

Document Name:	Governance Committee - Terms of Reference
Executive Officer Assigned:	University Secretary & General Counsel
Approval Authority:	Board of Governors
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COMMITTEE'S ROLE OVERVIEW

The Governance Committee of the Board of Governors (the “Board”) of Carleton University is a standing committee of the Board constituted to oversee and advise the Board with respect to the governance of the University and to ensure the Board is comprised of members who possess the skills, qualities, and experience to collectively contribute to effective board governance.

1. Governance Responsibilities

- a. Scrutinize the University’s governance model periodically to ensure consistency with the objects and purposes of the University as stated in the *Carleton University Act* (the “Act”) and compliance with applicable legislation;
- b. Review the governance practices of the University to ensure that the principles of transparency, accountability, inclusiveness, and effectiveness are respected at all levels of University governance, and make recommendations to the appropriate governing body for change when appropriate;
- c. Periodically review the constating instruments of the University, the Board, and the various Board committees, including without limitation the Act, bylaws, procedures of the Board, committee terms of reference, mandates and procedures, and relevant University policies, and make recommendations to the appropriate governing body for development and change where appropriate;
- d. Periodically review, recommend to the Board, and monitor the application of the Code of Conduct for Board members;
- e. Develop, implement, and monitor the effectiveness of an orientation and training programme for members of the Board; and

- f. Periodically review protocols and appointment guidelines for the establishment of search committees for Chancellor, President, Vice-Presidents, and other senior administrative positions in the University, and make recommendations for change when appropriate.

2. Nominating Responsibilities

- a. Seek, identify and recruit qualified individuals to stand for nomination as Governors;
- b. Develop, maintain, and update as required a skills matrix for the Board;
- c. Ensure that candidates for nomination meet the qualifications to serve as a Governor, and have fulfilled any additional requirements, including without limitation those set out in Schedule "A" of the Board Nominating Policy;
- d. Ensure communication occurs with candidates to discuss the roles, responsibilities, and expectations of a Governor;
- e. Promote diversity of the Board in relation to gender, age, language, ethnicity, professional backgrounds, and personal experiences;
- f. Have regard to the specific and desired competencies required on the Board as a whole in soliciting nominations;
- g. Oversee all aspects of the election procedures as per the Board Nominating Policy;
- h. Where appropriate, identify individuals for future nomination as Governors and maintain this information for use by future Governance Committees;
- i. Carry out these duties in a manner that encourages a long-term view of the University's leadership needs, as well as Board succession planning; and
- j. Such additional duties as may be delegated to the Governance Committee by the Board from time to time.

3. Other

- a. Review no less than every four (4) years, the Committee's terms of reference, and recommend changes to the Board, as necessary; and
- b. Perform such other functions as may from time to time be assigned to the Committee by the Board or the Executive Committee.

RESOURCES

The Governance Committee will receive the necessary resources from the University to fulfill its mandate.

COMPOSITION OF COMMITTEE

The following are *ex officio* members of the Committee: the Board Chair, the Board Vice Chair, the Past Chair of the Board, and the President and Vice-Chancellor.

Additionally, the Committee shall be composed of the following board members:

- Not less than two (2) and no more than three (3) representatives from the community at large;
- One (1) Alumni representative;
- One (1) student representative, whether graduate or undergraduate;
- One (1) representative from the academic staff;
- One (1) representative from administrative staff; and
- One (1) representative of the Board from the Senate

A Chair and Vice-Chair of the Committee shall be named from among members of the Committee and are representatives of the community.

The University Secretary and General Counsel shall serve as the non-voting executive officers for the Committee.

All members of the Committee shall serve one-year terms which may be renewed by the Board.

QUORUM

Quorum for meetings shall consist of one-half the number of members of the Committee plus one, present in person, by teleconference or by videoconference, at least one of whom must be the Chair or Vice-Chair of the Committee.

REVISIONS AND APPROVALS

- 26th Governance Meeting, Nov. 17/15, approved date change; deferred formal review until completion of By-law review in Spring 2016
- 599th Board of Governors Meeting, December 1, 2016, approved amended terms of reference for Governance Committee.
- 616th Board of Governors Meeting, June 27, 2019, approved revised terms of reference for Governance Committee to include nominating functions.
- 629th Board of Governors Meeting, March 10, 2022, approved revised terms of reference for Governance Committee.

CARLETON UNIVERSITY
Board Nominating Policy

1. PURPOSE

- 1.1 The purpose of this Policy is to ensure that the Board of Governors (the “**Board**”) of Carleton University (the “**University**”) is comprised of individuals who possess the skills, qualities and experience to collectively contribute to effective board governance. This Policy is also intended to assist the Board in identifying qualified individuals to become Governors.

