

## **Principles Guiding Board of Governors Committees University of Manitoba**

The Board of Governors at the University of Manitoba is the fiduciary body responsible for ensuring that the University of Manitoba achieves its mission, is accountable to its stakeholders, appropriately stewards its resources, and takes a strategic, long-term view to the University's development. To facilitate this, the Board establishes standing committees to provide oversight, insight, and foresight as key components of due diligence.

The following principles are foundational to all standing committees of the Board of Governors:

### **In General**

- Committees are responsible for supporting the Board's work and advancing Board decisions by conducting due diligence.
- Committee work aligns with the Board's plans and objectives and with the University's mission and strategic priorities.
- Committees, and their members carry the same fiduciary duty as the Board (duty of care and duty of loyalty) and are accountable to the Board for their actions.
- Committees avoid becoming involved in operational decisions of the President and senior leadership team, or with Senate's legislated powers and responsibilities as the academic governing body of the University.

### **Expectations and authority**

- The responsibilities and expectations of each committee are clear and documented in Terms of Reference. Each committee approves an annual work plan in support of its Terms of Reference.
- Committee agendas are co-developed by the Chair and Secretary with input from management, informed by the Terms of Reference and the annual work plan.
- The Board may delegate decisions to committees. Such delegations and any limitations are clearly defined in the Committee's Terms of Reference.
- Committees can be mandated to:
  - Approve
  - Review and recommend to the Board for approval
  - Monitor, provide oversight
  - Provide advice to the Board and/or to Management
- Committees undertake regular assessment of their effectiveness, active and on-going planning, and continuous learning.
- Regular reviews of committee terms of reference are a key expectation of committees and are included in terms of reference.

### **Composition**

- Committee membership should represent a diversity of perspectives to the extent possible. External members may be appointed to add expertise and/or independence as required.
- Committee members responsibilities are generally articulated in [\*The Code of Conduct for Members of the Board\*](#).
- Responsibilities and expectations of members of specific committees, of Committee Chairs and of Vice-Chairs must be clearly documented.