GOVERNANCE & BY-LAWS SUB-COMMITTEE
TERMS OF REFERENCE

1. PURPOSE

1.1 The Governance & By-Laws Sub-Committee ("Sub-Committee") is a sub-committee of the Implementation Steering Committee ("ISC") created as a result of the University of Manitoba’s Academic Structure Initiative ("ASI") regarding the establishment of a new Faculty of Health Sciences ("FHS"), which is to include the Faculties of Dentistry, Nursing, Medicine and Pharmacy and the Schools of Dental Hygiene and Medical Rehabilitation.

1.2 The Sub-Committee’s purpose is to assist the ISC with project and change management support related to Governance & Bylaws.

2. REPORTING STRUCTURE

2.1 The Sub-Committee is a collaboration, consultation, planning and advisory sub-committee only, and is intended to further the goals and objectives of the FHS.

2.2 The Sub-Committee makes reports and recommendations to the ISC, through the Dean assigned as the ISC Liaison, and the ISC Project Support Team. The ISC Liaison may participate in meetings, and he/she shall act in a steering capacity.

2.3 Members of the Sub-Committee report to their respective Colleges.

3. LEAD AND MEMBERSHIP

3.1 The Sub-Committee Lead shall be Donna Collins.

3.2 The membership of the Sub-Committee shall consist of:

   a) Archie McNicol, Faculty of Dentistry
   b) Donna Collins, School of Medical Rehabilitation;
   c) Terry Klassen, Faculty of Medicine;
   d) Marie Edwards, Faculty of Nursing;
   e) Lavern Vercaigne, Faculty of Pharmacy;
   f) Bev O’Connell (ISC Liaison and Non-Voting).

3.3 A Project Manager will be provided to support the work of the Sub-Committee.
4. **ROLE AND RESPONSIBILITIES OF THE SUB-COMMITTEE LEAD**

4.1 The Lead is responsible for facilitating the work required to meet the Sub-Committee timelines and deliverables and its overall goals and objectives.

5. **RESPONSIBILITIES AND CONDUCT OF SUB-COMMITTEE MEMBERS**

5.1 Sub-Committee members are to act in the best interests of the FHS to assist in achieving the overall goals and objectives of the FHS.

6. **GOALS AND OBJECTIVES OF THE SUB-COMMITTEE**

6.1 The Sub-Committees goals and objectives are:
   a) To consider, discuss and recommend on the principles of a governing structure for the FHS and the Colleges within the FHS, including the distribution of authority to the FHS and College Councils.
   b) To oversee the development of Faculty Council and College Council By-laws and Standing Committees.
   c) To make recommendations on amendments to existing department and school council by-laws that are necessary based on the new FHS structure.
   d) To provide advice as required on Senate-level documents that may require amendment as part of the new FHS structure.
   e) Determine which processes/provisions are grandfathered and which processes/provisions follow the rules of the new FHS structure.
   f) To engage in consultation on a) to e) above, as appropriate, with members of the Faculty of Health Sciences.

6.2 The Sub-Committee shall firstly provide a prioritization and sequencing of its work, to be completed within the first month of its meeting (please reference the Action Plan template), and to be provided to the Council of Deans for approval.

6.3 The Sub-Committee shall advise on issues, develop and facilitate an implementation plan for the ISC that addresses the Sub-Committee goals and objectives. The Sub-Committee shall present its implementation plan (in writing) to the ISC for review and recommendation to the appropriate approval bodies by **July 1st, 2014**. Recommendations will be subject to Faculty Council (or Faculty Executive Council) approvals, as required.

6.4 Decisions of administrative structure and arrangements fall outside the scope of this Sub-Committee’s goals and objectives. Any additions or changes to the goals and objectives of the Sub-Committee require the approval of the Council of Deans or ISC.

6.5 The Sub-Committee Lead shall facilitate responses to any questions or directions from the ISC based on its implementation plan.

6.6 In order to meet its timelines, deliverables, goals and objectives, the Sub-Committee may contact its members between meetings for advice should the
need arise. Uncontentious issues may be resolved through unanimous agreement communicated via e-mail or other written format.

