f) meets with the University Auditor, external auditor and Administration in separate in camera sessions to discuss any matters that the Committee or these groups believe should be discussed privately with the Committee.
     g) approves, in consultation with the external auditor and the University Auditor, their audit scope and plans.
     h) discusses audit findings and recommendations and confirms the appropriateness of administration’s responses.
     i) reviews with the external auditor and the University Auditor the coordination of audit effort to assure completeness of coverage, reduction of redundant efforts and the effective use of audit resources.
     j) provides an open avenue of communication between the University Auditor, external auditor, Administration and the Board.

   - **External Audit Oversight**
     k) reviews the annual engagement letter.
     l) receives reports on external audits other than those done by the Office of the Auditor General.

   - **Internal Audit Oversight**
     m) approves the appointment, replacement, reassignment, or removal of the University Auditor.
n) considers and reviews with Administration and the University Auditor:
   i. significant findings during the year and the responses of Administration thereto.
   ii. any difficulties encountered in the course of audits, including any restrictions on the scope of work or access to required information.
   iii. any changes required in the planned scope of the audit plan.
   iv. the internal audit department’s charter, budget, staffing plan and work schedule.
   v. the internal audit department’s compliance with applicable professional standards.

*Enterprise-wide Risk Management*

o) oversees the University’s enterprise-wide risk management system on behalf of the Board. This includes:
   i. keeping the Board apprised of significant changes in risk levels and of emerging risks and opportunities.
   ii. guiding and coordinating consideration of risk by other Board committees.
   iii. overseeing the enterprise risk management system and processes, including risk identification, monitoring, reporting and management.
   iv. regular Board education about the enterprise risk management process and associated roles and responsibilities.

p) reviews with administration, the University Auditor and the external auditor significant risks or exposures and assesses the adequacy of internal controls and mitigation strategies and measures. This includes reviewing reports from administration and the auditors and assessing the adequacy of:
   i. insurance coverage.
   ii. disaster recovery and business continuity plans and processes.
   iii. governance policies and procedures for information technology and information security controls.
   iv. other policies and procedures in place to minimize risks to asset value and mitigate damage to or deterioration of asset value.
   v. processes and controls to prevent and detect fraud and financial irregularities, including procedures for safe disclosure of complaints and concerns regarding financial irregularities or other accounting or auditing matters.

q) obtains reasonable assurance that financial risk is being effectively managed or controlled by reviewing with Administration:
   i. the University’s tolerance for financial risks.
   ii. its assessment of the significant financial risks facing the University.
   iii. the University’s policies and any proposed changes thereto for managing those significant financial risks.
   iv. its plans, processes and programs to manage and control such risks, including any strategies for mitigating foreign currency, interest rate and commodity price risk beyond those subject to the oversight by the University Board’s Investment Committee.

r) reviews regularly with the University’s General Counsel any legal or privacy claims or issues that could have a material effect upon the reputation or operations of the University.

s) reviews policies and reports on compliance therewith that require significant actual or potential liabilities, contingent or otherwise, to be reported to the Board in a timely fashion.

t) annually reviews a report on the compliance of travel and hosting expenditures incurred by the Board Chair, the President, and the Vice-Presidents with pertinent policies.

*Occupational Health, Safety, Environmental Stewardship and Security*

u) monitors compliance with pertinent legislation, regulations and University policies and procedures.

v) reviews and provides advice and recommendations on:
   i. reports on significant incidents, trends and outcomes at the University.
ii. strategies and measures to support a culture that promotes occupational health, safety, environmental stewardship and security at the University.

*Policy and Other Matters*

w) reviews and approves changes to existing University policies relating to the Committee’s mandate, subject to the Limitations on Delegation as set out in paragraph 3.
x) reviews and recommends new University policies relating to the Committee’s mandate, as set out in the University’s Policy Development Framework.
y) considers 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 is limited as set out in this paragraph. Notwithstanding the general delegation of authority to the Committee as set out in paragraph 2, the Board:

a) approves the annual financial statements of the University.
b) approves policy changes with significant institutional impact.
c) approves new policies relating to the Committee’s mandate, as set out in the University’s Policy Development Framework.
d) reviews and approves decisions with respect to information from the Auditor General or the University Auditor on controls or related matters the Chair of the Committee or the Committee may consider prudent or necessary.
e) approves recommendations and considers information and reports on matters that in the opinion of the Committee may pose significant risk to the University, including to the health and safety of individuals.

4. Composition

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

**Voting Members**

*Ex-officio (2)*

a) The Board Chair, by virtue of office
b) The Chancellor, by virtue of office

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*

**Non-voting Members**

*Non-Voting Officials*

d) The President and Vice-Chancellor, by virtue of office
e) External Auditor (Auditor General of Alberta)

*Non-Voting Officials appointed by the President*

f) Provost and Vice-President (Academic)
g) Vice-President (Finance and Administration)
h) University Auditor
i) General Counsel
j) University Secretary
k) Committee Secretary
l) Other officers, as determined by the President
Chair/Vice-Chair

m) The Committee Chair and Vice-Chair shall be selected from Committee membership Section 4(c) of these Terms of Reference.

n) The Vice-Chair undertakes and discharges all duties of the Chair in the absence of the Chair.

*Voting Members of this committee require independence, as set-out in the Principles for Board of Governors Standing Committee Composition.

5. Committee Process and Procedures
The Committee:

a) functions in accordance with the Board’s General Committee Terms of Reference.
b) develops and follows an annual work plan addressing both strategic and routine issues.
c) may ask members of Administration or others to attend a meeting and provide pertinent information as necessary.
d) has the power to conduct or authorize investigations into any matters within the Committee's scope of responsibilities. The Committee is empowered to retain independent counsel, accountants, or others to assist it in the conduct of any investigation.
e) annually reviews the terms of reference of the Committee and recommends to the Board Governance Committee any required changes.

6. Reporting to the Board of Governors
The Committee reports regularly to the Board of Governors with respect to its activities and decisions.

Decision History:

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<th>DECISION</th>
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<tr>
<td>2019-05-27</td>
<td>Board Audit and Risk Committee (Board Audit Committee)</td>
<td>Recommended</td>
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1. Mandate and Role of the Committee – 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.

2. Areas of Responsibility
Without limiting the generality of the foregoing, the Committee:

Financial
a) reviews and monitors quarterly financial statements with respect to operating and capital funds.
b) reviews and approves capitalization of funds to endowments.
c) reviews and recommends approval of the annual consolidated and capital budgets.
d) monitors trends and key budget drivers affecting the University and identifies the strategic implications of those trends for the University’s future needs.
e) with input from the Board Reputation and Public Affairs Committee, reviews the annual report on donations and gifts, monitors fundraising performance, and considers implications, within the Board Finance and Property Committee mandate, for the mission and sustainability of the University.
f) reviews, approves, and recommends approval of internal loans, as determined by the university’s Internal Loan Policy.

Tuition and Fees
g) approves increases to domestic student tuition fees equal to or less than the Consumer Price Index, as defined under the Alberta Post-Secondary Learning Act and its associated Regulations.
h) reviews and recommends new mandatory non-instructional fees, and approves increases to existing mandatory non-instructional fees equal to or less than the agreed-upon weighted annual inflation with both a ceiling of 5.0% and a floor of 0%.
i) approves new mandatory student instructional support fees, and changes to or deletions of existing mandatory student instructional support fees.
j) reviews and recommends approval of international student tuition fees.
k) approves the collection of fees on behalf of University of Alberta Students’ Union and Graduate Students’ Association.
l) reviews and approves residence rental rate increases equal to or less than 5.0%.
m) reviews and approves meal plan rate increases equal to or less than the most recently reported Alberta Consumer Price Index plus 1.0%.
n) reviews and recommends approval of parking rates.

Facilities, Property and Capital Expenditures
o) reviews, approves, and recommends approval of capital expenditures, as determined by the University’s Capital Expenditure Authorization Request (CEAR) Policy.
p) reviews and recommends approval of the acquisition or disposition of real property, as determined by the University’s Real Property Acquisition and Disposition Procedures and as guided by the Capital Expenditure Authorization Request (CEAR) Policy approval limits.
q) Identifies and monitors trends relating to the University’s property and its deferred maintenance needs, and assesses the strategic impact of such trends and changes on the University.
r) reviews quarterly planning reports for individual capital projects.
s) reviews and recommends approval of lands to be transferred to the University of Alberta Properties Trust Inc.
t) reviews and recommends approval of the appointment and renewal of terms of office of directors of the University of Alberta Properties Trust Inc.
u) reviews and recommends the university’s long-range development plan and other master plans for university lands, and monitors individual project proposals for implications to the university’s long-range planning and strategic vision.
v) approves expenditures of a non-capital nature from the real property reserve fund.

