



## BOARD OF GOVERNORS GOVERNANCE COMMITTEE TERMS OF REFERENCE

### 1. PURPOSE

The Governance Committee (“Committee”) is appointed by, and has responsibility to the Board of Governors (“Board”) to assist the Board in fulfilling its fiduciary responsibilities in the oversight of enhancing Board organization, procedures and performance by assessing governance practices and policies, and to perform other duties as the Board may delegate or direct from time to time. The Committee develops recommendations for policy and action by the Board that is consistent with University policies, principles and strategic plan. The Committee operates in accordance with the Alberta *Post-Secondary Learning Act* and the Board governing documents.

### 2. MEMBERSHIP

2.1 The following shall be members (voting) of the Committee:

- Chair of the Committee
- Chair of the Board (*ex-officio*)
- President and Vice-Chancellor (*ex-officio*)
- Seven (7) other Board Members.

Following the *Board of Governors Bylaws*, membership on committees is determined annually by recommendation from the Board Executive Committee.

2.2 The following (non-voting) shall attend meetings of the Committee:

- Provost & Vice-President (Academic)
- Vice-President (Finance & Administration)
- Other resource persons may be invited by the Committee Chair to attend meetings as required.

### 3. MEETINGS

3.1 The Committee will meet at least four (4) times per year, with additional meetings at the call of the Chair.

3.2 Quorum for a meeting, as defined within the Board of Governors Bylaws (2.2.3), shall consist of a majority of voting members being in attendance in person, or virtually (phone or video). A meeting that starts with quorum shall be deemed to have a continuing quorum, until a quorum count is requested by a voting member. Where a quorum count is requested and there are insufficient voting members present to constitute a quorum, the meeting shall be adjourned immediately and reconvened seven days later, or at another mutually agreed upon date.

**4. RESPONSIBILITIES**

- 4.1 Meet early in the academic year to develop the Board and Committee's work plan for the year.
- 4.2 Lead, ensure completion and report on the annual Board and committee evaluations.
- 4.3 Support the University in the development and ongoing monitoring of the strategic plan and report progress on the University's strategic priorities to the Board.
- 4.4 Monitor, review, and ensure compliance with the *Post-secondary Learning Act* and governance documents, recognizing that the University has two governing bodies; namely, General Faculties Council and the Board of Governors.

Ongoing editorial amendments needed to Board governance documents and policies such as typos and position title changes do not require approval. Changes will be brought forward to the next Committee meeting for information and then would be included in the report to the Board.

- 4.5 Lead, ensure completion of the annual review of the terms of reference for Board committees, and make necessary recommendations to the Board on behalf of all committees.
- 4.6 Assist with Board annual retreat planning and delivery.
- 4.7 Initiate Board Chair evaluations.
- 4.8 Oversee mentoring program and ongoing program development for serving members.

**5. SELF-ASSESSMENT**

The Committee shall review the annual self-assessment of the performance of the Committee against their terms of reference and report their findings to the Board.

**6. TERMS OF REFERENCE REVIEW**

The Committee shall conduct an annual review of the Committee terms of reference and report their findings to the Board.

**7. REPORT TO THE BOARD OF GOVERNORS**

The Chair of the Committee shall provide oral or written reports of its proceedings to the Board. Minutes, supporting schedules and information of the Committee will be made available to any Board member upon request.

**8. OTHER MATTERS**

- 8.1 The Committee can engage other advisers, with Board approval and in accordance with the University's Contracts - Approval and Signing Authority Policy, if it is deemed necessary to carry out the Committee's responsibilities. The signing authority for any such engagement is the Chair of the Board.

- 8.2 The Committee may consider any other matters, which in the opinion of the Committee or at the request of the Board, would assist the Board in meeting their responsibilities.

**Document History:**

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