6.7 From time to time, the Sub-Committee may request the advice or participation of individuals or organizations with a particular area of expertise relating to a matter under consideration, including, without limitation, consultation with:

- Jeff Leclerc, University Secretary;
- Marcia Dzik, Director, Administration & Legal Counsel;
- Janesca Kydd, Legal Counsel, Faculty of Medicine;
- Juliette (Archie) Cooper, Senior Scholar, University of Manitoba.

6.8 From time to time, working groups may be formed to work on specific issues as appropriate and shall report back to the Sub-Committee.

7. DOCUMENTARY RESOURCES

7.1 The Sub-Committee shall be informed by, without limitation, the following documents:

a) The University of Manitoba Act.
b) The current Faculty Council bylaws for Dentistry, Medicine, Nursing and Pharmacy.
c) The current School Council by-laws for Dental Hygiene and the School of Medical Rehabilitation.
d) The proposal to establish the FHS.
e) Any relevant University Policies and/or Collective Agreements.
f) Other foundational strategic documents of the University that the Sub-Committee deems relevant to its goals and objectives.
g) The advice of facilitators and/or consultants retained by the University to facilitate the work of the Sub-Committee.
h) The Implementation Framework documentation created by the ISC Project Team.

8. TERM OF OFFICE

8.1 The term of office as a member sitting on the Sub-Committee shall continue until otherwise determined by his/her appointing College. All terms end when the Sub-Committee ceases to exist.

9. MEETINGS

9.1 The Sub-Committee shall meet bi-weekly commencing in February, 2014. Meetings may be called more frequently subject to the call of the Lead.

9.2 While minutes will be taken of business occurring at meetings, the Sub-Committee may move “in camera” to deal with items if the subject matter being considered relates to personal matters about identifiable individuals, litigation or potential
litigation, advice that is subject to solicitor-client privilege, labour relations or employee negotiations, or matters described as exempt from disclosure under The Freedom of Information and Protection of Privacy Act (Manitoba).

9.3 All Sub-Committee meetings will be closed to members of the Sub-Committee and members of the ISC Project Team only unless the Lead otherwise grants his or her prior approval for certain individuals to attend all or a portion of a meeting. Such individual’s attendance should then be noted on the agenda distributed to members prior to the meeting.

10. PROJECT SUPPORT

10.1 Project Management will be provided to support the Sub-Committees by developing the project plan, monitor schedule, attend meetings of Sub-Committees; ensure the Sub-Committees are working to meet objectives within their Terms of Reference, meet with Sub-Committee Leads, as required, to review progress and elevate any critical or significant issues to the Project Director for resolution by Council of Deans or ISC.

10.2 Administrative support person(s) will be appointed by the ISC to coordinate meetings, prepare agendas, take minutes, distribute minutes for approval, distribute other materials that may be preapproved by the Lead for distribution, and retain Sub-Committee records (including all approved minutes and other materials).

11. NOTICE OF MEETINGS AND MINUTES

11.1 Agenda items must be sent to the Sub-Committee administrative support person at least 24 hours in advance of the meeting.

11.2 The agenda shall be prepared and distributed (once approved by the Lead) to the members of the Sub-Committee prior to the meeting.

11.3 Minutes of the Sub-Committee meetings (and any other approved materials) shall be sent to Sub-Committee members, for approval.

12. QUORUM and VOTING

12.1 A simple majority of the members of the Sub-Committee shall constitute a quorum for any meeting.

12.2 It is expected that recommendations and resolutions will be made by consensus, however, they may be passed by agreement of a simple majority of the members of the Sub-Committee present at quorum.
13. **CONFIDENTIALITY and COMMUNICATIONS**

13.1 All Sub-Committee members are required to protect and keep confidential the discussion, documents and information received through participation in the Sub-Committee and the Sub-Committee meetings, unless such information is otherwise approved as public information by the Chair.

13.2 The minutes, once approved by the Chair, shall be shared with the Sub-Committee members, and the Sub-Committee members shall be free to share the minutes, as the official communication coming out of the meetings, within their respective Colleges.

14. **REFINEMENT OF TERMS OF REFERENCE**

14.1 Amendments to these Terms of Reference, including membership, are at the direction of the ISC.

14.2 Amendments to the Terms of Reference (other than membership) may be proposed by the Sub-Committee, to the ISC for approval.

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Approved by the ISC: February 25, 2014

Sub-Committee Contact (Administrative Support):
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