**Information Technology and Intellectual Property**
w) reviews reports, strategies and plans regarding physical infrastructure and resource optimization for University information technology systems.
x) reviews and recommends new University policies on intellectual property and technology transfer and approves changes to policy in consultation with the Board Learning, Research and Student Experience committee.

**Policy and Other Matters**
y) reviews and approves changes to existing University policies relating to the Committee’s mandate, subject to the Limitations on Delegation as set out in paragraph 3.
z) reviews and recommends new University policies relating to the Committee’s mandate, as set out in the University’s Policy Development Framework.

aa) considers risks associated with items before the Committee and makes recommendations to the Board Audit and Risk Committee and the Board.
bb) considers 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 approves:

a) policy changes with significant institutional impact.
b) new policies relating to the Committee’s mandate, as set out in the University’s Policy Development Framework.
c) policies for the control and regulation of pedestrian and vehicle traffic on University lands.
d) guiding principles for changes to approved budgets and for transfer or reallocation of monies included in approved budgets.
e) the annual consolidated and capital budgets.
f) international student tuition fees.
g) exceptional increases to domestic student tuition greater than the Consumer Price Index, as allowed under the Alberta *Post-Secondary Learning Act* and its associated Regulations.
h) new mandatory non-instructional fees.
i) increases to mandatory non-instructional fees greater than 5%, as allowed under the Alberta *Post-Secondary Learning Act* and its associated Regulations.
j) residence rental rate increases greater than 5.0%.
k) meal plan rate increases greater than the most recently reported Alberta Consumer Price Index plus 1.0%.
l) parking rates.
m) capital expenditures as determined by the University’s Capital Expenditure Authorization Request Policy.
n) the acquisition or disposition of real property as determined by the University’s Real Property Compliance Policy.
o) lands to be transferred to the University of Alberta Properties Trust Inc.
p) the appointment and renewal of terms of office of directors of the University of Alberta Properties Trust Inc.
q) the university’s long-range development plan and other master plans for university lands.
r) recommendations and considers information and reports on matters that in the opinion of the Committee may pose significant risk to the University.
4. Composition
The Committee functions in accordance with the Principles for Board of Governors Standing Committee Composition.

Voting 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) 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

Non-voting Members
Non-Voting Officials appointed by the President
e) Provost and Vice-President (Academic)
f) Vice-President (Facilities and Operations)
g) Vice-President (Finance and Administration)
h) Vice-President (University Relations)
i) University Secretary
j) Committee Secretary
k) Other officers, as determined by the President

Chair/Vice-Chair
l) The Committee Chair and Vice-Chair shall be selected from Committee membership Section 4(d) of these Terms of Reference.
m) 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’s General Committee Terms of Reference.
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 Governance Committee any required changes.

6. Reporting to the Board of Governors
The Committee reports regularly to the Board of Governors with respect to its activities and decisions.

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<td>2019-05-28</td>
<td>Board Finance and Property Committee</td>
<td>Recommended</td>
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University Governance is the official copyholder for files of the Board of Governors, GFC, and their standing committees.
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, impact, 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**
- support the University in the development and ongoing monitoring of the institutional strategic plan, and report thereon to the Board, as necessary.
- identify an annual outline of topics for discussion by the Board related to the institutional strategic plan, and also consider and explore other areas requiring additional focus by the Board or its committees.

**Composition and Succession Planning**
- 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 fulfill its responsibilities.
- 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.
- develop and implement a systematic and open process for seeking nominations for external members of the public to sit on Board committees.

**Orientation and Development**
- 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.
- oversee opportunities for member engagement with university stakeholders and key sectors of the broader community.

**Board Self-Assessment and Governance Best-Practices**
- oversee the Board self-evaluation process and report to the Board on any findings and outcomes.
- review the Board’s committee structure and mandates to ensure committees remain relevant and effective, with a comprehensive review every three years.
- monitor, review, and ensure Board compliance with governance legislation and documents.
- review and revise Board by-laws and codes of conduct for approval by the Board of Governors.
- 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.
- 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.
- ensure follow-up on action items and other recommendations of the Board.

**Other Matters**
- considers risks associated with items before the Committee and makes recommendations to the Board Audit and Risk Committee and the Board.
- 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) decisions arising from the Board self-evaluation process.
b) the establishment or revisions of Board by-laws or codes of conduct.
c) the appointment of members to Board standing committees and other representative roles on behalf of the Board of Governors.

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

   **Voting 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) No more than seven voting members of the Board of Governors, and
   e) No more than one external member of the public,

   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.

   **Non-voting Members**
   
   *Non-Voting Officials*
   f) University Secretary
   g) Committee Secretary

   **Chair/Vice-Chair**
   h) The Board Chair shall appoint the Committee Chair from the Committee membership Section 4(d) of these Terms of Reference.
   i) The Committee appoints the Committee Vice-Chair from the Committee membership category Section 4(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.

5. **Committee Process and Procedures**
   The Committee:
   
a) functions in accordance with the Board’s General Committee Terms of Reference.
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.


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<th>DECISION-MAKER</th>
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<tbody>
<tr>
<td>2018-10-12</td>
<td>Board of Governors</td>
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<td>2018-12-14</td>
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<td>2019-05-24</td>
<td>Board Governance Committee</td>
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1. **Mandate and Role of the Committee** – 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.

2. **Areas of Responsibility**

Without limiting the generality of the foregoing, the Committee:

**Collective Bargaining**

a) considers and recommends to the Board changes in collective agreements.

b) reviews and approves the mandates for negotiating committees with all bargaining units.

c) receives updates on collective bargaining, the administration of collective agreements, and labour relations, and provides feedback and advice to the President.

**Senior Administration Appointments/Reviews**

President

d) monitors Presidential effectiveness and, through the Chair of the Committee, provides advice to the Chair of the Board on the performance of the President.

e) annually solicits, reviews and evaluates the comments of the members of the Board with respect to the performance of the President and considers such other data, reports and information as the Committee considers useful.

f) recommends the President’s annual goals and objectives to the Board for approval.

g) appoints Board members to search and review committees for the President as established under the University’s Recruitment Policy and associated procedures.

h) reviews and recommends the appointment, extension, reappointment and dismissal of the President.

i) reviews and approves the compensation and all contractual terms and conditions for the President, prior to the execution thereof or any public announcement.

Vice-Presidents

j) reviews and recommends the appointment, extension, reappointments and dismissals of Vice-Presidents.

k) reviews and approves the compensation and all contractual terms and conditions for the Vice-Presidents prior to the execution thereof or any public announcement, on the advice of the President.

l) appoints Board members and external representatives of the Board to advisory search and review committees for Vice-Presidents, as established under the University’s Recruitment Policy and associated procedures.

m) annually provides advice to the President, through the Chair of the Committee, with respect to the responsibilities and performance (in relation thereto) of the Vice-Presidents.

**Senior Administration**

n) reviews and approves the appointment, extension, reappointments and dismissals of Deans and the University Registrar.

o) reviews and approves matters of a substantive nature with respect to the procedures for the selection of Deans, as established under the University’s Recruitment Policy and associated procedures.
p) reviews succession plans for senior administration.
q) annually reviews the performance and approves the compensation of the Deputy Provost, the Deans, the University Registrar and the University Librarian, upon the advice and recommendation of the Provost.
r) approves the appointment of Killam and Tory Chairs.

The Committee makes recommendations with respect to appointments, extensions, reappointments and dismissals of Vice-Presidents and Deans on the advice and recommendation of the President.

Reports, Advice, Trends
s) considers trends affecting human resources policies of the University.
t) receives the report of the nominee of the Board to the Board of Trustees, of the Universities Academic Pension Plan.
u) receives the report of the nominee of the Board to the Public Service Pension Plan Sponsor Board.
v) monitors trends in compensation and benefits for executives, senior administrators, faculty, staff and other employees.
w) reviews and provides feedback on regular reports on hiring, retention, and other employment-related matters.
x) monitors the performance of the University in the areas of responsibility of the Committee against key strategic performance indicators and reports on this to the Board.

