

COMMITTEES OF THE BOARD

Primary Contact	Board of Governors
Related Policy / Legislation	<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 standing and special purpose committees, as it deems necessary in order 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 and any committee shall limit its activities to the purpose or purposes for which it was appointed and shall have no powers except those specially conferred on it by the Board.

BYLAW

Therefore, the Board may create a committee that will make periodic recommendations to the Board in respect to the responsibilities for which it was created. The Board will take into consideration, but will not be bound by, committee recommendations.

In creating a Board committee the following rules will apply:

1. The Board Chair on direction from the Board will recommend the purpose, powers, and limitations of a committee to the Board for ratification.
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 will be an ex-officio and non-voting member of all committees on which the Board Chair is not formally a member.
5. Normally, the President shall be 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. A Board member will cease 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 will be indicated in each committee's terms of reference.

A committee appointed by the Board shall conform to the following rules or to any other rules imposed by the Board:

1. Each committee will meet at least once each year, or more frequently as deemed necessary by the committee.
2. Notice of the time and place of every meeting shall be given in writing, facsimile, or 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 shall be chosen by the committee to preside at the meeting.
5. The Secretary to the Board will ensure that the minutes of each committee meeting are prepared and given in a timely fashion to each committee member. A complete meeting record will be maintained by the Secretary and available to any Board member upon request.
6. A committee member may participate in a committee meeting by means of such telephonic, electronic, or other communication facilities as permit all persons participating in the meeting to communicate adequately with each other. A member participating in such a meeting by any such means 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 will be 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 will be a majority of the committee membership. Questions arising at a meeting will be determined by a majority of votes of the members present.
10. Each committee will develop and/or review its terms of reference annually between January and April. Changes will be submitted to the Governance Committee no later than April 30 for review by Governance in May and to the Board for approval in June.
11. Each committee shall have a committee timetable, as part of its terms of reference, which outlines when the committee plans to address each of its duties and

responsibilities during the course of the year or when it expects to complete the tasks for which it was appointed.

This policy does not apply to Advisory Boards or Committees that may be appointed under Section 34 of the University Act.
