



## Principles Guiding Board Committees

### General

The Board of Governors retains overall responsibility for the University. Standing Committees are subject to Board oversight and are created to enhance the capacity of the Board to fulfil its strategic and fiduciary duties. These guiding principles apply to all Board standing committees and any subcommittees.

### Committee Structure Review

On behalf of the Board of Governors, the Governance and Nominating Committee will review at least every two years the overall standing committee structure. The objective of this review is to ensure that the committees continue to enhance the Board's capacity to do its work.

### Standing Committees

#### 1. Terms of Reference

- a. Standing Committees (including subcommittees) will be created by way of terms of reference approved by the Board on the recommendation of the Governance and Nominating Committee. Standing committees will review their terms of reference every two years and report to the Governance and Nominating Committee respecting any proposed changes. Terms of reference may be amended at any time on the recommendation of the Governance and Nominating Committee and approval of the Board.
- b. Standing Committee terms of reference for all committees and subcommittees will be in a consistent format and will include:
  - i. A clear and specific delegation of authority and/or responsibility from the Board of Governors
  - ii. A general statement of purpose
  - iii. A description of the composition of the committee and skills requirements or attributes of members
  - iv. A statement of duties and responsibilities
  - v. An approval and review date for the terms of reference

#### 2. Expectations of Committees

- a. Committees will:
  - i. Fulfil the requirements of their terms of reference
  - ii. Fulfil their responsibility to be duly diligent
  - iii. Avoid becoming involved in the administrative and operational work of the University
  - iv. Approve annual work plans

- v. Ensure that committee agendas and work align with and advance annual work plans
- vi. Report at least once annually to the board with respect to progress against work plans
- vii. Use *in camera* sessions at each meeting to reflect on the meeting's effectiveness
- viii. At least annually, undertake an assessment of their own effectiveness

### **3. Committee Chairs**

- a. Committee Chairs will be appointed by the Board.
- b. Committee Chairs are responsible for leading and facilitating the work of their committees in accordance with these terms of reference.