

## 1. ESTABLISHMENT AND AUTHORITY

The Board of Governors (Board) hereby establishes a standing committee called the Governance and Nominating Committee as provided for in the Board of Governors Bylaws, and delegates to the Governance and Nominating Committee the authorities set out in these Terms of Reference (**TOR**).

The Committee does not have decision-making authority except where, and to the extent that, such authority has been expressly delegated or assigned by the Board in these Terms of Reference or by a resolution of the Board.

All defined terms which are used, but not defined in these TOR, and which are defined in the Board of Governors Bylaws shall have the meaning given to such terms in the Board of Governors Bylaws.

## 2. PURPOSE

The Governance and Nominating Committee will assist the Board of Governors in fulfilling its governance responsibilities by providing strategic oversight with respect to the effectiveness, organization, and processes of the Board of Governors, to enhance board governance performance. It is responsible for recommendations that expedite the Board's function, including changes to the Board's structure and bylaws. The Governance and Nominating Committee oversees and advises on the governance and membership of the Board of Governors.

## 3. MEMBERSHIP

### Chair

Chair of the Board of Governors as *ex officio* (voting)

### Vice-Chair

Vice-Chair of the Board of Governors as *ex officio* (voting)

### Voting Members

The Chairs of all Board of Governors standing committees

One internal member of the Board of Governors

One external member of the Board of Governors

President and Vice-Chancellor as *ex officio*

### Resource

General Counsel and University Secretary

## 4. RESPONSIBILITIES

Without restricting the generality of its role, and within its delegated authorities, the Governance and Nominating Committee will:

### General

- 4.1. Act on behalf of, and with the full authority of the Board on matters that arise between regularly scheduled Board meetings.
- 4.2. Receive annual updates on the progress of the University's Strategic Plan.
- 4.3. Provide counsel and support to the President on sensitive, complex and emerging issues and initiatives.
- 4.4. Delegate authority to the President to act in extraordinary circumstances requiring immediate attention and decisions, subject to timely ratification of the decisions by the full Board.
- 4.5. Approve an annual Committee work plan.

### Board Recruitment and Development

- 4.6. Oversee an annual update of the Board Skills and Competency Matrix to determine where there may be gaps and identify the additional skills and competencies that should be considered in recruiting a new public board member.
- 4.7. Be aware of upcoming Board member vacancies and be involved in the recruitment of new Board members, including the Board Chair.
- 4.8. Oversee the orientation, development and training of Board Members to support a solid understanding of the University and good governance practices.

### Board Committees

- 4.9. Approve or Initiate changes to committee terms of reference, committee structure and other procedures impacting the operation of the Board of Governors.
- 4.10. Oversee changes in leadership in Board committees to ensure continuity and knowledge transfer.
- 4.11. Recommend to the Board the composition (Committee Chair and member appointments) of Board Standing Committees based on the competencies required for the respective committees.

### Board Governance

- 4.12. Recommend to the Board an External Member for the position of Vice-Chair.
- 4.13. Review the agendas for all Board of Governors meetings.
- 4.14. Oversee the planning for the annual Board of Governors Retreat.

- 4.15. Identify potential candidates for Honorary Degrees and submit nominations to the University Honours Committee for consideration.

#### Governance Documents

- 4.16. Review the University's Mandate and Roles Document at least once every three years in accordance with the legislation and, when necessary, recommend changes to the Board.
- 4.17. Review the Code of Conduct of the Board of Governors periodically and recommend changes to the Board.
- 4.18. Review the Board of Governors' Bylaws at least every three years and, when necessary, approve changes to the Bylaws.
- 4.19. Approve, recommend or discuss, as appropriate, changes to, or creation of policies and procedures.

#### Assessment

- 4.20. Oversee an annual assessment of the performance of the Board, its Standing Committees, and the Board Chair and report on the results to the Board as appropriate.

### **5. REPORT TO THE BOARD OF GOVERNORS**

The Committee reports regularly to the Board of Governors with respect to its activities and decisions.

#### **Approval History:**

Approved by the Board of Governors: May 25, 2023  
Approved by the Board of Governors: December 2, 2021  
Approved by the Governance and Nominating Committee: May 26, 2021  
Approved by the Board of Governors: May 25, 2020  
Approved by the Board of Governors: October 28, 2019  
Approved by the Board of Governors: May 27, 2019  
Reviewed by the Governance and Nomination Committee: May 14, 2019  
Approved by Board of Governors: October 30, 2017