Policy and Other Matters
y) reviews and approves changes to existing University policies relating to the Committee’s mandate, subject to the Limitations on Delegation as set out in paragraph 3.
z) reviews and recommends new University policies relating to the Committee’s mandate, as set out in the University’s Policy Development Framework.
aa) considers risks associated with items before the Committee and makes recommendations to the Board Audit and Risk Committee and the Board.
bb) considers 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 is limited as set out in this paragraph. Notwithstanding the general delegation of authority to the Committee as set out in paragraph 2, the Board approves:

a) the appointment, extension, reappointment and dismissal of Vice-Presidents and the President.
b) goals and objectives for the President.
c) collective agreements and substantial revisions thereof.
d) policy changes with significant institutional impact, including those related to the remuneration of Deans, Vice-Presidents and the President and other senior members of the Administration of the University.
e) new policies relating to the Committee’s mandate, as set out in the University’s Policy Development Framework.
f) recommendations and considers information and reports on matters that in the opinion of the Committee may pose significant risk to the University.

4. Composition
The Committee functions in accordance with the Principles for Board of Governors Standing Committee Composition.
BOARD HUMAN RESOURCES AND COMPENSATION COMMITTEE
Terms of Reference

Voting 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 (5)

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*

Non-voting Members

Non-Voting Officials appointed by the President

e) Provost and Vice-President (Academic)
f) Vice-President (Finance and Administration)
g) Vice-Provost and Associate Vice-President (Human Resources)
h) University Secretary
i) Committee Secretary
j) Other officers, as determined by the President

Chair/Vice-Chair

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

*Voting Members of this committee require independence, as set out in the Principles for Board of Governors Standing Committee Composition.

5. Committee Process and Procedures

The Committee:

a) functions in accordance with the Board’s General Committee Terms of Reference.
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 Governance Committee any required changes.

6. Reporting to the Board of Governors

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

Decision History:

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<th>DATE</th>
<th>DECISION-MAKER</th>
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<tr>
<td>2019-05-28</td>
<td>Board Human Resources and Compensation Committee</td>
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University Governance is the official copyholder for files of the Board of Governors, GFC, and their standing committees.
1. **Mandate and Role of the Committee** – 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.

2. **Areas of Responsibility**

   Without limiting the generality of the foregoing, the Committee:

   **Oversight of Investments**
   
   a) reviews and approves Investment Proposals and strategies in alignment with the University Funds Investment Policy.
   b) establishes and works within the University’s investment principles and beliefs.
   c) monitors, at least quarterly, implementation and compliance with the Investment Policy.
   d) monitors, at least annually, the actual and expected risk-return profile of the investment programs; the value added by specific elements of the Investment Policy; the continued appropriateness of the Investment Policy; and the cost effectiveness of the investment program.

   **Oversight of University’s investment custodians, advisors and managers**
   
   e) reviews the appointment and termination of the University’s investment custodians and advisors.
   f) monitors at least quarterly, the performance of individual investment managers.
   g) reviews, monitors, and provides feedback on the process for the appointment and termination of individual investment managers.

   **Policy and Other Matters**
   
   h) reviews and approves changes to existing University policies relating to the Committee’s mandate, subject to the Limitations on Delegation as set out in paragraph 3.
   i) reviews and recommends new University policies relating to the Committee’s mandate, as set out in the University’s Policy Development Framework.
   j) reviews and approves the annual compliance certificate that confirms Investment and Treasury staff comply with the Employee Code of Conduct.
   k) considers risks associated with items before the Committee and makes recommendations to the Board Audit and Risk Committee and the Board.
   l) considers 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 approves:

   a) policy changes with significant institutional impact, including:
      
      i. the establishment of broad risk tolerances, strategic asset allocation, and responsible investment.
      ii. investment objectives, and matters that affect the Effective Rate of Spending.
   b) new policies relating to the Committee’s mandate, as set out in the University’s Policy Development Framework.
   c) recommendations, and considers information and reports on matters that in the opinion of the Committee may pose significant risk to the University.
4. Composition
The Committee functions in accordance with the Principles for Board of Governors Standing Committee Composition.

Voting 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) 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*

Non-voting Members
Non-Voting Officials appointed by the President
   e) Vice-President (Finance and Administration)
   f) University Secretary
   g) Committee Secretary
   h) Other officers, as determined by the President

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

*Voting Members of this committee require independence, as set-out in the Principles for Board of Governors Standing Committee Composition.

5. Committee Process and Procedures
The Committee:
   a) functions in accordance with the Board’s General Committee Terms of Reference.
   b) develops and follows an annual work plan addressing both strategic and routine issues.
   c) annually reviews the terms of reference for the Committee and recommends to the Board Governance Committee any required changes.

6. Reporting to the Board of Governors
The Committee reports regularly to the Board of Governors with respect to its activities and decisions.

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<tr>
<td>2019-05-30</td>
<td>Board Investment Committee</td>
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University Governance is the official copyholder for files of the Board of Governors, GFC, and their standing committees.
1. **Mandate and Role of the Committee** - 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.

2. **Areas of Responsibility**

   Respecting the academic governance role of the General Faculties Council, the Committee assists the University to ensure that teaching, research and support for students advance in accordance with the University’s vision, mission and strategic plan and in response to the evolving needs of students and society.

   Subject to paragraph 3, the Committee:
   a) monitors, evaluates, advises and makes decisions on behalf of the Board related to teaching, learning, research, and student experience, within the Board’s legislative mandate.
   b) keeps abreast of trends, opportunities and challenges in these areas and of evolving community and societal expectations; and
   c) reviews the performance of the University in its areas of responsibility against appropriate performance measures and reports on this to the Board.

   Without limiting the generality of the foregoing, the Committee:

   **Oversight and Facilitation of Academic Mission**
   d) reviews and approves major initiatives related to the overall academic mission and related plans and policies of the University.
   e) keeps informed of how academic quality is measured at the university and regularly reviews and discusses quality assurance reports.
   f) reviews and approves recommendations of General Faculties Council:
      i. for the establishment, continuation and re-organization of faculties, schools, departments and makes recommendations to the Board in respect thereof.
      ii. for major changes in instructional and research programs and other academic matters.
      iii. concerning the Comprehensive Institutional Plan and/or a similar document as required and makes recommendations to the Board in respect thereof.
   g) reviews, provides feedback on and approves the enrolment management strategy and annually reviews such plans and outcomes.
   h) reviews and approves the Code of Student Behaviour, the Code of Applicant Behaviour and the Practicum Intervention Policy.
   i) monitors indicators, undertakes studies, and reviews academic matters that pertain to the quality of the educational experience at the University, in accordance with the Board’s mandate.
   j) receives for information proposals approved by the GFC Academic Planning Committee respecting Shared Credential Programs.

   **Oversight and Facilitation of Research and Knowledge Mobilization**
   k) reviews and approves recommendations of General Faculties Council for major changes in research programs.
   l) reviews and provides feedback on regular reports on research and knowledge mobilization, including the activities of centres and institutes.
   m) monitors matters related to intellectual property and technology transfer.
**Oversight and Facilitation of Quality of Students’ Experience**

n) reviews and provides feedback on:
   i. regular reports about student experience, wellness and success.
   ii. related campus programs, partnerships and strategies, including promotion of diversity and inclusion.

o) monitors University compliance with student health and wellness legislation, regulations and University policies and procedures.

**Policy and Other Matters**

p) reviews and approves changes to existing University policies relating to the Committee’s mandate, subject to the Limitations on Delegation as set out in paragraph 3.

q) reviews and recommends new University policies relating to the Committee’s mandate, as set out in the University’s Policy Development Framework.

r) considers risks associated with items before the Committee and makes recommendations to the Board Audit and Risk Committee and the Board.

s) considers other matters at the request of the Board; and

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 is limited as set out in this paragraph. Notwithstanding the general delegation of authority to the Committee as set out in paragraph 2, the Board approves:

a) the establishment, continuation, reorganization or abolition of faculties, schools and departments.

b) program approvals involving the creation or suspension of a degree program (but not specializations of an existing degree).

c) proposals that deal with the academic transformation of the institution.

d) policy changes with significant institutional impact.

e) new policies relating to the Committee’s mandate, as set out in the University’s Policy Development Framework.

f) recommendations and considers information and reports on matters that in the opinion of the Committee may pose significant risk to the University.

4. **Composition**

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

**Voting 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) 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

**Non-voting Members**

*Non-Voting Officials appointed by the President*

e) Provost and Vice-President (Academic)

f) Vice-President (Research)

g) University Secretary

h) Committee Secretary
Board of Governors, GFC, and their standing committees.

Terms of Reference

- Other officers, as determined by the President

Chair/Vice-Chair

- The Committee Chair and Vice-Chair shall be selected from Committee membership Section 4(d) of these Terms of Reference.
- 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’s General Committee Terms of Reference.
b) develops and follows an annual work plan including topics of strategic importance, identified in conjunction with the Provost and Vice-President (Academic) and the Vice-President (Research).
c) annually reviews the terms of reference for the committee and recommends to the Board any required changes.

