

Board Executive Committee

Approval Authority: Board of Governors

Reports To: Board of Governors

Established: 2004 03 15

Amendments: 2013 05 10, 2014 05 09, 2020 03 20, 2022 05 12, 02 02 2023, 2025 05 14

1.0 Purpose

The Executive Committee is established as a standing committee of the Board of Governors (the Board) by the Bylaws of the University¹ ("Bylaws"). The primary role of the Executive Committee is the exercise of any or all the powers of the Board between meetings of the Board, the consideration of matters to be brought before the Board, setting the Board agenda, and the exercise of Board delegated authority on the matters described in these Terms of Reference.

The Executive Committee shall have general power at any time between meetings of the Board to exercise any or all the powers of the Board except as set out in s.14.2(1-5) of the Bylaws.

Unless otherwise delegated, in exceptional circumstances, unusual or urgent matters that require an immediate decision, the Executive Committee shall exercise the full power of the Board to ensure the orderly flow of Board business and implementation of decisions.

Following any Board Executive Committee meeting (urgent or otherwise), the Chair will submit a report at each meeting of the Board of Governors.

2.0 Responsibilities

Without limiting as described above, the Executive Committee shall:

- Act as an advisory body to the Chair of the Board and the President with respect to governance and administrative issues.
- Receive reports, for information, from the President on Appointments and Leaves.
- Review succession planning for executive administration and academic management positions annually; and
- Receive reports and view any legal matters that could have a significant impact on the University's reputation, strategic objectives or financial implications.
- Exercise such other delegated authority as is bestowed on the Committee by the Board.

2.1 Presidential Performance Assessment

- a) Act as the Review Committee for the Annual Review and conduct the review of the performance of the President and may establish priorities, goals and activities.

¹ Bylaws, Section 13 – Board Committees - Executive Committee of the Board Section 14.

- b) The review process will be undertaken in accordance with the guidelines and timelines in the President's Employment Agreement; and
- c) Review and recommend any settlements to be paid to the President.
- d) Present the final report for approval to the Board

2.2 Delegated Powers

The Executive Committee has specifically delegated the Board's powers in respect of the following matters:

- a) Labour Relations
 - a. Mandates and settlements arising from labour negotiations/collective bargaining.
 - b. Ratification of a Memorandum of Agreement to a labour contract.
 - c. Receive reports of pending rights arbitrations or the results of such arbitrations.
 - d. Consider such other labour relations matters as are presented to the Committee by the President, from time to time; and
 - e. Develop and approve the process and procedures related to the matters described in sections a through c above.

3.0 Composition

Aligned with the s.14.1, the Executive Committee membership shall be no fewer than three Governors, as follows:

- Board Chair
- Board Vice Chair, who shall Chair this Committee
- Chairs of the Committees of the Board
- President, Vice Chancellor Dean and CEO 'President' (ex-officio)¹
- University Secretary (ex-officio) (non-voting)

In the absence of a committee Chair, the Vice Chair(s) shall serve as a member of the Executive Committee, fostering continuity and succession planning.

At the discretion of the Committee Chair, guests may be invited to the meeting, including Governors.

4.0 Reporting

The Executive Committee is accountable to and reports to the Board.

5.0 Meetings and Quorum

The Committee shall meet at least quarterly and at the call of the Chair. All meetings of the committee are closed. A quorum shall consist of a majority of the members of the Committee.

Review Period: Annually or as required

Next Review: 2026 01

¹ The President shall be non-voting on matters related to President's performance, evaluation, and compensation and audit related matters.