



BOARD OF GOVERNORS EXECUTIVE COMMITTEE TERMS OF REFERENCE

1. PURPOSE

The Executive Committee (“Committee”) is appointed by, and has responsibility to, the Board of Governors (“Board”) to approve Board agendas, act as a nominating committee to fill public member Board vacancies, and exercise the powers of the Board in the interim between Board meetings. The Committee operates in accordance with the Alberta *Post-Secondary Learning Act* and the Board governing documents.

2. MEMBERSHIP

2.1 The following shall be the members (voting) of the Committee:

- Chair of the Board, who shall be designated Committee Chair
- Vice-Chair of the Board, who shall be designated Committee Vice-Chair (*ex-officio*)
- President and Vice-Chancellor (*ex-officio*)
- Chancellor (*ex-officio*)
- Chair of the Finance Committee* (*ex-officio*)
- Chair of the Governance Committee (*ex-officio*)
- Chair of the Advancement Committee (*ex-officio*)
- At least one (1) other Member of the Board

* In the case where the Chair of the Finance Committee is different than the Chair of the Audit Committee, each chair will then serve as a voting member on the Committee.

Following the *Board of Governors Bylaws*, membership on committees is determined annually by recommendation from the Board Executive Committee.

2.2 The following (non-voting) shall attend meetings of the Committee:

- Provost & Vice-President (Academic)
- Vice-President (Finance and Administration)
- Other administrative officers as required.

3. MEETINGS

3.1 The Committee shall meet at least five (5) times per year, with additional meetings at the call of the Chair.

3.2 Quorum for a meeting, as defined within the *Board of Governors Bylaws* (2.2.3), shall consist of a majority of voting members being in attendance in person, or virtually (phone or video). A meeting that starts with quorum shall be deemed to have a continuing quorum, until a quorum count is requested by a voting member. Where a quorum count is requested and there are insufficient voting members present to constitute a quorum, the meeting shall be adjourned immediately and reconvened seven days later, or at another mutually agreed upon date.

4. RESPONSIBILITIES

- 4.1 Approve proposed agendas for Board meetings, assuring there is sufficient and clear information in a form which includes context, background and basis for Board decision.
- 4.2 Act on behalf of the Board for those matters and during those time periods for which the Board has passed a resolution delegating action to the Committee, with the condition that action taken will be reported to the Board.
- 4.3 Act for the Board in situations which, in the opinion of the Committee, require immediate action prior to the next meeting of the Board, and report to the Board on any action taken.
- 4.4 Act as a Nominating Committee to make recommendations to the Minister for candidates to fill upcoming vacancies among Board members who are appointed by the Lieutenant Governor in Council.
 - 4.4.1 Be aware of upcoming Board member vacancies and be involved in the recruitment of new Board members.
 - 4.4.2 Develop and use a Board Member Attributes matrix to determine expertise and requirements of new Board member(s) in order for the Board to have the competencies to implement good governance practices and meet the University's mandate.
 - 4.4.3 Review the short list of candidates as provided by the Office of the Minister of Advanced Education and make recommendations to the Minister.
 - 4.4.4 Oversee a program of orientation for newly appointed Board members.
- 4.5 Review and approve recommendations from the Human Resources and Compensation Committee on bargaining mandates, including the bargaining team in respect to all bargaining units and approve the final settlements or collective agreements with each bargaining unit.
- 4.6 Review and approve recommendations from the Human Resources and Compensation Committee for the president's appointment or reappointment compensation determination process.
- 4.7 Review and make recommendations on all non-financial policies.
- 4.8 Act on behalf of the Board to hear and determine appeals of General Faculties Council Discipline Committee decisions.
- 4.9 Determine Board committee membership annually by recommending names to the Board for approval (*Board of Governors Bylaws 2.4.2*).
- 4.10 Determine appointments or liaisons with other bodies when requested by recommending names to the Board for approval (*Board of Governors Bylaws 2.4.2*).

4.11 Review and make recommendations concerning matters not assigned to other committees.

5. REPORT TO THE BOARD OF GOVERNORS

The Committee Chair shall provide oral or written reports of its proceedings to the Board. Minutes, supporting schedules and information of the Committee will be made available to any Board member upon request.

6. SELF-ASSESSMENT

The Committee shall review the annual self-assessment of the performance of the Committee against their terms of reference and report their findings to the Governance Committee.

7. TERMS OF REFERENCE REVIEW

The Committee shall conduct an annual review of the Committee Terms of Reference and report their findings to the Governance Committee.

8. OTHER MATTERS

8.1 The Committee can engage other advisers, with the Board approval and in accordance with the University's *Contracts - Approval and Signing Authority Policy*, if it is deemed necessary to carry out the Committee's responsibilities. The signing authority for any such engagement is the Chair of the Board.

8.2 The Committee may consider any other matters, which in the opinion of the Committee or at the request of the Board, would assist the Board in meeting their responsibilities.

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