2. NOMINATIONS PROCESS

2.1 Governors elected from the Community-at-large

- (a) In addition to seeking candidates through the usual networking channels within the community, the Governance Committee will prior to the annual meeting of Members, also issue an open call for nominations from the community-at-large through promotional efforts including, but not limited to, press releases, advertisements, media services, the University’s website, other online services where suitable. The Governance Committee shall review the candidates resumes and candidate nomination forms received from individuals seeking to be nominated.

2.2 Governors nominated by the Senate and the Alumni Association

- (a) Prior to the annual meeting of Members, the Senate, and the Alumni Association shall provide to the Governance Committee the names of the individuals each of them is putting forward for nomination in accordance with section 4.01 of the By-laws.

2.3 Governors nominated following an election conducted by the University Secretary

- (a) The Board includes eight (8) Governors nominated following an election for Board nominees, conducted by the University Secretary, as follows:
- (i) two (2) graduate students, nominated by the graduate students-at-large;
 - (ii) two (2) undergraduate students, nominated by the undergraduate students-at-large;
 - (iii) two (2) members of the Administrative Staff, nominated by the Administrative Staff; and
 - (iv) two (2) members of the Academic Staff, nominated by the Academic staff.
- (b) The conduct and supervision of the election process for Board nominees under 4.3 is delegated to the University Secretary. The University Secretary is responsible for determining that the criteria for candidacy as required by the By-laws and that all the requirements of the nomination process have been met by candidates. The University Secretary can refuse a nomination form or disqualify a candidate that does not conform to acceptable guidelines or process approved by the Governance

Committee. The election process and timetable shall be approved by the Governance Committee from time to time.

2.4 Review of irregularity in Process

- (a) A candidate may request in writing a review by the Governance Committee of any perceived irregularity in the election/nomination process affecting that candidate. The decision of the Governance Committee is final.

2.5 Slate of candidates for election to the Board by Members of Corporation

- (a) The Governance Committee will ensure that all individuals nominated through the processes described in subsections 2.1, 2.2, and 2.3 of this Policy meet the qualifications/eligibility criteria to be a Governor in the By-Laws.
- (b) The Governance Committee will prepare a slate of candidates for election as Governors using the names of the individuals identified through the processes described in subsections 2.1, 2.2, and 2.3 of this Policy. Only those candidates that meet the qualifications/eligibility to be a Governor and who have consented in writing to acting as a Governor and to sign and abide by the *Board of Governors Code of Conduct* will be eligible to be on the slate of candidates.
- (c) The slate of candidates may contain a number of candidates equal to the number of vacancies of Governors on the Board, or a greater number of candidates than vacancies.
- (d) In preparing the slate, the Governance Committee shall apply objective criteria in determining the appropriate candidates for election to the Board. In making its decision, the Governance Committee shall consider the criteria set out in this Policy, Schedule A, as well as the University's mandate and goals.
- (e) The Governance Committee will make the slate of candidates and the qualifications of the individuals on the slate available to the Members at least seven (7) days before the annual meeting of Members. The Governance Committee shall present the slate of candidates along with a recommendation that the Members elect Governors from among the individuals whose names are on the slate.

3. **AMENDMENT**

- 3.1 This Policy may be amended by the Board pursuant to s.1.03 of the Bylaws.

Last Review Date: February 24, 2019

Schedule "A"

Qualifications and Core Competencies of Elected Governors

1. Governors shall fulfill all qualifications and eligibility criteria prescribed by the By-laws and all applicable legislation.
2. Governors of the University commit themselves to ethical, businesslike, and lawful conduct, including proper use of authority and decorum when acting as a Governor. Accordingly, Governors are fiduciaries and must be able to represent un-conflicted loyalty to the interests of the University. This accountability supersedes any conflicting loyalty such as to interest groups and membership on other boards, unions, or associations. It also supersedes the personal interest of any Governor acting as an employee or student of the University, or having a family member who is an employee or student of the University.
3. Governors shall be recruited based upon their demonstrated ability to contribute to the well being of the University and to fulfill their statutory fiduciary responsibilities. The core competencies that ideally will be reflected in the Board as a whole include without limitation:
 - a. Knowledge of and experience in strategic planning and governance;
 - b. Expertise in financial management and oversight, including financial reporting and auditing requirements of a complex private or public sector organization;
 - c. Expertise in or experience with fundraising, public relations, and promotion of the University;
 - d. Leadership skills in the post-secondary education sector, the non-profit sector, or other similar endeavours;
 - e. Experience with multi-year capital planning and management of existing, and projected construction of facilities, within a dynamic urban environment;
 - f. Human resources management expertise and experience;
 - g. Legal and risk management expertise and experience; and
 - h. Knowledge of the Carleton community and or post secondary sector.