



## **BOARD OF GOVERNORS EXECUTIVE COMMITTEE**

### **Terms of Reference**

#### **1) Mandate and Role of the Committee**

- a) The Executive Committee (the “Committee”) supports the Board of Governors (the “Board”) of the University of Manitoba (the “University”) by facilitating Board and Committee collaboration and engagement in strategic oversight; advising the President and Board Chair as required; and acting on behalf of the Board on matters that arise between regularly scheduled Board meetings.
- b) The Committee provides insight, oversight and foresight, as components of due diligence, in matters related to Board planning and committee work plans; oversight of ongoing performance towards achieving of institutional strategic objectives and priorities; support of the President and Board Chair; and Board duties as required.
- c) The Committee approaches its areas of responsibility with a strategic and policy focus, keeping in mind the University’s Mission, Vision, Values, strategic direction, and commitments to equity, diversity, inclusion, Indigenous engagement and reconciliation.
- d) The Committee has all the powers of the Board of Governors between the regularly scheduled meetings of the Board, unless otherwise specified by the Board, and reports on decisions taken to the Board.

#### **2) Authority**

- a) The Committee is created by and is accountable to the Board of the University of Manitoba, under the powers provided to the Board by *The University of Manitoba Act*.

#### **3) Areas of Responsibility**

- a) ***Act for the Board as required***
  - i) Act on behalf of the Board as required between regularly scheduled meetings of the Board, and report to the Board on outcomes.
  - ii) Review and approve time-sensitive recommendations, appointments and routine matters requiring decisions between Board meetings, and report to the Board on outcomes.
  - iii) Deal with matters delegated by the Board in the intervals between meetings of the Board.
  - iv) Review and recommend to the Board nominations for the Distinguished Service Award.
- b) ***Planning and priorities***
  - i) Monitor and facilitate Board and Committee engagement in strategic planning and provide advice to the Board on how best to engage Board members and Committees in strategic planning.

- ii) Oversee the Board's monitoring of the University's ongoing performance toward achieving strategic objectives and priorities.
- iii) Develop annual Board priorities and set an annual work plan.

c) **Board and committee collaboration**

- i) Oversee Board committees in establishing periodic goals and support committee progress toward meeting these goals
- ii) Work in collaboration with committee chairs to support the development of annual work plans for each Board committee
- iii) Facilitate collaboration between and among Board committees, including the referral of matters to Board committees, as appropriate.
- iv) Review the results of the annual report of the Governance and Board Development Committee on standing Committees' self-evaluation and recommend to the Board or committees procedures to strengthen committee work and collaboration.
- v) Monitor the need for Board advisory or ad hoc committees and advise the Board of such needs as they arise.

d) **Support for the President and Board Chair**

- i) Provide counsel and support to the President and Board Chair on issues that are complex and sensitive.
- ii) Identify emerging issues that may impact the University's governance or ability to achieve its strategic priorities and discuss potential approaches to these issues with the President and/or Board Chair, reporting to the Board as appropriate.

e) **Monitor risks and trends**

- i) Monitor current and emerging risks related to strategic planning and achievement of strategic priorities, monitor actions to mitigate risks, and report any significant residual risks to the Board.

**4) Limits on Authority**

- a) The Committee functions in accordance with the *University of Manitoba Act* and the Board of Governors' bylaws.
- b) All Committee members must abide by *The Code of Conduct for Members of the Board*.
- c) The delegation of authority by the Board shall be limited as set out in these Terms of Reference.

**5) Composition of Committee**

a) **Ex officio voting members**

- i) The Chair of the Board (as Chair)
- ii) The Vice-Chair of the Board (as Vice-Chair)
- iii) The Chancellor
- iv) The President
- v) The Chairs of all Board standing committees

b) **Voting members appointed by the Board**

- i) Two members of the Board including the following:
  - (1) One member of the Board elected by Senate

(2) One student member of the Board

- c) **Non-voting members**
  - i) The UMFA Assessor
  - ii) The Support Staff Assessor
- d) **Non-voting internal resource persons**
  - i) The University Secretary (as Secretary)
  - ii) Vice-Presidents of the University

Non-voting resource persons shall not be counted toward quorum.

**6) Chair and Vice-Chair**

- a) The Chair of the Committee shall be the Chair of the Board.
- b) The Vice-Chair of the Committee shall be the Vice-Chair of the Board.

**7) Term of Office**

- a) The term of office is for one year from June 1 to May 31. Members of the Committee shall continue until their successors are named, provided they continue to be members of the Board.

**8) Frequency of Meetings and Annual Work Plan**

- a) The Executive Committee shall set an annual work plan.
- b) The Committee Chair shall determine the frequency of meetings required to achieve the annual work plan set by the Executive Committee.
- c) Meetings will be called by the Committee Chair between regularly scheduled meetings of the Board as required, in collaboration among the Committee Chair, the President, and the University Secretary.

**9) Reporting to the Board**

- a) All decisions taken by the Committee between regularly scheduled meetings of the Board will be reported to the Board for information.
- b) The minutes of the Committee will be available for review by all Board members on the Board portal.
- c) The Committee shall report regularly to the Board as it deems necessary with respect to its activities and decisions.

**10) Committee Process and Procedures**

- a) The Committee will function in accordance with the Board of Governors Bylaws, and in accordance with its Terms of Reference.
- b) The Committee will perform any such other function as assigned by law, *The University of Manitoba Act* or the Board.
- c) The Committee will conduct an annual self-evaluation as developed by the Governance and Board Development Committee and report the results to that Committee for its review.
- d) The Committee shall review its Terms of Reference every three years and recommend any necessary changes to the Governance and Board Development Committee for its review.
- e) Quorum for meetings of the Committee is set at 50 percent plus one of voting members.