

Board Governance Committee Terms of Reference

Approved June 9, 2022 | Resolution #019/22 C01

1. Purpose

The purpose of the Governance Committee is to ensure the Board is effective in the work that it does. The Committee provides discussion opportunities on governance and university activities, issues, and relationships, and provides oversight and makes recommendations to the Board for decision-making on a wide range of governance related matters. In addition, the Governance Committee establishes and keeps current the Board bylaws, policies, procedures, and plans, as support for the Board and Board Committees.

2. Duties and Responsibilities

The Governance Committee is responsible to:

- A. Develop and review Board bylaws, policy directions, policies, and other governance plans and documents with consideration for effectiveness, relevance, clarity, and consistency with the *University Act* and other governing legislation. Approve plans for review of these as needed.
- B. Review educational and evaluation activities and make recommendations related to these. Develop and review an evaluation plan as per Board Bylaw BGB-110.11 Board Evaluation.
- C. At least once every two years, review the effectiveness and appropriateness of publicly available Board information and make suggestions for revisions as needed.
- D. Participate in the Joint Board/Senate Governance Committee, meeting as needed for discussion of issues, initiatives, relationships, and the development of shared governance procedures.
- E. Provide oversight for compliance with Board bylaws, policy directions, and policies.
- F. Discuss and bring forward to the Board ethical or values concerns, risk issues, or other governance matters as may be considered advisable by the Committee.
- G. Respond to requests of the Board Chair or the Board to undertake such other governance matters or initiatives as may be necessary or desirable in contributing to the success of the Board and the University.
- H. Receive from the University Secretary on behalf of the Board an annual report on the status of administrative policies including a statement of full compliance with Board policy directions and policies or notification of any variances or difficulties with compliance.
- I. Review orientation and educational documents and activities to ensure a smooth and effective transition of all new Board members.

3. Accountability

The Committee reports its discussions to the Board by maintaining minutes of its meetings and providing an oral report at the next Board meeting.

Unless authorized by the Board, the Governance Committee is a recommending body for Board decision-making in all matters as indicated in Board Bylaw BGB-110.15 Committees of the Board.

4. Membership

The Committee consists of a minimum of four, maximum of seven, members of the Board of Governors including the Board Chair and University President.

5. Committee Operations

The Committee conducts itself under the general guidelines for committees as set out in Board Bylaw BGB-110.15 Committees of the Board.

The Committee meets at least three times each year or at the call of the Chair.