

# EXECUTIVE & GOVERNANCE COMMITTEE

## Terms of Reference

### 1. Authority

- a) The Board Executive & Governance Committee (the “Committee”) is created and responsible to the Board of Governors (the “Board”) of Concordia University of Edmonton (the “University”).
- b) The Office of the University Secretariat shall provide administrative support to the Committee.
- c) The Committee shall function in accordance with the Bylaws of the Board of Governors, Section 13 “Board Committees”.

### 2. Mandate

Subject to Section 4, the Committee shall act on behalf of and with the full authority of the Board of Governors on matters that require immediate attention. The Committee shall monitor, evaluate and make recommendations to the Board with respect to all matters pertaining to governance, human resources and academic affairs, relating to the University.

In particular, the Committee shall:

#### 2.1 Executive

- a) Recommend to the Board the process for the selection, appointment and re-appointment of the President;
- b) Address and resolve emergency situations which arise between Board meetings, and perform any other duties delegated to it by the Board in the interval between meetings;
- c) Review and recommend changes to the Mandate and Roles of the Board;
- d) Provide for and monitor inclusion of risk management and strategic planning in the Board’s activities;
- e) Annually review and evaluate the performance of the President taking into account his/her position profile, self-assessment, personal goals and objectives approved for the year under review, and thereafter, approve the compensation of the President;
- f) Receive from the President, the President’s proposed priorities for each forthcoming academic year and to make a recommendation for approval to the Board;
- g) Review and approve on behalf of the Board, the guidelines to be followed in negotiating collective agreements;

- h) Recommend to the Board affiliation agreements with entities such as post-secondary institutions and health care facilities, and agreements with other organizations for joint instruction;
- i) Deal with issues or matters which may arise and for which a specific committee of the Board has not been struck;
- j) Make a recommendation to the Board of Governors regarding the Collective Agreement;
- k) Review any university-wide strategic plans and recommend to the Board for approval;
- l) Approve agendas for Board meetings; and
- m) Review and approve government reports, such as Annual Report and Comprehensive Institutional Plan;
- n) Designate signing officers in respect of all banking and safekeeping, and oversee limits for such officers.

## 2.2 Governance

- a) Receive a process for determining what competencies, skills and other attributes the Board, as a whole, should possess, and to assess the competencies, skills and attributes of existing members and the competencies, skills and attributes for incoming Board members;
- b) Perform periodic reviews and updates of the Bylaws of the Board of Governors to ensure their continuing accuracy and relevance, and bring any changes to the Board for approval;
- c) Receive nominations for the appointment of Board Chair and Board Committee members and ensure that succession plans are in place for Board members, Chair, Vice Chair, and Committee Chairs;
- d) Appoint University/Board representatives to external organizations; and
- e) 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 the Board deem desirable.
- f) Oversee governance structure reviews and make recommendations and provide outcomes to the Board.

## 2.3 Human Resources

- a) Negotiate and approve on behalf of the Board the terms of the contract with the President;
- b) Oversee the Human Resources strategy, including strategies related to employee engagement, recruitment, retention, development, well-being, compensation and organizational design; and
- c) Review succession plans for the Senior Administration of the University.
- d) Receive reports on the compensation for the Executive Leadership Team from the President;

## 2.4 Academic Affairs

- a) Review and approve initiatives related to the overall academic mission and related plans and policies of the university;
- b) Review and submit to the Board any recommendations of GFC for major changes in instructional and research programs and other academic matters;
- c) Review and approve the Code of Student Conduct;
- d) Consider future educational expectations and challenges to be faced by the University;
- e) Review proposals and recommendations of GFC concerning the establishment, continuation and re-organization of faculties, schools, departments, institutes, etc., and make recommendations to the Board thereof; and
- f) Review and make recommendations to the Board on the Strategic Enrollment Management Plan.

## 2.5 Other Responsibilities

- a) The Committee has the authority to obtain advice and assistance from legal, accounting or other advisors as deemed appropriate to perform its duties and responsibilities;
- b) Approve the hiring by other Board standing committees of outside legal, accounting or other advisors as deemed appropriate to perform their duties and responsibilities; and
- c) Performing other tasks assigned to the Committee by the Board.

## 3. Membership

- a) The Committee shall consist of the Chair and Vice-Chair of the Board, the Chancellor, the President & Vice-Chancellor, and the Chairs of each of the standing committees of the Board, and one member appointed by the Board Chair.
- b) Other senior administrators shall be invited to attend Committee meetings when required.

## 4. Limits on Authority

Notwithstanding the provisions in Section 2, the Committee shall bring to the Board for information and/or final approval:

- a) Regular review and update of Board mandate, bylaws and position descriptions, code of conduct and ethical guidelines;
- b) Annual work plan for the Board;
- c) Periodic assessment of the Board and Board member review;
- d) Appointment of Board members;
- e) Establishment, continuation, reorganization or abolition of faculties, schools, institutes, departments, etc.;

- f) Program approvals involving the creation or abolition of a degree program (but not specializations of an existing degree); and
- g) The consideration of proposals, ideas and issues that deal with the academic transformation of the institution.

## 5. Reliance on Management and Experts

In contributing to the Committee’s discharging of its duties under these Terms of Reference, each member of the Committee shall be entitled to rely in good faith upon:

- a) Any report of a lawyer, accountant engineer, appraiser or other person whose profession lends credibility to a report made by such a person.

“Good faith reliance” means that the Committee member has considered the relevant issues, questioned the information provided and assumptions used, and assessed whether the analysis provided by management or the expert is reasonable. Generally good faith reliance does not require that the member question the honesty, competency and integrity of management or the expert unless there is a reason to doubt the honesty, competency and integrity.

## 6. Limitations of Committee’s Duties

In contributing to the Committee’s discharging of its duties under these Terms of Reference, each member of the Committee shall be obligated only to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in these Terms of Reference is intended, or may be construed, to impose on any member of the Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which all Board members are subject.

## 7. Meetings

The Committee shall normally meet once per month. Additional meetings may be called by the Chair of the Committee. The Committee Chair shall prepare and/or approve an agenda in advance of each meeting.

## 8. Annual Work Plan

The Committee will develop and approve an annual work plan to be provided to the Board for information.