



## Board of Governors Standing Committees General Terms of Reference

### 1. ESTABLISHMENT

Under the Act, the Board is responsible to manage and operate the University in accordance with the University's Mandate and has the additional specific powers, duties and functions listed in the Act.

To assist it in carrying out its work effectively and productively, the Board has or will from time to time establish Committees.

These General Terms of Reference apply to the operation of all Committees and are supplemented by terms of reference comprising provisions specific to each Committee (**Committee Terms of Reference**).

### 2. INTERPRETATION

In these General Terms of Reference, the following terms have the meaning ascribed to them:

All defined terms contained in these General Terms of Reference which are not defined herein and which are defined in the Bylaws shall have the meaning given to such term in the Bylaws.

### 3. MEMBERSHIP

There shall be a minimum of three voting members on all Committees.

Members shall be appointed by the Board or its delegate in accordance with the Bylaws, these General Terms of Reference, and the Committee Terms of Reference, as applicable.

#### 3.1 Chair

The Chair shall be a Public Governor.

#### 3.2 Terms

Governor Members may be appointed for a term that is equal to or less than their term as a Governor. The membership of a Governor Member



### 5.3 Meeting Agendas

Each Committee will approve a work plan for the Meeting Year, which will be provided to the Board for information at its first meeting of the Meeting Year.

Committee meeting agendas will be formulated by the Chair and the responsible senior administrator to the Committee, produced and reviewed in accordance with the Secretary's procedures, and approved in advance by the Chair.

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## 5.7 Conduct of Meetings

In the sole discretion of the Chair, Committee meetings may be held in person, by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, or a combination thereof.

The Chair, or in their absence, the acting Chair of a meeting, shall be responsible for the orderly conduct of the meeting. Meetings will be conducted in accordance with all applicable laws (including specifically FOIP) and these General Terms of Reference or, where applicable laws or these General Terms of Reference are silent on the matter, as determined by a ruling of the Chair, acting reasonably. The Chair may consult the Secretary and look to Roberts Rules of Order or Nathan's Company Meetings for guidance on the conduct of meetings, however, none of these sources shall be considered determinative and the Chair retains the discretion -6 (is)-1.3r.91.1 (m)1.3 (2 (n)5iv)5.38yhhtermat nothre mete.2 (air,)2.3 (s)-1.3 (u (all bj2.3 (h)2.2 (-1 ( ac)-1.

## 5.10 Resolutions in Writing

Observers in attendance at a meeting may speak only if expressly invited to do so by the Chair of the meeting.

All observers are expected to maintain decorum and no person is allowed to speak unless invited to do so by the Chair of the meeting.

In addition to the other responsibilities of the Chair set out in these General Terms of Reference, the Chair shall:

- a) provide leadership to enable the Committee to effectively carry out its role and responsibilities;
- b) facilitate communications and effective relationships among Members and between the Committee and the President and Senior Officers; and
- c) preside at meetings of the Committee

The Vice Chair will carry out any or all of the Chair's responsibilities at the request of the Chair or in the event that the Chair is absent or unable to carry out their responsibilities, and will have those additional powers and duties assigned by the Chair and the Committee from time to time.

#### **10. SPOKESPERSON**

The Chair, or in their absence or inability to act, the Vice Chair, is the only person authorized to speak for the Committee.

#### **11. REPORTING TO THE BOARD**

The Chair or their delegate shall provide a report to the Board at each Board meeting on the proceeding of the Committee since the previous Board Meeting.

#### **12. COMMITTEE ASSESSMENT**

Each Committee shall carry out an assessment of its performance and operations no later than three years following its last assessment in accordance with a process approved by the HRGC.

#### **13. AUTHORIZATION AND EXECUTION**

All documents or instruments in writing requiring execution on behalf of a Committee shall be signed by the Chair, the Vice Chair or those authorized signatories specified in, and in accordance with, applicable University policies approved by the Board or a written authorization of the Board.

All documents or instruments authorized and signed on behalf of the Committee as provided herein shall be valid and binding on the Committee.

#### **14. VALIDITY OF NOTICES**

Any notice or communication required or permitted to be given or made hereunder will be sufficiently given or made for all purposes if delivered personally, sent by e-mail or sent by ordinary mail within Canada to the last address listed in the records of the Secretary. Any ta9 (o)-6.64-1.9 3 (r w)-3.3 6.7 (o)-a04 TD4SIlle Sali(e)-6 (c)-4.9 (r)-6 (o)-6.-3



