Western UNIVERSITY · CANADA

Terms of Reference: Senior Policy and Operations Committee

Effective Date: February 6, 2025

Supersedes: April 27, 2023, September 21, 2021, June 23, 2016; January 29, 2015, January 25, 2001, June 25, 1998

Date of Next Review: Spring 2027

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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, and

      (iii) receiving the President's proposed priorities for each forthcoming academic year and making a recommendation thereon to the Board;

   (b) Monitoring community relations (internal and external) and the University's reputation, including:

      (i) affiliation and other agreements which require Board approval, or as may be referred by the President,

      (ii) general University/student relations in non-academic matters, including student disciplinary codes, and

      (iii) responses for requests for access to the Board (in accordance with the process outlined in Appendix A;

      (iv) marketing, communications and branding programs and activities to support the University's strategic objectives;

(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) monitoring provincial legislation and university sector trends in respect of compensation and benefits for senior university leaders,

(v) on the recommendation of the President, fixing and providing for the remuneration, retirement and severance of the Vice-Presidents,

(vi) approving the framework for remuneration, retirement and severance of the Deans, the Registrar, the University Librarian, the University Secretary, the Associate Vice-Presidents and the Vice-Provosts in accordance with policies established by the Board from time to time,

(vii) on the recommendation of the President, approving any personnel change for positions outlined in paragraph 2(c)(vi) involving resignation, termination or retirement which will entail a continuing commitment on the part of the University other than normal pension benefits, or which falls outside existing University policies,

(viii) 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,

(ix) receiving from the President the annual reports of the Vice-Presidents and the University Secretary,

(x) annually reviewing the performance of the President, taking into consideration the Board's assessment, and determining any

remuneration changes and/or performance payouts to which the President may be entitled, and

(xi) reporting annually to the Board, through the Chair of the Board, on the review of the President's performance;

(d) Human resource policies and procedures, including:

(i) providing counsel and support to the President and the Associate Vice-President (Human Resources) on organizational issues/changes that involve senior leaders and have significant internal and/or external implications for the University, and

(ii) recommending to the Board new or amended human resources MAPP policies as proposed by the President and/or the Associate Vice-President (Human Resources);

(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) making recommendations to the Board, where applicable, for appointments of external Board members by external constituencies,

(iii) developing and maintaining, in accordance with the Board-approved *Guidelines for the Identification and Appointment of External Board Members*, a skills and needs matrix against which to assess potential candidates for Board membership,

(iv) recommending to the Board annual membership nominations for Board standing committees, including recommendations for chairs and vice-chairs of committees,

(v) recommending nominees to the Board for Chair and Vice-Chair of the Board,

(vi) filling interim vacancies in the membership of committees and subcommittees as necessary, and reporting any such appointments to the Board for information,

(vii) recommending to the Board the appointment of members to

special or ad hoc committees (such as selection committees) as may be necessary from time to time, and

(viii) in carrying out its responsibility to nominate candidates to the Board or a committee, the Committee shall incorporate Equity, Diversity and Inclusion (EDI) principles in keeping with the University's commitment to EDI.

(f) To be mindful of the principles of equity, diversity, inclusion, and decolonization in fulfilling its responsibilities.

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
Chair of the Audit Committee
Chair of the Fundraising and Donor Relations Committee
Chair of the Governance and By-Laws Committee
Chair of the Property and Finance Committee
Immediate Past Chair of the Board, if still otherwise a Board member and
An external member of the Board if in the view of the Chair and the Committee, a particular skill set or experience might be useful to the Committee's work

4. The Committee shall meet as directed by the Board, at the call of the Chair, or as requested by the President.

5. 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: 4 voting members*]

6. The Committee will prepare an annual work plan, in consultation with the President.

7. The Committee will review its Terms of Reference every three years.

APPENDIX A

Requests for Access to the Board

1. Requests for access to the Board to address particular issues should be submitted to the University Secretary who will forward them to the Board Chair and the President.

2. The 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 deputized Board member will report to the Senior Policy and Operations Committee on the issue, the discussion and any steps that might follow (such as 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 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 Senior Policy and Operations Committee will report its decision and the processes followed to the Board at a subsequent meeting of the Board.