

### **Governance and By-Laws Committee**

**Special Resolution:** No. 1-A - Terms of Reference of the Governance and By-Laws Committee

**Effective Date:** June 23, 2016

**Previous Revisions:** June 29, 2004

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1. The Governance and By-Laws Committee is a standing committee of the Board with responsibility for oversight of corporate 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:
  - Be consonant with the Board's responsibilities under the Act
  - Provide means by which the Board can fulfill its fiduciary duties
  - Enhance transparency and the Board's ability to make decisions effectively
  - Include accountability measures for Board decisions
  - Allow for the effective and efficient flow of business to the Board
  - Delegate authority appropriately to Board Officers, committees appointed by the Board, the President, and Senior Academic and Administrative Officers of the university
  - Promote effective communication and interaction with Senate to 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;
  - (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 with respect to amendments to those instruments as warranted (the Committee has delegated authority to make amendments of a non-substantive or editorial nature on behalf of the Board);
  - (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 roles 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 the individual 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 Governance and By-Laws Committee or by individual standing committees;
  - (h) develop guidelines for the filling of vacancies on the Board, including needs analyses and processes for identifying potential Board members;

- (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) develop and oversee conflict of interest policies and practices for members of the Board and its committees;
- (k) develop 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 of practices and procedures to enhance that relationship as appropriate; and
- (m) annually review its own performance as measured against these terms of reference.

### **MEMBERSHIP AND PROCEDURE**

3. The membership of the Governance and By-Laws Committee shall be:
  - The Chair of the Board
  - The Vice-Chair of the Board
  - The President & Vice-Chancellor or Designate
  - Six members of the Board, appointed by the Board, including two external members, one member of faculty, one member of the administrative staff, one student, and one additional member from any constituency.
  - The Secretary of the Board (non-voting)
4. The Chair of the Committee shall be designated by the Board of Governors annually. The Vice-Chair of the Board shall be the Vice-Chair of the Committee. The Secretary of the Board shall be Secretary of the Committee.
5. The Committee normally meets four times per year with additional meetings as necessary at the call of the Chair.