

**Terms of Reference: Governance and By-Laws Committee**

**Effective Date:** June 27, 2024

**Supersedes:** September 21, 2021; June 23, 2016; June 29, 2004

**Date of Next Review:** Spring 2027

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1. The Governance and By-Laws Committee is a standing committee of the Board with responsibility for oversight of governance policies and practices. In developing such policies and practices, and in their ongoing review, the Committee has a responsibility to be aware of and apply best practices in higher education governance. Effective governance policies and practices will:
  - (a) comply with the Board's responsibilities under the Act;
  - (b) provide means by which Board members can fulfill their fiduciary duties;
  - (c) enhance transparency and the Board's ability to make decisions effectively;
  - (d) include accountability measures for Board decisions;
  - (e) allow for the effective and efficient flow of business to the Board;
  - (f) delegate authority appropriately to Board Officers (as defined in By-Law No. 1), committees appointed by the Board, the President & Vice-Chancellor, and Senior Academic and Administrative Officers of the University (as defined in the Appointment Procedures for Senior Academic and Administrative Officers of the University); and
  - (g) promote effective communication and interaction with Senate to foster and sustain the principles of shared governance.
  
2. In carrying out its responsibilities, the Committee shall:
  - (a) recommend to the Board processes for periodic Board performance reviews and implement those processes;
  - (b) design and implement orientation and on-going member education processes;

## Governance and By-Laws Committee

- (c) establish and implement processes for the periodic review of governance documents, policies, procedures, special resolutions and by-laws, and make recommendations to the Board, as warranted, with respect to amendments.
- (d) advise on and make recommendations to the Board on the structure of Board agendas and meeting processes;
- (e) recommend to the Board and periodically review role descriptions for the Board, its Officers, committee chairs, Board members and non-Board members of committees;
- (f) oversee periodic reviews of the Board's standing committees' Terms of Reference and make recommendations to the Board with respect to amendments as warranted by those reviews and as recommended by each standing committee;
- (g) make recommendations and provide advice to the Board with respect to new or restructured standing committees, as may be proposed from time to time by the Committee or by a standing committee;
- (h) periodically review guidelines for the filling of vacancies on the Board, which include the requirement for a needs analysis and processes for identifying potential Board members, and make recommendations to the Board with respect to amendments as warranted;
- (i) oversee electoral policies and procedures, including recommending changes to the Board as warranted, and adjudicating issues forwarded by the Chief Returning Officer for Board elections;
- (j) oversee and periodically review conflict of interest policies and practices for members of the Board and its committees and make recommendations to the Board with respect to amendments as warranted;
- (k) maintain a process for periodic review of the University's administrative policies and monitor the implementation of that process;
- (l) advise the Board with respect to the Board's relationship with Senate and recommend the establishment or amendment of practices and procedures to enhance that relationship as appropriate;
- (m) review these Terms of Reference at least every three years, and recommend amendments to the Board as necessary;
- (n) annually review its own performance as measured against these Terms of Reference;
- (o) develop an annual work plan; and

- (p) in fulfilling its responsibilities, be mindful of the principles of equity, diversity, inclusion, and decolonization, particularly the ways in which procedural rules and decisions can either foster or hinder the advancement of these principles.

**MEMBERSHIP AND PROCEDURE**

4. The membership of the Committee shall be:
- Chair of the Board
  - Vice-Chair of the Board
  - President & Vice-Chancellor or designate
  - Six members of the Board, appointed by the Board, which must include two external members, one member of faculty, one member of the administrative staff, one student, and one member from any constituency
  - University Secretary (non-voting)
5. The Chair of the Committee shall be designated from among the Committee's members by the Board annually, as set out in By-Law No 1. (section 42). The Chair must be an external Board member. The Vice-Chair of the Board shall be the Vice-Chair of the Committee. The University Secretary shall be Secretary of the Committee.
6. The membership of the Committee shall be determined by the Board annually, as set out in By-Law No. 1 (section 42).
7. The Committee shall normally meet in advance of each regular meeting of the Board. Special meetings of the Committee shall be held as agreed by the Committee or as called by the Chair of the Committee or of the Board.
8. Pursuant to By-Law No. 1 (section 47), the quorum for meetings shall be a majority of the voting members. [*Quorum based on current membership: five voting members*]