

Governance Committee Terms of Reference

Approval Authority: Board of Governors

Reports To: Board of Governors

Established: 2004 02 25

Amendments: 2008-05, 2013-05, 2013-11, 2014-09, 2015-03, 2015-09, 2016-09, 2020-03, 2022-11, 2024-11

1.0 Purpose

The Governance Committee is responsible for the oversight and ongoing quality improvement of the Board's governance policies, practices, and performance. The objective of the Committee is to ensure that the principles of transparency, accountability, inclusiveness, and effectiveness are integrated in and respected at all levels of Board governance.

The Committee also holds responsibility for policy oversight, including review of University policies, and acts as the committee of last resort for matters within the purview of the Board of Governors not assigned to other committees.

2.0 Responsibilities

The Committee shall:

- (i) Governor Recruitment and Renewal**
 - a) Manage the succession planning process for the Board and its committees. Maintain frameworks for assessing the skills and competencies of current external governors and committee members and identifying areas where gaps exist, and additional strengths are required.
 - b) Embrace the social, cultural, linguistic and geographic diversity and strive to be inclusive of and reflect that richness in its membership of the Board and in its committees.
- (a) Oversee recruitment and nominations processes and recommend candidates for election to the board.
 - c) Develop an interview subcommittee, drawing members from the governance committee and other community members. No more than 5 individuals, of which one governor, shall be appointed as Chair.
 - d) Make recommendations to the Board regarding the appointment of Committee Chairs and Vice Chairs.
 - e) Ensure succession planning for committee membership

- f) Review on an annual basis for attendance at Board and committee meetings.
- g) Determine circumstances which warrant the retirement of a Governor, or which disqualify the Governor from standing for re-election, as set out in the applicable By-laws and policies, and recommend to the Board the appropriate course of action if an individual falls within those circumstances.

(ii) Board Structure, Policies and Processes

- a) review and where necessary, recommend amendments to the By-law for consideration by the Board.
- b) periodically review the policies related to Board effectiveness and recommend changes as required to the Board for approval.
- c) oversee on an annual basis the process for review of Policies by the relevant Committees and recommend amendments as required for consideration by the Board.
- d) monitor, review and ensure the Board and Committee compliance with reporting legislation and governance requirements.
- e) support the Board of Governors in ensuring its ongoing effectiveness through orientation, training, ongoing education, and evaluation.
- f) establish and implement a program to evaluate performances including individual Governor performance, performance of the chair, committees, and committee chairs.
- (b) request all Committees review their terms of reference on an annual basis and make recommendations for amendments as required by the Board.
- g) advise the Finance, Audit and Risk Management Committee of any material governance risks arising from the Committee's responsibilities.

3.0 Composition

The membership shall be comprised of the following:

Regular Voting Members

- Up to five Governors
- Up to 3 community members (non-Governors) if required who have the appropriate skills and expertise (optional).

Ex-Officio Voting Members

- President and Vice Chancellor

Ex-Officio Non-Voting Members

- University Secretary

The Board Chair or Vice Chair may attend any meeting of the Governance Committee.

The Committee Chair shall be appointed by the Board of Governors from among the Governors.

Members shall be appointed annually by the Board of Governors.

4.0 Accountability and Reporting

The Governance Committee is accountable to and reports to the Board.

5.0 Meetings and Quorum

The Committee shall meet at least quarterly and at the call of the Chair. All meetings of the committee are closed. A quorum shall consist of a majority of the members of the Committee.

6.0 Terms of Reference

The Committee shall review its terms of reference on an annual basis and recommend changes to the Board as necessary.

Review Period: Annually or as required

Next Review: 2026 01