

## **Changing the structure and timing of Board Meetings**

At the April, 2011 Governance sub-committee meeting, the Committee considered a discussion paper on changing the structure and timing of Board meetings to allow for three 'strategy/policy' meetings per year and four 'business' meetings in addition to an annual retreat. There was a general consensus that the concept was a good idea, and would foster greater engagement amongst Board members. Since that time, in preparation for moving to a new meeting model, the following has occurred:

1. The Nominating Committee and the Governance functions of the Executive and Governance Committee have been merged into one Governance and Nominations Committee. The Committee's first meeting is scheduled for August 15, 2011.
2. The University Secretary discussed the concept with the President's Executive Team and they were supportive of this direction, with the understanding that certain approvals need to happen, and mechanisms will need to be in place to deal with such approvals.
3. A process for delegating the approval of certain staff appointments to management has been developed and is being reviewed by our labour lawyer to determine whether such delegation would conform to the UMFA-UM Collective agreement. It is hoped that a proposal for some delegation (whether or not UMFA appointments can be delegated) will go to the Board in September.
4. Research has been conducted regarding the delegation of approval of contract and tender awards to management. This research has demonstrated that the University could stand to have a comprehensive policy on major capital and renovation project approvals, and follow up needs to be done in this regard.
5. Annual work plans have been drafted for the Audit and Risk Management Committee, the Finance Administration and Human Resources Committee, and the Governance and Nominations Committee and will be considered by these Committees at their upcoming meetings.
6. An additional Audit and Risk Management Committee meeting has been added to the annual calendar, in September of each year.

In order to move to a new model, the following steps need to occur:

1. Discuss the new meeting model with the Board at the November meeting and get direction on moving forward.
2. The Governance and Nominations Committee needs to meet with the President and Vice-Presidents to discuss possible themes/topics for the Policy/Strategy Meetings.
3. Proposals for the delegation of routine approvals need to be refined and presented to the Board for consideration.

4. Develop a new Board meeting schedule, keeping in mind the new structure, beginning in January, 2012 with a Policy/Strategy meeting. This timing will allow time to complete the delegations for routine approvals as well as plan for this first meeting in the new format.
5. Develop and seek approval of annual work plans for the Executive Committee, the Management Resources and Compensation Committee, and the Board as a whole. Seek approval of work plans for Governance and Nominating, Audit and Risk Management and Finance, Administration and Human Resources Committee.

#### REVISION

Approved by the Board of Governors on November 20, 2012:

In 2011, the Board of Governors approved moving to a model of having six Board meetings each year, three of which would be devoted primarily to in-depth Policy/Strategy discussions. It is proposed that for the 2012-2013 meeting we return to a seven Board meeting plus retreat model, with five meetings being business meetings and two meetings and the retreat being designated as Policy/Strategy meetings. This would enable the board to continue to address the ongoing business of the University while devoting three significant blocks of time to broader and more strategic issues.