

**Board of Governors  
Executive Committee  
Terms of Reference**

**1. ESTABLISHMENT**

The Board of Governors (**Board**) hereby establishes a standing committee called the Executive Committee (the **Committee**), under the provisions of the Board's General Terms of Reference for Standing Committees and these Committee Terms of Reference, and delegates to the Committee the authorities set out herein. In the event of a conflict between the provisions of these Terms of Reference and the General Terms of Reference, these Terms of Reference will govern.

The President shall act as the responsible Senior Officer to the Committee, providing the link between Management and the Committee.

All defined terms which are used, but not defined herein, and which are defined in the General Terms of Reference shall have the meaning given to such term in the General Terms of Reference.

**2. COMPOSITION**

**2.1 Chair**

The Board Chair (ex officio, voting).

**2.2 Vice Chair**

The Board Vice-Chair (ex officio, voting).

**2.3 Voting Members**

- The Chair of each Committee
- The President (ex officio)

Provided that:

- a) In the event that the Board Chair or Board Vice Chair acts as a Committee Chair, then a member of that Committee that is a Public Governor or a Governor nominated by the University Senate or Alumni Association will be the Member in the Chair's stead, with preference given to the Vice Chair of the Committee.

**3. ROLE**

The Committee assists the Board by acting in the place and stead of the Board between regularly scheduled Board meetings and by performing the other responsibilities that are delegated or assigned to it by the Board.

**4. RESPONSIBILITIES**

The Committee will fulfill its role primarily by carrying out the activities enumerated below.

The listed responsibilities shall be the common, recurring activities of the Committee; however, the Committee may carry out such additional responsibilities as are necessary or appropriate for the performance of its role.

The Committee's primary responsibilities are as follows:

#### 4.1 General

- a) Act on behalf of, and with full authority of the Board on matters that arise between regularly scheduled Board meetings;
- b) Provide counsel and support to the President on sensitive, complex and emerging issues and initiatives;
- c) Confirm that an effective University strategic planning process is in place and review and discuss with management prospective key strategic initiatives of the University; and
- d) Recommend to the Board for approval, carry out its responsibilities under, and oversee the process for student appeals to the Board.

#### 4.2 Stakeholders

- a) Discuss and advise, or approve, as appropriate, government relations strategies, plans and initiatives;
- b) Discuss and advise, or approve, as appropriate, strategies for stakeholder (other than government) engagement, relations, and marketing and communications; and
- c) Recommend the University's fund-raising campaign strategy and key deliverables to the Board for approval, and oversee the progress of the campaign.

#### 4.3 President

- a) Approve the process for the annual review of the President;
- b) Carry out those responsibilities assigned to the Committee under the processes for the appointment, re-appointment and annual review of the President;
- c) Approve annual compensation changes and incentive payments for the President;
- d) Approve the annual performance plan, including goals and weightings, of the President; and
- e) Confirm that an effective succession program is in place for the President and annually review and evaluate the succession plan for the President.

#### 4.4 Steering and Board

- a) Review and provide direction regarding the agendas for Board meetings;
- b) Recommend the Board and Committee meeting calendar to the Board for approval;
- c) Recommend individuals to the Board for appointment as Committee Members;
- d) Establish ad-hoc committees of the Board, including approval of the Terms of Reference and the membership therefor;
- e) Approve the Terms of Reference for any group over which the Board has been granted or exercises authority in this regard;
- f) Oversee Committee activities through the periodic receipt of reports from Committee Chairs; and
- g) Monitor communication and relationships between Management and the Board, and make recommendations to enhance same

#### 4.5 Other

- a) Oversight of the Audit Committee's Enterprise Risk Management
- b) Review and evaluate the management and mitigation of enterprise risks assigned to the Committee;
- c) Approve, recommend or discuss, as appropriate, policies and procedures within the Committee's role;
- d) Approve, recommend or discuss, as appropriate, strategies within the Committee's role;
- e) Approve a Committee work plan for the Meeting Year; and
- f) Such other activities and responsibilities delegated or assigned to it by the Board from time to time.

#### 5. **AUTHORITIES**

The Committee has the authority to carry out its role and responsibilities, subject to any specific conditions or restrictions that are imposed on it by the Board. The Committee does not have decision-making authority except where, and to the extent that, such authority has been expressly delegated or assigned by the Board in these Terms of Reference or by a resolution of the Board.

#### 6. **OPERATIONS**

In respect of all regularly scheduled Committee meetings, other than in-camera meetings or sessions, all Vice-Presidents and the General Counsel will be invited to attend all meetings, unless excused by the Chair for the whole or a portion of a meeting.

Unless objected to by the Chair, the President, a Vice-President and the General Counsel may invite such persons as they see fit to take part in the presentation or discussion of items for which they are responsible.

#### 7. **EFFECTIVE DATE**

These Terms of Reference will be effective on the date that they are approved by the Board or its delegate. All prior or existing Terms of Reference of the Committee are repealed as of the effective date of these Terms of Reference.

**Dated: June 23, 2023**