



## BOARD GOVERNANCE COMMITTEE TERMS OF REFERENCE

Approved by the Board: November 2008; September 2011; May 2012; November 2015

### MEMBERSHIP

- Board Chair, or Chair's designate
- At least two (2) other Board members as appointed by the Board
- President + Vice-Chancellor
- University Secretary
- Board Chair (ex-officio, non-voting, if not Chair of committee)
- Any other member of the University community as appointed by, or by invitation of the Chair of the Board

Membership is usually decided at the Board Annual General Meeting in September of each year, although membership can be changed at any time during the year with the Board Chair's recommendation.

### CHAIR

The Board Chair, or Chair's designate, shall be the Chair of the committee.

### MANDATE

#### Authority

- This committee reports to the Board of Governors
- It has authority to make recommendations for approval by the Board

#### General Responsibilities

- Reviews committee terms of reference on an annual basis
- Acts as the primary review body for all governance and policy issues
- On a periodic basis, reviews Board policies and procedures and makes recommendations for updating through the University Secretary

#### Board Appointments

- Reviews the Board Needs Assessment upon request from the Ministry and compiles a list of potential new candidates for the Board who fit criteria established by the Needs Assessment
- Reviews information from the Ministry on the Board Appointment Process and relays information to the Board
- Prepares correspondence and submissions to the Ministry regarding Board appointments on behalf of the Board



#### **Board Evaluation**

- Approves the process for Board Self Evaluation and Board Member Self Evaluation
- Develops any survey or form to obtain Board and Board Member Self Evaluation information
- Oversees the Evaluation process, and gathers data from the Evaluation forms
- Presents a summary to the Board for information with recommendations for any course of action required as indicated in the evaluations
- Makes recommendations to the Board for professional development sessions
- Develops new Board Member orientation sessions and approves content of the Board Handbook for new members

#### **Board Policies + Procedures**

- Drafts or approves drafts of Board governance policies and procedures and recommends changes to those policies and procedures that fall under the responsibility of the Board as outlined in the University Act
- Presents Board policies and procedures to the Board for final approval

#### **Board Bylaws**

- Reviews Board Bylaws on a periodic basis and recommends any amendments/changes for Board approval

#### **Senate Policies + Procedures**

- Receives and reviews policies and procedures from Senate prior to submission to the Board

#### **MEETINGS**

Meetings shall be held at the call of the Chair of the committee.