6. Reporting to the Board of Governors

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

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<tr>
<td>2019-05-31</td>
<td>Board Learning and Discovery Committee</td>
<td>Recommended</td>
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1. **Mandate and Role of the Committee** – 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.

2. **Areas of Responsibility**

   Without limiting the generality of the foregoing, the Committee:

   **University Reputation**
   a) regularly reviews a multi-dimensional environmental scan on reputation, relationships and building trust, and other areas that administration has identified as adding value, with particular emphasis on identifying and mitigating reputational risks.
   b) regularly assesses provincial, national and international trends in university partnerships and positioning.
   c) oversees and guides efforts to safeguard and enhance the university’s reputation.

   **University Identity**
   d) oversees and guides efforts to protect and enhance the University’s identity, brand, institutional image, marketing, profile and brand promise management.
   e) regularly assesses provincial, national and international trends in university identity and brand.

   **University Strategic Communication**
   f) reviews and monitors strategic communication themes and key messages to target audiences as they relate to the University’s relationships and mission.

   **University Community Engagement**
   g) regularly reviews and assesses the identification of stakeholder communities and advises on new communities of stakeholders on which to focus, as well as efforts to reach new stakeholders.
   h) monitors and provides advice on efforts to develop positive and productive relationships with the University’s stakeholder communities.
   i) reviews and recommends approval of the University of Alberta Annual Report to Government.

   **University Philanthropy and Advancement**
   j) reviews annual fundraising reports and Naming Opportunity plans.
   k) monitors donor growth, and regularly reviews plans and outcomes of plans for donor development and growth and reports on budgetary concerns to the Board Finance and Property Committee.

   **Policy and Other Matters**
   l) reviews and approves changes to existing University policies relating to the Committee’s mandate, subject to the Limitations on Delegation as set out in paragraph 3.
   m) reviews and recommends new University policies relating to the Committee’s mandate, as set out in the University’s Policy Development Framework.
   n) reviews and approves honorific and philanthropic naming proposals of physical entities and, if necessary, recommends revocation of names of such entities to the Board for approval.
   o) considers risks associated with items before the Committee and makes recommendations to the Board Audit and Risk Committee and the Board.
   p) considers 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 approves:

   a) policy changes with significant institutional impact.
   b) new policies relating to the Committee’s mandate, as set out in the University’s Policy Development Framework.
   c) revocation of honorific or philanthropic namings of physical entities
   d) the University of Alberta Annual Report to Government.
   e) recommendations and considers information and reports on matters that in the opinion of the Committee may pose significant risk to the University.

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

Voting 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) 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

Non-voting Members
   Non-Voting Officials appointed by the President
   e) Vice-President (University Relations)
   f) Vice-President (Advancement)
   g) Vice-President (Facilities and Operations)
   h) University Secretary
   i) Committee Secretary
   j) Other officers, as determined by the President

Chair/Vice-Chair
   k) The Committee Chair and Vice-Chair shall be selected from Committee membership Section 4(d) of these Terms of Reference.
   l) 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’s General Committee Terms of Reference.
   b) develops and follows an annual work plan focused on reputational enhancement; donor development and growth; and provincial, national and international partnerships and positioning, in conjunction with the Vice Presidents (University Relations) and (Advancement)
   c) annually reviews the terms of reference for the Committee and recommends to the Board Governance Committee any required changes.
6. Reporting to the Board of Governors
The Committee reports regularly to the Board of Governors with respect to its activities and decisions.

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<td>2019-05-31</td>
<td>Board Reputation and Public Affairs (Board University Relations) Committee</td>
<td>Recommended</td>
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BOARD AUDIT COMMITTEE
Terms of Reference

1. AUTHORITY

(a) The Board Audit Committee (the "Committee") is created by and responsible to the Board of Governors (the "Board") of the University of Alberta (the "University").
(b) The Vice-President (Finance and Administration) shall provide management support to the Committee.
(c) University Governance shall provide administrative support to the Committee.
(d) The Committee shall function in accordance with the Board's General Committee Terms of Reference.

2. 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, external members of the general public
   (3) The Board Chair, by virtue of office
   (4) The Chancellor, by virtue of office

(b) Non-Voting Officials
   (1) External Auditor (Auditor General of Alberta)
   (2) The President and Vice-Chancellor, by virtue of office

(c) Non-Voting Officials appointed by the President
   (1) Provost and Vice-President (Academic)
   (2) Vice-President (Finance and Administration)
   (3) University Auditor (Associate Vice-President (Audit & Analysis) and University Auditor)
   (4) General Counsel
   (5) University Secretary
   (6) Committee Secretary
   (7) Other officers, as determined by the President

(d) No member of the staff (academic or non-academic) nor any student of the University shall sit as a member of the Committee.
(e) One member of the Committee shall also serve on the Board Finance and Property Committee.
(f) The Board of Governors shall appoint the Committee Chair from the Committee membership category 2(a)(1), upon the recommendation of the Board Chair.
(g) 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.

(h) 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.

(i) 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.

3. **MANDATE OF THE COMMITTEE**

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.

Without limiting the generality of the foregoing the Committee shall:

Communication and Independence

  (a) provide an open avenue of communication between the University Auditor, external auditor, and the Board;
  (b) review and approve the appointment, replacement, reassignment, or removal of the University Auditor;
  (c) confirm and assure the independence of the University Auditor and the external auditor (including its agent);

Risk Management: Enterprise-wide risk

  (d) have overarching responsibility for oversight of the University’s enterprise-wide risk management process and for providing institutional risk information to the university’s Board of Governors, in consultation with the other Board of Governors’ standing committees as directed by their individual mandates.
  (e) inquire of the senior administrative officers (Administration) of the University (including the University Auditor) and the external auditor about
significant risks or exposures and assess the steps Administration has taken to minimize such risk to the University and more specifically;

i. considering whether the University has adequate processes and controls to prevent and detect fraud;

ii. considering whether the University has adequate disaster recovery and business continuity plans and processes in place;

iii. considering whether the University has adequate governance policies and procedures in place regarding information technology

Risk Management: Financial risk

(f) Given that it is the responsibility of the Board, in consultation with management, to identify the principal risks facing the University, determine the University’s tolerance for risk and approve risk management policies, the Committee shall focus on financial risk and gain reasonable assurance that financial risk is being effectively managed or controlled by:

i. reviewing with Administration the University’s tolerance for financial risks;

ii. reviewing with Administration its assessment of the significant financial risks facing the University;

iii. reviewing with Administration the University’s policies and any proposed changes thereto for managing those significant financial risks;

iv. reviewing with Administration its plans, processes and programs to manage and control such risks;

(g) Ascertain that policies and procedures are in place to minimize risks to asset value and mitigate damage to or deterioration of asset value and review such policies and procedures periodically;

(h) Review the adequacy of insurance coverages maintained by the University;

(i) Review foreign currency, interest rate and commodity price risk mitigation strategies, if any, including the use of derivative financial instruments, beyond those subject to the oversight by the University Board’s Investment Committee;

Risk Management: Financial reporting

(j) discuss with Administration their qualitative judgments about the appropriateness of accounting principles and financial disclosure practices used or proposed to be adopted by the University and, particularly, the degree of aggressiveness or conservatism of its accounting principles and underlying estimates;

i. inquire as to the external auditor's views about whether the choices of Administration concerning accounting principles are conservative, moderate, or aggressive from the perspective of income, asset and liability recognition and whether those principles are common practices or are minority practices;
Risk Management: Other compliance and legal oversight

(k) Review policies and compliance therewith that require significant actual or potential liabilities, contingent or otherwise, to be reported to the Board in a timely fashion;

(l) Review regularly with the University’s General Counsel any legal or privacy claims or issues that could have a material effect upon the reputation or operations of the University and review regularly with the General Counsel, Administration, and the external auditors, any legal claim or other contingency that could have a material effect upon the financial position or operating results of the University and the manner in which these matters have been disclosed in the financial statements;

Risk Management: Internal controls (including fraud)

(m) consider and review with the external auditor and the University Auditor:
   i. the adequacy of the University's controls including computerized information system controls and security;
   ii. any related significant findings and recommendations of the external auditor and the University Auditor together with responses of Administration thereto;

Audit Oversight

(n) approve, in consultation with the external auditor and the University Auditor their audit scope and plans;

(o) review with the external auditor and the University Auditor the coordination of audit effort to assure completeness of coverage, reduction of redundant efforts and the effective use of audit resources;

External Audit Oversight

(p) review with Administration and the external auditor at the completion of the annual examination:
   i. the University's annual financial statements;
   ii. the external auditor's audit findings report and his draft opinion on the financial statements;
   iii. any significant changes required in the external auditor's audit plan;
   iv. any serious difficulties or disputes with Administration encountered during the course of the audit; and
   v. other matters related to the conduct of the audit which are to be communicated to the Committee under generally accepted auditing standards;

University Auditor and Internal Audit Oversight

(q) consider and review with Administration and the University Auditor:
   i. significant findings during the year and the responses of Administration thereto;
ii. any difficulties encountered in the course of their audits, including any restrictions on the scope of their work or access to required information;
iii. any changes required in the planned scope of their audit plan;
iv. the internal audit department’s budget, staffing plan and work schedule;
v. the internal audit department’s charter; and
vi. the internal audit department’s compliance with applicable professional standards;

(r) Safe disclosure: the Committee shall maintain procedures for:
   i. the receipt, retention, and treatment of complaints received by the University regarding accounting, internal accounting controls, or auditing matters; and
   ii. the confidential, anonymous submission by employees of the University of concerns regarding questionable accounting or auditing matters.

