

# Board of Governors Executive Committee



## Terms of Reference

### **PURPOSE**

The Executive Committee (hereafter referred to as the Committee) is a Committee of the Board of Governors. The mandate of the Committee includes the following:

1. To serve as point of first contact for new ideas and requests directed to the Board and the referral of these to the appropriate Committee;
2. To ensure oversight and alignment of activities between the various Board Committees; and
3. To make decisions on behalf of the Board for time-sensitive issues and when quorum of the Board is not reached.

### **THE EXECUTIVE COMMITTEE IS EMPOWERED TO**

1. Act on all matters that may properly be referred to it by the Board.
2. Conduct the work of the Board between Board meetings. It is empowered to make urgent decisions that require immediate attention, and report these in a timely manner to the Board.
3. Work closely with the University President, providing guidance and acting as advisor on University issues, strategy, or process, as needed.
4. Review all major legal actions, building plans and contractual arrangements under the authority of the Board and prepare recommendations for consideration by the Board.
5. Address and report to the Board on matters not assigned to other Board Committees.
6. Provide guidance to the workings of all Board standing Committees and sub-committees.
7. Recommend for approval by the Board, the conferring of the title “president emeritus”.
8. Prepare Board meeting agendas and review any matters arising from the Board Committees before submission to the full Board for consideration.
9. Monitor the leadership of the Board and ensure appropriate processes are established for succession planning.
10. Serve as a nominating Committee and makes recommendations to the Board regarding the appointment and reappointment of Board and Committee members.
11. Confirm membership of all standing Committees at the beginning of each academic year.
12. Develop an orientation session for incoming governors and designate a member of the Executive Committee to lead the orientation sessions.

13. Develop and plan Board Retreats.
14. Review and approve the expense accounts of the President.
15. Review and approve the expense accounts of the members of the Board of Governors.
16. Establish ad-hoc Committees.
17. Act as the liaison between Senate and the Board on all Board-related matters or requests from the Senate.

## **MEMBERSHIP**

1. Board Chair
2. Chair of the Finance Audit and Risk Committee (or designate)
3. Chair of the Governance Committee (or designate)
4. Chair of the Human Resources Committee (or designate)
5. Chair of the Indigenous Circle Committee (provided the Chair is a Board member)
6. President (voting ex officio)

## **MEETINGS**

1. The Committee shall meet at least 4 times per year, and as required.
2. Meetings will be held in camera (except for when the Executive Committee is acting on behalf of the Board during a regular meeting of the Board due to lack of quorum)
3. The Chair will present a summary of the Executive Committee decisions at the subsequent Board meeting.
4. From time to time, members of the Committee may invite guests to meetings to speak to specific agenda items.
5. Additional meetings or working groups may be scheduled as needed.
6. Quorum of four members is required.

## **APPROVAL AUTHORITY**

1. Approval authority is limited to providing input, ideas, and recommendations to Board, except where the Board has delegated the Committee to act on its behalf between meetings, and on matters requiring immediate action when a quorum of the Board is not reached, or in extenuating circumstances when a timely decision must be made.
2. The Committee shall not remove any member of the Executive Committee or amend the bylaws without input and approval of the Board.
3. Any decisions made by the Committee must be reported to the Board at the next Board meeting.

**Document History**

*Include all updates here as approved by Senate*

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