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Terms of Reference
Governance Sub-Committee
(Sub-Committee of the Executive Committee)

The Board of Regents shall appoint a Governance Sub-Committee of the Executive Committee in accordance with the following terms:

Mandate

The Governance Sub-Committee will provide strategic oversight on matters regarding the Board’s governance and advise the Board, through the Executive Committee, on best practices. The Sub-Committee will promote transparency, accountability, effectiveness, and support for good governance in the Board’s structures, processes, and practices. It will also support Board members in accessing the education and skills development needed to fulfill their fiduciary duties.

The Sub-Committee will ensure that Indigenization and Reconciliation are considered and respected at all levels of Board Governance. It will also ensure that the principles of Equity, Diversity, Inclusion, and Anti-Racism (EDI-AR) are considered and respected at all levels of Board governance.

Responsibilities

The Governance Sub-Committee shall be responsible for the following:

1. Assess and recommend to the Board any necessary or constructive changes, deletions, or additions in, from, or to the [Board of Regents Bylaws](#).
2. Provide direct oversight of the development, administration, and management of Board Policies. This includes identifying and advising on governance-related risks, developing mitigation strategies, and promoting transparency, integrity, and accountability in Board practices.
3. Provide oversight regarding recommended amendments to the [Memorial](#)

University Act.

4. Ensure a comprehensive Board governance review, including a review of the Board's committee structure, is undertaken at least every five years.
5. Advise on the structure and effectiveness of Board meetings and meeting materials and ensure Board processes are aligned with best practices in good governance, specifically in the higher education sector.
6. Recommend to the Board Chair appointments for the Board Committees (including Committee Chairs, Vice-Chairs, and members) and oversee the succession planning process, seeking to ensure the candidates possess the appropriate skills and experience while also promoting inclusivity, equity, and diversity in Committee membership and striving to meet the objectives of the 50-30 Challenge.
7. Review, develop, and update, as required, a skills matrix for the Board.
8. Oversee the development, delivery, assessment, and review of the Board's orientation for new members.
9. Provide means by which Board members have access to the training and education needed to successfully execute their fiduciary duties

Composition

The Governance Sub-Committee of the Board shall be composed of:

Voting Members

1. Four (4) members from the Board of Regents to be appointed by the Chair of the Board;
2. Chair of the Board;
3. Vice-Chair of the Board;
4. The President and Vice-Chancellor.

The Board Chair shall designate one (1) member to be Chair of the Sub-Committee and one (1) member to be Vice-Chair.

Non-Voting Ex-Officio Members

1. Executive Director, Office of the Board of Regents;
2. General Counsel.

The Sub-Committee may invite external consultants to attend meetings and assist in the discussion and consideration of matters before the Sub-Committee.

The Office of the Board of Regents will assign a non-voting secretary to the Sub-Committee.

The appointed members shall serve for one year.

Quorum

Quorum shall be a majority of voting members.

Meetings

The Sub-Committee shall normally meet in advance of each regular meeting of the Board.

Special meetings of the Sub-Committee shall be held as agreed by the Sub-Committee or as called by the Chair of the Sub-Committee or of the Board.

Delegated Authorities

- To assume such other responsibilities as may be delegated by the Executive Committee.

Reporting and Deliverables

- The Governance Sub-Committee shall submit an annual report about its assessments and recommendations to the Executive Committee for review and subsequent presentation to the Board.