

Document Name: Executive Committee Terms of Reference

Executive Officer: President and Vice-Chancellor

Approval Authority: Board of Governors

Date Document Approved: June 2026

Mandatory Review Date: June 2029

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AUTHORITY

The Executive Committee is established by the Board of Governors pursuant to section 18 (c) of the *Carleton University Act* and made a committee pursuant to section 8.01 of the *Carleton University By-law No. 1* (“the By-Law). The Committee operates under the authority of, and is accountable to, the Board of Governors.

MANDATE

The primary role of the Executive Committee is the exercise of any or all of 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 authority delegated by the Board with respect to matters described in these Terms of Reference.

DUTIES AND RESPONSIBILITIES

Notwithstanding the provisions of section 8.01(b) of the By-law, the Executive Committee of the Board shall have the authority at any time between meetings of the Board to exercise any or all of the powers of the Board including, but not limited to, all powers provided to the Board pursuant to the By-law except the following:

- a. submit to the members any question or matter requiring the approval of the members;
- b. fill a vacancy among the directors or in the position of auditor;
- c. appoint additional directors;
- d. issue debt obligations except as authorized by the Governors;
- e. approve any financial statements;
- f. adopt, amend or repeal By-laws; and
- g. establish contributions to be made, or dues to be paid, by members.

The Executive Committee has the authority to approve mandates and settlements in respect of labour negotiations, recommendations related to compensation and terms and conditions of work of non-unionized employees, compensation arrangements of senior executives, and to appoint Board members to committees.

Decisions which are delegated to the Executive Committee (as specified above and in the General By-laws) will be made by the Committee as appropriate. Where time and circumstances permit, decisions will be deferred for determination by the Board as appropriate.

1. Delegated Powers

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

a. People Strategy

- a. Review the University's people and culture strategy in support of the University's vision and strategic plan, including strategies related to employee engagement, talent management (recruitment and retention), development, wellbeing, compensation and organizational design;
- b. Consider trends, initiatives, and developments affecting the University as a workplace, and assess the University's planning to address future changes or readiness;
- c. Review the University's health, safety, and wellness strategies and outcomes with respect to employees; and
- d. Review the University's human rights and equity strategies and outcomes.

b. Labour Relations:

- a. Review and approve 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, including any financial implications for the University;
- 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.

c. Non-Unionized Employees:

- a. Examine compensation and terms and conditions of work for employees excluded from bargaining units;
- b. Consider such other matters affecting non-unionized employees as are presented to the Committee by the President, from time to time;
- c. Review, in consultation with the President, salary and compensation decisions for Vice-President's, including annual salary increases and any termination settlements, and ensure that annual performance appraisals are conducted for all positions appointed by the Board; and

- d. Review and provide advice to the President on succession planning for Vice-President positions.

d. Presidential Performance Assessment

- a. Establish the President and Vice-Chancellors annual priorities and goals and monitor progress;
- b. Conduct an annual review of the performance of the President and Vice-Chancellor; and
- c. Review and recommend any termination settlements to be paid to the President and Vice-Chancellor.

e. Board Committees:

- a. Appointment of Board members to any of the standing or ad hoc committees of the Board of Governors; and
- b. Review proposals from Senior Administration or Governance Committee for additional standing or ad hoc committees that may be required from time to time.

f. Other Duties and Responsibilities

- a. Review and provide guidance regarding any matter referred to it by the Chair of the Board which crosses the mandate of more than two committees or has significant cross-committee implications;
- b. Monitor, receive updates and report on key developments and material risks within the Committee's mandate, including in the following risk areas:
 - Recruitment, Retention and Fostering Talent
 - Community Wellness
 - University Reputation
- c. Review with General Counsel, any legal matters that could have a significant impact on the University's reputation, strategic objectives or financial implications;
- d. Exercise such other delegated authority as is bestowed on the Committee by the Board.

MEMBERSHIP

Committee Members

The Executive Committee of the Board shall consist of the President, the Chair of the Board, the Vice-Chair of the Board, the Past-Chair of the Board, either the chair and/or the vice-chair of each of the standing committees of the Board, and such other persons as the Board may from time to time appoint.

All members of the Committee shall serve a one-year term which may be renewed by the Executive Committee.

Executive Support

The President and Vice-Chancellor report and provide support to the Committee in submitting, in coordination with the Secretary, reports, advice, and recommendations in keeping with the Committee's mandate.

Standing Invitations

The Provost and Vice-President (Academic), Vice-President (People, Finance and Operations), the Vice-President (Research, Innovation and International) and General Counsel have a standing invitation to attend meetings of the Committee. When the Committee is to consider labour relations matters related to collective bargaining, the Associate Vice-President (Human Resources) and Chief People Officer, and the Deputy Provost have a standing invitation to attend.

Secretary

- a. The University Secretary and Chief Governance Officer (Secretary) or their designate shall be the Secretary of the Committee.
- b. The Secretary will prepare, in consultation with the senior team and the Chair of the Committee, the agenda and all documentation in support of items of business for the Committee's agenda and will keep records of the Committee's business. Minutes of the meeting prepared by the Secretary will normally be approved at the next regular meeting of the committee.

PROCEDURE :

Quorum:

A quorum for meetings of the Executive Committee of the Board shall consist of one-half the number of members of the Executive Committee plus one, present in person, by means of a telephonic, electronic, or other communications facility, including video conference, at least one of whom must be the President, the Chair of the Board or the Vice-Chair of the Board.

Meeting:

The Committee meets in closed session. Where matters before the Committee are of a particularly confidential or sensitive nature, the Committee may move in camera. The Committee meets a minimum of three times per year.

Meetings are held in accordance with the [Appendix A of the By-law](#).

Minutes and Reports:

The Executive Committee will provide Minutes of its meetings to the Board at the next Board meeting immediately following the Minutes' approval.

The Chair of the Board will provide a report at Board Meetings as appropriate.

Revisions and Approvals:

- 608th Meeting of the Board, March 27, 2018 – approved revisions in accordance with By-law, clarified procedures, and added section on minutes and reporting.

- 599th Meeting of the Board, December 1, 2016 – approved date change, added Past Chair of the Board as voting member of the committee.
- 616th Board of Governors Meeting, June 27, 2019, approved revised terms of reference for Executive Committee.
- 629th Board of Governors Meeting, March 10, 2022, approved revised terms of reference for Executive Committee.
- 652nd Board of Governors Meeting, June 4, 2026, approved revised terms of reference.