Other Compliance and Reporting Oversight

(s) review any published documents containing financial information derived from the financial statements and consider whether the information contained in these documents is consistent with the information contained in the financial statements;
(t) review with Administration all interim financial reports before they are forwarded to the Board;
(u) review legal and regulatory matters that may have a material impact on the financial statements, related University compliance policies and programs and reports received from regulators;
(v) report Committee actions to the Board with such recommendations as the Committee may deem appropriate;

Other Responsibilities

(w) the Committee shall have the power to conduct or authorize investigations into any matters within the Committee's scope of responsibilities. The Committee shall be empowered to retain independent counsel, accountants, or others to assist it in the conduct of any investigation;
(x) the Committee shall meet at least four times per year or more frequently as circumstances require. The Committee may ask members of Administration or others to attend the meeting and provide pertinent information as necessary;
(y) the Committee shall meet with the University Auditor, external auditor and Administration in separate in camera sessions to discuss any matters that the Committee or these groups believe should be discussed privately with the Committee;
(z) the Committee will perform such other functions as assigned by law, the Post-Secondary Learning Act or the Board;
(aa) the Committee shall review the performance of the University in the areas of responsibility of the Committee, against key strategic performance
initiatives and performance measure reports and results in place from time to time and report thereon to the Board;

(bb) the Committee Chair shall annually provide input, to the President, through the Chair of the Board Human Resources and Compensation Committee with respect to the responsibilities and performance of those Vice-Presidents whose responsibilities are within the mandate of the Committee; and

(cc) the Committee shall annually review travel and hosting expenditures incurred by the Board Chair, the President, and the Vice-Presidents and review policies in that regard;

(dd) the Committee shall annually review the terms of reference of the Committee and recommend to the Board any required changes.

4. LIMITATIONS ON DELEGATION BY THE BOARD

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 Section 3, the Committee shall bring to the Board for final approval or information:

(a) the approval of the annual financial statements of the University and related auditor's reports;

(b) the receipt for review and information of the quarterly financial statements; it being understood that the material provided to the Board shall include information and explanation of material variations in revenue, expenditures and capital budgets;

(c) receipt of reports, information and recommendations and decisions with respect to issues that in the opinion of the Committee, may pose material risk to the University; and

(d) the review and approval of decisions with respect to information from the Auditor General or the University Auditor on controls or related matters the Chair of the Committee or the Committee may consider prudent or necessary.

5. REPORTING TO THE BOARD

As provided in the Board's General Terms of Reference the Committee shall regularly report to the Board with respect to its activities and decisions.

<table>
<thead>
<tr>
<th>Date</th>
<th>Decision-Maker</th>
<th>Decision</th>
</tr>
</thead>
<tbody>
<tr>
<td>2011-02-28</td>
<td>Board Audit Committee</td>
<td>Approved - For Recommendation to BG</td>
</tr>
<tr>
<td>2011-03-18</td>
<td>Board of Governors</td>
<td>Approved</td>
</tr>
<tr>
<td>2011-09-19</td>
<td>Board Audit Committee</td>
<td>Approved – For Recommendation to BG</td>
</tr>
<tr>
<td>2011-10-21</td>
<td>Board of Governors</td>
<td>Approved</td>
</tr>
<tr>
<td>2012-10-01</td>
<td>Audit Committee Chair – editorial changes</td>
<td></td>
</tr>
<tr>
<td>2013-09-30</td>
<td>Board Audit Committee</td>
<td>Approved - For Recommendation to BG</td>
</tr>
<tr>
<td>2013-10-18</td>
<td>Board of Governors</td>
<td>Approved</td>
</tr>
<tr>
<td>2014-09-22</td>
<td>Board Audit Committee</td>
<td>Approved – For Recommendation to BG</td>
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<tr>
<td>2014-10-24</td>
<td>Board of Governors</td>
<td>Approved</td>
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<tr>
<td>2016-02-29</td>
<td>Board Audit Committee</td>
<td>Approved – For Recommendation to BG</td>
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<tr>
<td>2016-03-18</td>
<td>Board of Governors</td>
<td>Approved</td>
</tr>
</tbody>
</table>
1. **AUTHORITY**
   a) The Board Finance and Property Committee (the “Committee”) is created by and responsible to the Board of Governors (the “Board”) of the University of Alberta (the “University”).
   
b) The Vice-President (Finance and Administration) and the Vice-President (Facilities and Operations) shall provide management support to the Committee.
   
c) The Committee shall function in accordance with the Board’s General Committee Terms of Reference.

2. **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
   
   b) **Non-Voting Officials** appointed by the President
      1. Provost and Vice-President (Academic)
      2. Vice-President (Facilities and Operations)
      3. Vice-President (Finance and Administration)
      4. Vice-President (University Relations)
      5. University Secretary
      6. Committee Secretary
      7. Other officers, as determined by the President
   
   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.
3. **MANDATE OF THE COMMITTEE**

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. The Committee shall also consider any other matter delegated to the Committee by the Board.

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

<table>
<thead>
<tr>
<th>Financial</th>
</tr>
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<tbody>
<tr>
<td>a) review the quarterly financial statements with respect to operating and capital funds;</td>
</tr>
<tr>
<td>b) review and recommend to the Board the Integrated Planning and Budgeting Policy which includes guiding principles for changes to approved budgets and for transfer or reallocation of monies included in approved budgets;</td>
</tr>
<tr>
<td>c) review and recommend to the Board the annual and other budgets and major issues of policy related to budgets;</td>
</tr>
<tr>
<td>d) review and recommend to the Board tuition and other like fees;</td>
</tr>
<tr>
<td>e) approve authorized signing officers in respect of all banking and safekeeping;</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Facilities and Property</th>
</tr>
</thead>
<tbody>
<tr>
<td>f) review, recommend to the Board or approve original Capital Expenditure Authorization Requests (CEARs) or individual Supplemental CEARs as determined by the Board-approved University of Alberta Capital Expenditure Authorization Request (CEAR) Policy;</td>
</tr>
<tr>
<td>g) review and recommend to the Board the acquisition or disposition of real property as determined by the Board-approved Real Property Compliance Policy;</td>
</tr>
<tr>
<td>h) review and recommend to the Board lands transferred to University of Alberta Properties Trust Inc.;</td>
</tr>
<tr>
<td>i) review and recommend to the Board the appointment and renewal of terms of office of directors of the University of Alberta Properties Trust Inc.;</td>
</tr>
<tr>
<td>j) receive for information functional namings as approved by the Vice-President (Facilities and Operations);</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Information Technology</th>
</tr>
</thead>
<tbody>
<tr>
<td>k) review reports, strategies, and plans regarding physical infrastructure and resource optimization for University information technology systems;</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Policies</th>
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<tbody>
<tr>
<td>l) approve policies for intellectual property and technology transfer;</td>
</tr>
<tr>
<td>m) approve policies for construction and supply contracts, policies governing the use of space and planning reports for individual capital projects;</td>
</tr>
<tr>
<td>n) recommend to the Board capital expenditure policies for the committee and for the Board;</td>
</tr>
<tr>
<td>o) review and recommend to the Board policies for the control and regulation of pedestrian and vehicle traffic on University lands;</td>
</tr>
<tr>
<td>p) review and approve policies on financial risk management for risks which may jeopardize the achievements of the strategic vision of the University;</td>
</tr>
<tr>
<td>q) review and recommend to the Board policies regarding the acquisition, management, control and disposition of University buildings, land and equipment and regarding individual project proposals and the implications of these short and long-range capital plans to the strategic vision of the University;</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Reports, Advice, Trends</th>
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</thead>
<tbody>
<tr>
<td>r) Review and provide recommendations to the Board Audit Committee on the University’s enterprise-wide risks and risk measures related to the Committee mandate;</td>
</tr>
</tbody>
</table>
s) monitor trends affecting the University and the implications of those trends on finances and property of the University;

It) annually provide advice to the President, through the Chair of the Board Human Resources and Compensation Committee, with respect to the responsibilities and performance (in relation thereto) of those Vice Presidents whose responsibilities are within the mandate of the Committee;

u) review annual and quarterly reports highlighting progress achieved in implementing the University’s current budget and strategic business plan, including appropriate and relevant performance indicators;

v) review planning reports for individual capital projects and receive a quarterly report on these;

x) receive for review an annual report from University of Alberta Properties Trust Inc.;

y) annually review the terms of reference for the Committee and recommend to the Board any required changes.

