

---

## COMMITTEES AND ADVISORY BOARDS

---

<b>Primary Contact</b>	Board of Governors
<b>Related Policy / Legislation</b>	<i>University Act, s. 27(1)(2)(a)(c) and 34</i>

### PURPOSE/PHILOSOPHY

The Board is empowered by the University Act to create both committees and advisory boards, as it deems necessary to advise the Board or to assist the Board in doing its work. The Board may delegate any, but not all, of its power to such committees or advisory Boards and their activities are limited to the purpose or purposes for which they were appointed and have no powers except those conferred by the Board.

---

### BYLAW

Therefore, the Board may create standing or ad hoc committees or advisory boards that make periodic recommendations or reports to the Board in respect to the responsibilities for which they were created. The Board takes into consideration, but is not bound by, committee recommendations.

---

### DEFINITIONS

#### In this Bylaw

**“Standing Committee”** means a permanent committee of the Board that meets one or more times annually to conduct regular work of the Board or participate in a Board award decision making process.

**“Ad Hoc Committee”** means a temporary committee established to investigate and or resolve a specific issue.

**“Advisory Board”** means a group appointed by the Board and consisting partly or fully of persons unconnected with the university and with the purpose of providing advice or a report on a subject or matter as requested.

---

- A. In creating a Board Standing or Ad Hoc committee the following rules apply:
1. The Board Chair works with the Governance Committee of the Board to recommend to the Board for ratification the purpose, powers, and limitations of any committee.
  2. The Board Chair recommends committee chairs and members, subject to ratification by the Board.
  3. The Board Chair may appoint a person to a committee of the Board who is not a member of the Board, subject to ratification by the Board.
  4. The Board Chair is an ex-officio and non-voting member of all committees on which the Board Chair is not formally a member.
  5. Normally, the President is an ex-officio and non-voting member of all committees on which the President is not formally a member, unless the committee's terms of reference state otherwise.
  6. A committee member may be removed or replaced at any time by the Board Chair, subject to ratification by the Board. A Board member ceases to be a committee member upon ceasing to be a member of the Board unless reappointed by the Chair and the Board.
  7. The number of members and composition of each committee is indicated in each committee's terms of reference.
- B. A committee appointed by the Board conforms to the following rules or to any other rules imposed by the Board:
1. Each committee meets at least once each year, or more frequently as deemed necessary by the committee.
  2. Notice of the time and place of every meeting is given by email communication to each member of the committee and the Board Chair at least 48 hours prior to the time fixed for such meeting.
  3. The committee chair or any two members of a committee may call a meeting of the committee.
  4. If a committee chair is not present at any meeting of a committee, one of the other members of the committee present at the meeting is chosen by the committee to preside at the meeting.
  5. The Secretary to the Board ensures that the minutes of each committee meeting are prepared and given in a timely fashion to each committee member. A complete

meeting record is maintained by the Secretary and available to any Board member upon request.

6. A committee member may participate in a committee meeting in person, virtually, or by phone. A member participating in a meeting in any of these ways is deemed to be present at the meeting.
7. A committee may invite others, as may be considered desirable, to attend meetings and assist in the discussion and consideration of the business of the university.
8. A committee may, from time to time, require the expertise of outside resources. No outside resource is retained without the approval of the Board Chair and generally in consultation with the President.
9. A quorum for the transaction of business at a committee meeting is a majority of the committee membership. Questions arising at a meeting are determined by a majority of votes of the members present.
10. Each committee develops and/or review its terms of reference annually between January and April. Changes are submitted to the Governance Committee no later than April 30 for review by Governance in May and to the Board for approval in June.

The Board Secretary provides each committee with an annual work plan consistent with their terms of reference.

- c. In creating an advisory board, the Board approves terms of reference that outline membership, purpose, and expectations for reporting.
-