

Senior Policy and Operations Committee

Special Resolution: No. 1-C - Terms of Reference of the Senior Policy and Operations Committee

Effective Date: June 23, 2016

Previous Revisions: January 29, 2015, January 25, 2001, June 25, 1998

1. The Senior Policy and Operations Committee is a standing committee of the Board with the duties, responsibilities and authorities as set out below.
2. The Committee's principal responsibilities are:
 - (a) Strategic advice and support, including:
 - (i) providing strategic advice and policy support to the Board and the President
 - (ii) providing guidance to the senior administration on timely or emerging issues on behalf of the Board
 - (iii) receiving from the President the President's proposed priorities for each forthcoming academic year and making a recommendation thereon to the Board
 - (b) Promoting community relations (internal and external) and the University's reputation, including:
 - (i) general relationships with the external community
 - (ii) affiliation and other agreements which require Board approval, or as may be referred by the President
 - (iii) vehicles of community relations (e.g., publications, special events, media relations)
 - (iv) general University/student relations in non-academic matters, including student disciplinary codes
 - (v) responses for requests for access to the Board (in accordance with the process outlined in [Appendix A](#), attached hereto)
 - (c) Compensation issues, including:
 - (i) establishing mandates for, reviewing, and making recommendations to the Board on negotiated collective agreements
 - (ii) within parameters established by the Board, negotiating and approving the terms of the contract with the President, and any subsequent renewal or amendment of such contract.
 - (iii) reporting to the Board on the President's final contract and any subsequent amendments thereto.
 - (iv) establishing parameters for and, on the recommendation of the President or

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appropriate Vice-President, fixing and providing for the remuneration, retirement and superannuation of the following employees of the University:

Vice-Presidents
University Librarian
Vice-Provosts
Associate Vice-Provosts
Associate Vice-Presidents
Registrar
University Secretary
Deans
Associate Deans
And such other senior administrative positions as may be created from time to time which are not encompassed by collective or other group agreements

- (v) when not so determined by approved policies, group plans or collective agreements, authorizing expenditures of such sums as may be required to establish funds for the payment of gratuities, retirement allowances, pensions, life insurance or other insurance (including health insurance) for the benefit of employees
- (vi) reviewing annually the performance of the President and receiving from the President and the appropriate vice-presidents the performance appraisals of the other employees listed in (iv) above;
- (vii) reporting annually to the Board on the review of the President's performance;

In all of the foregoing, the Committee shall have due regard for collective agreements which have been approved by the Board.

- (d) Human Resource Policies and Procedures
 - (i) recommending to the Board new or amended human resource policies as proposed by the Vice-President (Operations & Finance) or the Provost and Vice-President (Academic)
 - (ii) reviewing and approving or recommending to the Board as appropriate, recommendations from the President in human resource matters which fall outside existing University policies
- (e) as the Nominating Committee of the Board,
 - (i) making recommendations to the Board for the appointment of external members in the Board-elected constituency, in accordance with Guidelines for the Identification and Appointment of External Board Members as may be approved by the Board from time to time
 - (ii) developing and maintaining, in accordance with the Board-approved Guidelines for Filling of Vacancies, a skills and needs matrix against which to assess potential candidates for Board membership
 - (iii) recommending to the Board annual membership slates for Board standing committees, including recommendations for chairs and vice-chairs of committees
 - (iv) filling vacancies in the membership of committees and subcommittees as

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necessary in the succeeding twelve months following the Board's approval of the initial list in January of each year, reporting any such appointments to the Board for information at the subsequent meeting of the Board.

- (v) recommending to the Board the appointment of Board members to special or ad hoc committees (such as selection committees) as may be necessary from time to time.

MEMBERSHIP AND PROCEDURE

3. The membership of the Committee shall be:

Chair of the Board, who shall be Chair of the Committee
Vice-Chair of the Board, who shall be Vice-Chair of the Committee
Chairs of the Standing Committees of the Board
Immediate Past Chair of the Board
An "at large" external member of the Board (as required)

The seat assigned to the immediate Past Chair of the Board is filled only when that individual remains a member of the Board.

The "at large" seat is filled when, in the view of the Chair and the Committee, a particular skill set or experience might be useful to the Committee's work. As with all other Board committee appointments, such appointments would be for the duration of one year with the prospect of reappointment for further terms.

Notwithstanding the ex officio membership of the Committee, in light of the mandate of the Committee with respect to personnel, employee contracts and remuneration issues, all members of the Committee must be external members of the Board.

4. The Committee shall meet as directed by the Board, at the call of the Chair, or as requested by the President.
5. The Committee will prepare an annual work plan, in consultation with the President.
6. The Committee will provide a summary report to the Board semi-annually on its activities.
7. The Committee will review its terms of reference every three years.

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APPENDIX A

Requests for Access to the Board

1. Requests from members of the community for access to the Board for particular issues should be submitted to the Board Secretary who will forward them to the Board Chair and the President.
2. The Board Chair will consult with the President on the appropriate response.
3. When appropriate, the Chair will deputize a member of the Board to discuss the issue with the requester(s) and the appropriate member(s) of the administration will be involved in that discussion.
4. The Board member will report to the Senior Policy and Operations Committee on the issue, the discussion and any steps that might follow (i.e., whether the matter should be referred back to the administration for consideration, whether it should be referred to a Board committee for review, whether it should be referred to the full Board, or whether no further action is appropriate).
5. The Senior Policy and Operations Committee will then make the determination as to how to proceed.
6. The Committee will report its decision and the processes followed to the Board of Governors at a subsequent meeting of the Board.