4. **LIMITATIONS ON DELEGATION BY THE BOARD**

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 set out in paragraph 3, the Board shall:

a) approve the guiding principles, budgets and changes to approved budgets and the transfer or reallocation of monies included in approved budgets;

b) approve the annual and other budgets and major issues of policy related to budgets;

c) approve capital expenditures as determined by the Board-approved University of Alberta Capital Expenditure Authorization Request (CEAR) Policy;

d) approve capital expenditure policies;

e) approve tuition and other like fees;

f) approve policies regarding the acquisition, management, control and disposition of University buildings, land and equipment and regarding individual project proposals and the implications of these short and long-range capital plans to the strategic vision of the University; and

g) approve the acquisition or disposition of real property as determined by the Board-approved Real Property Compliance Policy.

h) approve lands transferred to University of Alberta Properties Trust Inc.;

i) approve the appointment and renewal of terms of office of directors of the University of Alberta Properties Trust Inc.;

j) approve policies for the control and regulation of pedestrian and vehicle traffic on University lands.

5. **REPORTING TO THE BOARD**

As provided in the Board’s General Terms of Reference the Committee shall regularly report to the Board with respect to its activities and decisions.

**Decision History:**

<table>
<thead>
<tr>
<th>DATE</th>
<th>DECISION-MAKER</th>
<th>DECISION</th>
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<tr>
<td>2006-11-20</td>
<td>Board Finance and Property Committee</td>
<td>Recommended to Board of Governors</td>
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<tr>
<td>2006-12-8</td>
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<td>2008-06-10</td>
<td>Board Finance and Property Committee</td>
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<td>Board of Governors</td>
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<tr>
<td>2008-10-03</td>
<td>Editorial Revisions Made as a Result of CEAR Policy Approved by BFPC/Board</td>
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<td>2009-09-16</td>
<td>Board Finance and Property Committee</td>
<td>Recommended to Board of Governors</td>
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<tr>
<td>2009-10-02</td>
<td>Board of Governors</td>
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<td>Board Finance and Property Committee</td>
<td>Recommended to Board of Governors</td>
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<td>Board of Governors</td>
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<td>Board Finance and Property Committee</td>
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<td>Board of Governors</td>
<td>Approved</td>
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<tr>
<td>Date</td>
<td>Committee</td>
<td>Description</td>
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<tr>
<td>2012-07-12</td>
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<tr>
<td>2013-10-01</td>
<td>Board Finance and Property Committee</td>
<td>Recommended to Board of Governors</td>
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<tr>
<td>2013-10-18</td>
<td>Board of Governors</td>
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<tr>
<td>2014-09-23</td>
<td>Board Finance and Property Committee</td>
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<td>2014-10-24</td>
<td>Board of Governors</td>
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<tr>
<td>2015-09-29</td>
<td>Board Finance and Property Committee</td>
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<td>2015-10-16</td>
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<td>Board Finance and Property Committee</td>
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<td>2016-03-18</td>
<td>Board of Governors</td>
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<tr>
<td>2016-09-27</td>
<td>Board Finance and Property Committee</td>
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<td>2016-10-21</td>
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<tr>
<td>2017-09-26</td>
<td>Board Finance and Property Committee</td>
<td>Recommended to the Board of Governors</td>
</tr>
<tr>
<td>2017-10-20</td>
<td>Board of Governors</td>
<td>Approved</td>
</tr>
</tbody>
</table>
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, impact, organization, and procedures of the Board of Governors, to enhance board governance performance.

The Committee shall function in accordance with the Board’s General Committee Terms of Reference and Principles for Board of Governors Standing Committee Composition.

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) identify an annual outline of topics for discussion by the Board related to the institutional strategic plan, and also consider and explore other areas requiring additional focus by the Board or its committees.

Composition and Succession Planning
c) 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 fulfill its responsibilities.
d) 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.
e) develop and implement a systematic and open process for seeking nominations for external members of the public to sit on Board committees.

Orientation and Development
f) 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.
g) oversee opportunities for member engagement with university stakeholders and key sectors of the broader community.

Board Self-Assessment and Governance Best-Practices
h) oversee the Board self-evaluation process and report to the Board on any findings and outcomes.
i) review the Board’s committee structure and mandates to ensure committees remain relevant and effective, with a comprehensive review every three years.
j) monitor, review, and ensure Board compliance with governance legislation and documents.
k) review and revise Board by-laws and codes of conduct for approval by the Board of Governors.
l) 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.
m) 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.
n) ensure follow-up on action items and other recommendations of the Board.

Other Matters
o) consider other matters at the request of the Board.
3. Composition
The Committee shall function in accordance with the Principles for Board of Governors Standing Committee Composition.

Voting Members (ordinarily a maximum of 10)

**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) No more than seven voting members of the Board of Governors, and
- e) No more than one external member of the public,

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.

Non-voting Members

**Non-Voting Officials**
- f) University Secretary
- g) Committee Secretary

Chair/Vice-Chair
- h) The Board Chair shall appoint the Committee Chair from the Committee membership Section (d) of these Terms of Reference.
- 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.

4. Limitation on Delegation by the Board of Governors
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) decisions arising from the Board self-evaluation process.
- b) the establishment or revisions of Board by-laws or codes of conduct.
- c) the appointment of members to Board standing committees and other representative roles on behalf of the Board of Governors.

5. 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:

<table>
<thead>
<tr>
<th>DATE</th>
<th>DECISION-MAKER</th>
<th>DECISION</th>
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<tbody>
<tr>
<td>2018-10-12</td>
<td>Board of Governors</td>
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</tr>
<tr>
<td>2018-12-14</td>
<td>Board of Governors</td>
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</tr>
</tbody>
</table>
BOARD HUMAN RESOURCES AND COMPENSATION COMMITTEE
Terms of Reference

1. AUTHORITY

(a) The Board Human Resources and Compensation Committee (the "Committee") is created by and responsible to the Board of Governors (the "Board") of the University of Alberta (the "University").

(b) The Vice-President (Finance and Administration) and the Provost and Vice-President (Academic) shall provide management support to the Committee.

(c) University Governance shall provide administrative support to the Committee

(d) The Committee shall function in accordance with the Board's General Committee Terms of Reference.

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

Non-Voting Officials appointed by the President

(1) Provost and Vice-President (Academic)

(2) Vice-President (Finance and Administration)

(3) Vice-Provost and Associate Vice-President (Human Resources)

(4) University Secretary

(5) Committee Secretary

(6) Other officers, as determined by the President

(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.
3. **Mandate of the Committee**

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 procedures affecting staff working conditions at the University and matters for collective bargaining and related service contracts. The Committee shall also consider any other matter delegated to the Committee by the Board.

