

<b>Document Name:</b>	Executive Committee - Terms of Reference
<b>Executive Officer:</b>	President and Vice-Chancellor
<b>Approval Authority:</b>	Board of Governors
<b>Date Document Approved:</b>	March 2022
<b>Mandatory Review Date:</b>	March 2026

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## **COMMITTEE’S ROLE - OVERVIEW**

The Executive Committee is established as a standing committee of the Board of Governors (the Board) by the General Bylaws of the University<sup>1</sup> (“Bylaws”). 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 Board delegated authority on the matters described in these Terms of Reference.

## **COMMITTEE RESPONSIBILITIES**

### **1. Power of Decision Between Board Meetings**

The Executive Committee shall have general power at any time between meetings of the Board to exercise any or all of the powers of the Board except as set out in s.8.01(c) of the Bylaws.

### **2. Delegated Powers**

The Executive Committee has specifically been 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;

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<sup>1</sup> General Bylaws, Section VIII – Executive Committees of the Board, Section 8.01

- 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.

**b. Non-Unionized Employees:**

- a. Examine compensation for, 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; and
- c. Review with the President the salary and compensation decisions of the Vice-Presidents and their direct reports (including annual salary increases or termination settlements) and ensure annual performance appraisals are being conducted.

**c. Presidential Performance Assessment**

- a. Conduct an annual review of the performance of the President and Vice-Chancellor and may establish priorities, goals and activities. The review process will be undertaken in accordance with the guidelines and timelines in the President and Vice-Chancellor's Employment Agreement; and
- b. Review and recommend any termination settlements to be paid to the President and Vice-Chancellor.

**d. 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.

**e. General:**

- a. Receive reports, for information, from the President on Appointments and Leaves;
- b. Review succession planning for executive administration and academic management positions annually; and
- 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.

## **PROCEDURES**

The Executive Committee in exercising the powers described in these Terms of Reference is governed by the regulations and practices contained in the General Bylaws.

Where time and circumstances permit, decisions will be deferred to be made by the Board at the open or closed session as appropriate. Decisions which are delegated to the Executive Committee (as specified above and in the General Bylaws) will be made by the Committee as appropriate.

## **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.

## **MEMBERSHIP**

The Committee shall be composed of the Chancellor, President, the Chair of the Board, the Vice-Chair of the Board, the Past Chair of the Board, the Chair and/or Vice-Chair of each of the standing committees of the Board and such other persons as the Board may from time to time appoint<sup>2</sup>.

## **QUORUM**

A quorum for meetings of the Executive Committee shall consist of one-half the number of members of the Executive Committee plus one, present in person, by teleconference, or by videoconference, at least one of whom shall be the Chancellor, President, or the Chair of the Board<sup>3</sup>.

## **Revisions and Approvals:**

- 608<sup>th</sup> Meeting of the Board, March 27, 2018 – approved revisions in accordance with By-law, clarified procedures, and added section on minutes and reporting.
- 599<sup>th</sup> Meeting of the Board, December 1, 2016 – approved date change, added Past Chair of the Board as voting member of the committee.
- 616<sup>th</sup> Board of Governors Meeting, June 27, 2019, approved revised terms of reference for Executive Committee.
- 629<sup>th</sup> Board of Governors Meeting, March 10, 2022, approved revised terms of reference for Executive Committee.

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<sup>2</sup> Section 8.01(a) of the General Bylaws provides that the Committee shall be composed of the Chancellor, the President, the Chair of the Board, the Vice-Chair of the Board, either the Chair or Vice-Chair of standing committees and such other persons as the Board from time to time may appoint.

<sup>3</sup> General Bylaws, Section 8.01(b)