

**BOARD OF GOVERNORS
EXECUTIVE AND GOVERNANCE COMMITTEE**

TERMS OF REFERENCE

** Note: The terms of reference for all Board committees are included in the Procedures of the Board of Governors. The following terms of reference are an excerpt from the Procedures.*

6. EXECUTIVE AND GOVERNANCE COMMITTEE

- 6.1 The Executive and Governance Committee shall consist of the Chair of the Board as Chair, Vice-Chair, Chancellor, President, the Chairs of each of the standing committees of the Board, and one elected member appointed by the Board Chair.
- 6.2 The Executive and Governance Committee shall have such powers as given to it by the Board of Governors and shall report back to the Board on the action taken in the exercise of such powers.
- 6.3 The Executive and Governance Committee in consultation with the Compensation and Review Committee will consider and act upon recommendations regarding performance reviews, remuneration and terms of employment of the Vice-Presidents and the President of the University.
- 6.4 If matters arise between meetings which require Board attention, the Chair may call a meeting of the Executive and Governance Committee to deal with such matters. The Chair will then report to the Board at its next scheduled meeting. Normally, if such a meeting is called, members of the Board of Governors not on the Executive and Governance Committee shall be invited to attend if available, and shall receive the same materials as members of the Executive and Governance Committee.
- 6.5 The Executive and Governance Committee shall review the Procedures of the Board and the document on Responsibilities of the Board of Governors and its members prior to the first statutory meeting in the fall and bring them forward for approval.
- 6.6 The Executive and Governance Committee shall recommend to the Board an appropriate evaluation process for the Board and its committees, orientation process for new members, and undertake such other corporate governance initiatives the Chair or Board deem desirable.
- 6.7 The Executive and Governance Committee shall review the needs assessment for potential governors, taking into consideration the Board's short-term needs and long-term plans and shall advise the President and Chair on the criteria for new governors and potential candidates for recommendation to the government.
- 6.8 The Committee makes recommendations to the Board of nominations for appointment to those external bodies where the appointments require the approval of the Board of Governors.

- 6.9 The Executive and Governance Committee considers and makes recommendations to the board on matters related to the university's controlled entities.