Without limiting the generality of the foregoing the Committee shall:

<table>
<thead>
<tr>
<th>Collective Bargaining</th>
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</thead>
<tbody>
<tr>
<td>a) consider and propose changes in collective agreements and confirm the mandate for negotiating committees with all bargaining units;</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Staff Working Conditions</th>
</tr>
</thead>
<tbody>
<tr>
<td>b) regularly assess staff benefit plans, including trends;</td>
</tr>
<tr>
<td>c) review and approve material changes to personnel policies of the University that are outside the regular collective bargaining process and consider trends affecting such policies;</td>
</tr>
<tr>
<td>d) receive and review the Annual Report, and the report of the nominee of the Board to the Board of Trustees, of the Universities Academic Pension Plan;</td>
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</tbody>
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<table>
<thead>
<tr>
<th>Senior Administration Appointments / Reviews</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>President</strong></td>
</tr>
<tr>
<td>e) monitor Presidential effectiveness and, through the Chair of the Committee, provide advice to the Chair of the Board on the performance of the President;</td>
</tr>
<tr>
<td>f) annually solicit, review and evaluate the comments of the members of the Board with respect to the performance of the President and consider such other data, reports and information as the Committee considers useful;</td>
</tr>
<tr>
<td>g) appoint Board members to search and review committees for the President as established under the Board-approved University of Alberta Recruitment Policy and associated procedures;</td>
</tr>
<tr>
<td>h) review and recommend to the Board the appointment, extension, reappointment and dismissal of the President;</td>
</tr>
<tr>
<td>i) review and approve the compensation and all contractual terms and conditions for the President, prior to the execution thereof or any public announcement;</td>
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<thead>
<tr>
<th><strong>Vice-Presidents</strong></th>
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<tbody>
<tr>
<td>j) annually provide advice to the President, through the Chair of the Committee, with respect to the responsibilities and performance (in relation thereto) of the Vice-Presidents;</td>
</tr>
<tr>
<td>k) review and approve the compensation and all contractual terms and conditions for the Vice-Presidents prior to the execution thereof or any public announcement, on the advice of the President;</td>
</tr>
<tr>
<td>l) appoint Board members and external representatives of the Board to advisory search and review committees for Vice-Presidents, as established under the Board-approved University of Alberta Recruitment Policy and associated procedures;</td>
</tr>
<tr>
<td>m) review and recommend to the Board the appointment, extension, reappointments and dismissals of the Vice-Presidents;</td>
</tr>
</tbody>
</table>
**Senior Administration**

n) annually review and approve the performance and compensation of the Deputy Provost, Deans, University Registrar and University Librarian on the advice and recommendation of the Provost;
o) review succession plans for senior administration;
p) review and recommend to the Board the appointment, extension, reappointments and dismissals of Deans;
q) review and approve matters of substantive nature with respect to the procedures for the selection of Deans, as established under the Board-approved University of Alberta Recruitment Policy and associated procedures;
r) approve the appointment of Killam and Tory Chairs;

In making reports and recommendations with respect to appointments, extensions, reappointments and dismissals of Deans and Vice-Presidents, the Committee shall do so on the advice and recommendation of the President.

**Reports, Advice, Trends**

s) review and provide recommendations to the Board Audit Committee on the University’s enterprise-wide risks and risk measures related to the Committee mandate
t) monitor executive and university trends for compensation and benefits for senior institutional administrators;
u) annually report on an evaluation of the Board;
v) monitor the performance of the University in the areas of responsibility of the Committee, against key strategic performance initiatives and performance measure reports and results in place from time to time and report thereon to the Board;
w) annually review the terms of reference of the Committee and recommend to the Board any required changes.

The Committee shall review, evaluate and provide information and recommendations to the Board where the Board is making decisions in areas generally related to areas of responsibility of the Committee.

4. **LIMITATION ON DELEGATION BY THE BOARD**

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 3, the Board shall make all decisions with respect to:

a) the appointment, extension, reappointments and dismissals of Deans, Vice-Presidents and the President;
b) the approval of goals and objectives for the President;
c) the approval of collective agreements and any substantial revisions thereof;
d) policy related to the remuneration of Deans, Vice-Presidents and the President and other senior members of the Administration of the University; and
e) the establishment of an annual report on an evaluation of the Board and decisions arising from that report.

5. **REPORTING TO THE BOARD**

As provided in the Board's General Terms of Reference the Committee shall regularly report to the Board with respect to its activities and decisions.
## Decision History:

<table>
<thead>
<tr>
<th>DATE</th>
<th>DECISION-MAKER</th>
<th>DECISION</th>
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<tr>
<td>2002-09-20</td>
<td>Board of Governors</td>
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<tr>
<td>2006-10-3</td>
<td>Board Human Resources and Compensation Committee</td>
<td>Revised</td>
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<tr>
<td>2007-06-22</td>
<td>Board of Governors</td>
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<td>2008-05-21</td>
<td>Board Human Resources and Compensation Committee</td>
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<td>2010-09-23</td>
<td>Board Human Resources and Compensation Committee</td>
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1. **AUTHORITY**

(a) The Board Investment Committee (the "Committee") is created by and is responsible to the Board of Governors (the "Board") of the University of Alberta (the "University").

(b) The Vice-President (Finance and Administration) shall provide management support to the Committee.

(c) The Office of the Vice-President (Finance and Administration) shall provide administrative support to the Committee.

(d) The Committee shall function in accordance with the Board's General Committee Terms of Reference.

2. **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

b) **Non-Voting Officials** appointed by the President

   (1) Vice-President (Finance and Administration)

   (2) University Secretary

   (3) Committee Secretary

   (4) Other officers, as determined by the President

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.

3. **MANDATE OF THE COMMITTEE**

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"). The Committee shall also consider such other matters delegated to the Committee by the Board.

Without limiting the generality of the foregoing the Committee shall:

(a) assist the Board with all of its policy setting responsibilities related to Investments by reviewing and recommending the Endowment Objectives, the UEP Spending Policy (in matters that affect the Effective Rate of Spending), and the University Funds Investment Policy.
(b) annually review and provide recommendations to the Board Audit Committee on the University’s enterprise-wide risks and risk measures related to the Committee mandate.
(c) annually review the Terms of Reference of the Committee and recommend to the Board any required changes.
(d) annually provide advice to the President, through the Chair of the Investment Committee, with respect to the responsibilities and performance (in relation thereto) of those Vice-Presidents whose responsibilities are within the mandate of the Committee.
(e) review and approve Investment Proposals for strategies in the University Funds Investment Policy that that in broad terms define the investment rationale, objective, asset class and/or strategy, and performance expectation.
(f) establish and document the basic investment principles and beliefs held by the Committee.
(g) review and monitor management’s process for the appointment and termination of individual investment managers that underlie and support each Investment Proposal.
(h) review the appointment and termination of the University’s investment custodians and advisors.
(i) monitor, at least quarterly, implementation and compliance with the Investment Policy.
(j) monitor, at least quarterly, the performance of individual investment managers.
(k) monitor, at least annually, the actual and expected risk-return profile of the investment program.
(l) monitor, at least annually, the value added by specific elements of the Investment Policy.
(m) review, at least annually, the continued appropriateness of the Investment Policy.
(n) monitor, at least annually, the cost effectiveness of the investment program.
(o) monitor, at least annually, staff’s compliance with the University’s Conflict of Interest Policy.

4. LIMITATIONS ON DELEGATION BY THE BOARD

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 3, the Committee shall bring to the Board for final approval:

(a) the Investment Policies for the University, which shall include the establishment of broad risk tolerances, strategic asset allocation, asset class diversification, and quality standards.

(b) the Endowment Objectives and Spending Policy of the University.

In addition, the Board may, with or without recommendations from the Committee, establish investment policy matters with respect to matters of social responsibility.

5. REPORTING TO THE BOARD

As provided in the Board’s General Terms of Reference the Committee shall annually, and if necessary more frequently, report to the Board with respect to its activities and decisions.

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BOA

BOARD LEARNING AND DISCOVERY COMMITTEE
Terms of Reference

1. AUTHORITY

(a) The Board Learning and Discovery Committee (the “Committee”) is created by and responsible to the Board of Governors (the “Board”) of the University of Alberta (the “University”).

(b) The Provost and Vice-President (Academic) and the Vice-President (Research) shall provide management support to the Committee.

(c) University Governance shall provide administrative support to the Committee.

(d) The Committee shall function in accordance with the Board's General Committee Terms of Reference.

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) Non-Voting Officials appointed by the President

i) Provost and Vice-President (Academic)

ii) Vice-President (Research)

iv) University Secretary

v) Committee Secretary

vi) Other officers, as determined by the President

c) The Board of Governors shall appoint the Committee Chair from the Committee membership category 2 a) iv), upon 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.

3. **MANDATE OF THE COMMITTEE**

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. The Committee shall also include any other matter delegated to the Committee by the Board.

