

Terms of Reference Governance and By-Laws Committee

Effective Date: June 7, 2024

Supersedes September 21, 2021; June 23, 2016;

1. The Governance and By-Laws Committee is a standing committee with the responsibility for oversight of governance policies and practices and in their ongoing review, the Committee will identify and apply best practices in higher education governance and practices will:
 - (a) comply with the Board's responsibilities under the Act
 - (b)
 - (c)
 - (d) include accountability measures for Board decisions
 - (e) allow for the effective and efficient flow of business to the Board
 - (f) delegate authority appropriately to Board Officers (as defined in By-Law No. 1), committees appointed by the Board, the President and Vice-Chancellor, and Senior Academic and Administrative Officers of the University (as defined in the Appointment Procedures for Senior Academic and Administrative Officers of the University) and
 - (g) promote effective communication and interaction with Senate and foster and sustain the principles of shared governance
2. In carrying out its responsibilities, the Committee shall:
 - (a) recommend to the Board processes for periodic Board performance reviews and implement those processes;
 - (b) design and implement orientation and on-going member education processes;

(c)

- (p) in fulfilling its responsibilities, be mindful of the principles of equity, diversity, inclusion, and decolonization, particularly the ways in which procedural rules and decisions can either foster or hinder the advancement of these principles

MEMBERSHIP AND PROCEDURE

4. The membership of the Committee shall be:

Chair of the Board

ViceChair of the Board

President & ViceChancellor or designate

Six members of the Board, appointed by the Board, which must include two external members, one member of faculty, one member of the administrative staff, one student, and one member from any constituency

UniversitySecretary (nonvoting)

5. The Chair of the Committee shall be designated from among the Committee's members by the Board annually, as set out in By-Law No 1. (section 42). The Chair must be an external Board member. The ViceChair of the Board shall be the Vice