



BOARD OF GOVERNORS GOVERNANCE AND BOARD DEVELOPMENT COMMITTEE

Terms of Reference

1) Mandate and Role of the Committee

- a) The Governance and Board Development Committee (the “Committee”) supports the Board of Governors (the “Board”) of the University of Manitoba (the “University”) in ensuring governance that improves the effectiveness, relevance, clarity and efficiency of the Board and its Committees.
- b) The Committee provides insight, oversight, and foresight, as components of due diligence, in matters related to governance and Board development, including governance processes and policies; integrity; Board and Committee membership and succession planning; Board education and development; and Board self-assessment and evaluation.
- 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.

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) **Board governance**
 - i) Review Board and Committee structures, processes, roles, responsibilities, and procedures on an ongoing basis to ensure these meet the governance needs of the Board, recommending any required changes to the Board for approval.
 - ii) Review Board meeting effectiveness and efficiency, including meeting materials and communications to Board members, reporting to the Board as required and recommending improvements.
 - iii) Monitor the Board’s performance to ensure that its governance is transparent, inclusive, and equitable. Report regularly to the Board on concerns and recommend enhancements and/or changes as required.
 - iv) Monitor current and emerging risks related to governance and Board development; monitor actions to mitigate risks and report any significant residual risks to the Board.
 - v) Monitor trends in Canadian higher education governance best practices and report to the Board on significant trends, potential improvements, or challenges.
- b) **Board and committee integrity**
 - i) Develop and regularly review the Code of Conduct for members of the Board of Governors and monitor compliance with the Code. Identify any ethical business

- and/or good governance practice compliance concerns. Report to the Board on any compliance issues identified.
- ii) Develop and regularly review a Code of Conduct for Committee members who are not members of the Board. Report to the Board on any compliance issues identified.
 - iii) Provide an annual report to the Board on matters of Board and Committee integrity and ethics.
 - iv) Monitor, review and ensure Board and Committee compliance with governance legislation and governance documents.
- c) ***Board and committee membership and succession planning***
- i) Act as the Nominating Committee of the Board for the purpose of making recommendations to the Board and other appointing bodies for the appointment of Board and Board Committee members.
 - ii) Identify competencies and attributes required on the Board and its committees, keeping in mind the University's commitment to equity, diversity, inclusion, and Indigenous engagement.
 - iii) Annually consult with the Board Chair, Vice-Chair and Committee Chairs on the skills, competencies and attributes required to fulfill their mandates and ensure good governance.
 - iv) Considering the University's requirements and priorities, develop a succession plan for Board and Committee positions to ensure effective succession and Board leadership.
 - v) Working with the Board Chair, Vice-Chair and Board members, identify potential candidates for Board and/or Committee membership.
- d) ***Board education and development***
- i) Identify and provide tools to meet the education and development needs of new members, including orientation and mentoring, to ensure new Board members fully understand the University's priorities and good governance practices.
 - ii) Develop an annual Board education and development plan that considers continuing education needs of all Board and Committee members and incorporates an understanding of Canadian higher education governance trends and best practices and reporting thereon to the Board.
 - iii) Working with the Board Chair, President and University Secretary, advise on plans for the annual Board retreat.
- e) ***Board self-assessment and evaluation***
- i) Oversee the Board's self-evaluation processes and report to the Board on findings and outcomes, recommending improvements for the Board's consideration.
 - ii) Oversee the Board Committees' annual self-evaluation process and report to each Committee and the Board on findings and outcomes, recommending improvements for consideration
 - iii) Review Board committee structures and mandates at least every three years to ensure committees remain relevant and effective and recommend changes to the Board.
 - iv) Conduct a comprehensive review of all Committee Terms of Reference every three years, with input from the Chairs of each Committee. Recommend any necessary changes in Committee Terms of Reference or Committee structures or foci to the Board for its approval.

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. The Board shall make all decisions, on recommendation by the Committee, on:
 - i) Board structure and processes, Committee membership, succession planning for the Board, and Board leadership and committee membership.
 - ii) Matters arising from the Committee's review of ethics, code of conduct and conflict of interest.
 - iii) Board orientation and the annual education and development plan.
 - iv) Matters arising from Board and Committee evaluation.

5) Composition of Committee

- a) ***Ex officio voting members***
 - i) The Board Chair
 - ii) The Board Vice-Chair
 - iii) The Chancellor
 - iv) The President
- b) ***Voting members appointed by the Board***
 - i) Up to five members of the Board, including the following:
 - (1) One Board members serving their first term
 - (2) One student member
- c) ***Non-voting internal resource persons***
 - i) The University Secretary
 - ii) The Committee Secretary

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

6) Chair and Vice-Chair

- a) The Vice-Chair of the Board shall serve as Chair of the Committee
- b) The Vice-Chair of the Committee shall be appointed by the Board from among the voting members of the Committee on recommendation of the Governance and Board Development Committee.

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 Committee Chair, with the support of the Executive Committee, shall develop an annual work plan.
- b) The Committee Chair shall determine the frequency of meetings required to achieve the annual work plan.
- c) The Committee shall have an annual work plan, maintained by the Secretary, for the

purpose of ensuring the meeting agenda addresses all the responsibilities as outlined in these Terms of Reference.

9) Reporting to the Board

- a) The Committee shall report regularly to the Board as it deems necessary with respect to its activities and decisions.
- b) The Minutes of the Committee will be available for review by all Board members on the Board portal.

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 and include its results, together with the results of all Board Committee evaluations, in an annual report to the Executive Committee.
- d) The Committee shall review its Terms of Reference every three years as part of the Board's comprehensive review of Committee Terms of Reference.
- e) Quorum for meetings of the Committee is set at 50 percent plus one of voting members.