Without limiting the generality of the foregoing the Committee shall:

a. review and approve initiatives related to the overall academic mission and related plans and policies of the University;

b. review, provide feedback and approve teaching and research policies;

c. review and approve recommendations of GFC for major changes in instructional and research programs and other academic matters;

d. review, provide feedback and approve the enrolment management strategy and annually review such plans;

e. review and approve the Code of Student Behaviour, the Code of Applicant Behaviour and the Practicum Intervention Policy;

f. review and provide recommendations to the Board Audit Committee on the University’s enterprise-wide risks and risk measures related to the Committee mandate;

g. undertake studies and review academic matters that pertain to the quality of the educational experience at the University;

h. monitor educational and research trends, community expectations and demands;

i. monitor all matters related to intellectual property and technology transfer of research at the University.

j. ensure that the academic teaching and research activities at the University are administered and undertaken in a manner consistent with the vision and mission of the University;

k. consider future educational expectations and challenges to be faced by the University;

l. review proposals and recommendations of GFC concerning the establishment, continuation and re-organization of faculties, schools, departments and make recommendations to the Board in respect thereof;

m. review recommendations of GFC Academic Planning Committee concerning the Comprehensive Institutional Plan (CIP) and/or a similar document as required, and make recommendations to the Board in respect thereof;

n. review and recommend to the Board any annual reports and any other major issues within the mandate of the committee;

o. receive for information proposals approved by the GFC Academic Planning Committee respecting Shared Credential Programs;
p. review the performance of the University, in the areas of responsibility of the Committee, against performance measure reports and results in place from time to time and report thereon to the Board;
q. annually provide advice to the President, through the Chair of the Human Resources & Compensation Committee, with respect to the responsibilities and performance (in relation thereto) of those Vice-Presidents whose responsibilities are within the mandate of the Committee; and
r. annually review the terms of reference for the committee and recommend to the Board any required changes.

The Committee shall review, evaluate, and provide information and recommendations to the Board where the Board is making decisions in areas generally related to areas of responsibility of the Committee.

4. LIMITATIONS ON DELEGATION BY THE BOARD

This 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 3, the Board shall make all decisions with respect to:

   a. the establishment, continuation, reorganization or abolition of faculties, schools and departments;
   b. program approvals involving the creation or abolition of a degree program (but not specializations of an existing degree);
   c. the consideration of proposals, ideas and issues that deal with the academic transformation of the institution.

5. REPORTING TO THE BOARD

As provided in the Board’s General Terms of Reference the Committee shall regularly report to the Board with respect to its activities and decisions.

**Decision History:**

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BOARD SAFETY, HEALTH AND ENVIRONMENT COMMITTEE
Terms of Reference

1. **Authority**
   a) The Board Safety, Health and Environment Committee (the "Committee") is created by and responsible to the Board of Governors (the "Board") of the University of Alberta (the "University")
   
   b) University Governance shall provide administrative support to the Committee.
   
   c) The Committee shall function in accordance with the Board's General Committee Terms of Reference.

2. **Composition of Committee**
   a) **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
   
   b) **Non-Voting Officials** appointed by the President
      
      (1) Provost and Vice-President (Academic) or delegate
      
      (2) Vice-President (Finance and Administration)
      
      (3) Associate Vice-President (Risk Management Services)
      
      (4) University Secretary
      
      (5) Committee Secretary
      
      (6) Other officers, as determined by the President
   
   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.

3. Mandate of the Committee

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. The Committee shall also consider any other matter delegated to the Committee by the Board.

Without limiting the generality of the foregoing the Committee shall:

a) provide oversight regarding the environmental health, safety and security of the University community:

   (i) approve University policies and procedures relating to environmental health, safety, and security issues and compliance therewith;

   (ii) monitor University compliance with all relevant environmental health, safety and security legislation, regulations and University policies and procedures;

   (iii) consider and make recommendations on matters pertaining to the University’s interaction with government departments or agencies, such as other post-secondary institutions, dealing with environmental health, safety and security issues;

   (iv) receive and review those elements of the Risk Management Services portfolio plan relevant to the mandate of the Committee;

   (v) receive for information, review and provide recommendations on management or other reports relating to environmental health, safety and security incidents, trends and outcomes at the University or relevant industries;

   (vi) receive for information, review and provide recommendations on annual reports from University of Alberta Protective Services, Environmental Health and Safety and the Office of Emergency Management; and

   (vii) receive for information, review, and provide recommendations on management strategies and programs to create a culture of enterprise-wide risk management and compliance at the University relating to environmental, health, safety and security issues.
b) provide oversight regarding student health and wellness initiatives and strategies on campus:

   (i) review and approve University policies and procedures relating to student health and wellness issues;

   (ii) receive for information, review and provide recommendations on management or other reports relating to student wellness trends and initiatives at the University;

   (iii) receive for information, review and provide recommendations on management-led and other campus strategies and programs to create a wellness culture for University students;

   (iv) monitor University compliance with all relevant student health and wellness legislation, regulations and University policies and procedures; and

   (v) consider matters pertaining to the University’s interaction with government departments or agencies, such as other post-secondary institutions, dealing with student health and wellness.

c) annually provide advice to the President, through the Chair of the Board Human Resources and Compensation Committee, with respect to the responsibilities and performance (in relation thereto) of those Vice Presidents whose responsibilities are within the mandate of the Committee.

d) review and provide recommendations to the Board Audit Committee, with respect to the University’s enterprise-wide risks and risk measures related to the Committee mandate.

e) review on an annual basis the terms of reference for the Committee and recommend to the Board any required changes.

4. Limitations on delegation by the Board

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 3, the Board shall make all decisions with respect to issues that pose or may reasonably be expected to pose significant risk to the health and safety of individuals and policies related thereto.

5. Reporting to the Board

As provided in the Board’s General Terms of Reference the Committee shall regularly report to the Board on its activities and decisions including the University’s compliance with respect to those statutory and regulatory responsibilities within the mandate of the Committee.
The Committee shall review, evaluate and provide information and recommendations to the Board where the Board is making decisions generally related to the Committee’s areas of responsibility.

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1. **Status, Authority and Compliance**
   
a. The Board of Governors (*the Board*) of the University of Alberta (*the University*) creates the University Relations Committee (*the Committee*) as a standing Committee of the Board, reporting and accountable to the Board.
   
b. The Committee’s authority is set forth in Committee Terms of Reference and in formal delegations approved by the Board.
   
c. The Committee complies with all legislation, regulation and policy to which the Board is subject as well as the *General Terms of Reference for Board Committees* approved by the Board.

2. **Mandate**

   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:

   a. **University Reputation**
      
      The Committee guides efforts to ensure that the University safeguards and enhances its reputation to advance its interests.

   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.

   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.

   d. **University Community Engagement**
      
      The Committee guides efforts to ensure that the University’s relationships with identified stakeholder communities are positive and productive.

   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.
3. **Scope of Duty**

Without limiting interpretation of the Committee Mandate to promote the University’s Mission and Vision, align with the University’s Values, comply with the University Mandate and support the institution-wide plans, priorities and objectives in five identified Areas of Interest, the Board authorizes the Committee to:

a. **Recommend** Board approval of proposals within the Committee Mandate, which realize the approved institution-wide plans, priorities, objectives or related policy goals;

b. **Recommend** Board approval of the Committee’s proposed amendments to its Terms of Reference;

c. **Approve** policy matters within the Committee Mandate which align with Board-approved parent policy;

d. **Approve** the Committee’s annual workplan;

e. **Maintain oversight**, at the appropriate governance level, on institutional and strategic issues within the Committee Mandate;

f. **Advise** the Board on broad institutional issues within the Committee Mandate;

g. **Review** and provide recommendations to the Board Audit Committee on the University’s enterprise-wide risks and risk measures related to the Committee mandate,

h. **Evaluate** the Committee’s performance regularly;

i. **Educate** Committee members regularly to ensure that they continue to be well able and prepared to make informed and timely decisions within all Areas of Interest of the Committee Mandate;

j. **Report** to the Board without delay all Committee decisions made with delegated authority of the Board;

k. **Report** annually to the Board on institutional progress within the Areas of Interest of the Committee Mandate; and

l. **Report** to the Board the results of Committee performance assessment.

4. **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

b. Non-Voting Officials appointed by the President

(1) Vice-President (University Relations)
(2) Vice-President (Advancement
(3) Vice-President (Facilities and Operations)
(4) University Secretary
(5) Committee Secretary
(6) Other officers, as determined by the President

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.

5. Committee Rules

a. Membership
The Board appoints Committee members based upon competence, defined as knowledge, skill and experience which meet the needs and nature of the Committee.

b. Quorum
Committee quorum required to transact business is a simple majority of voting Committee members.

c. Voting Rule
A resolution is carried and endorsed by the Committee in the presence of a quorum only if the vote in favour of the resolution constitutes a simple majority of the number of voting members in attendance. The Board prohibits proxy voting.

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.

e. Attendance by Invited Guests
The Committee Chair or the President may authorize the attendance of non-Committee members to attend a Committee meeting to offer expertise to the Committee’s
consideration of an issue. The Committee Chair may grant to these individuals the privilege of speaking but never the right to vote.

f. **Meeting Format**
The Committee will normally meet in person to conduct its business but the Committee Chair may authorize meetings, member attendance and/or voting by means of electronic media.

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