# Executive Committee

Terms of Reference

## PURPOSE

The Executive Committee (EX; referred to hereafter as the Committee) serves as the Board of Governors (Board; referred to hereafter as the Board) initial point of contact for new ideas, issues, and requests directed to the Board, referring matters to the appropriate Board committee as required. The Committee provides oversight to promote alignment and coordination among Board committees. The Committee may also exercise delegated authority on behalf of the Board in urgent or time-sensitive circumstances, including where the Board is unable to achieve quorum.

## MEMBERSHIP

The Executive Committee shall consist of the Board Chair (or Board Co-Chair), the Chair of the Finance, Audit and Risk Committee (or designate), the Chair of the Governance Committee (or designate), the Chair of the Human Resources Committee (or designate), and the Chair of the Indigenous Advisory Circle (or designate). The President shall serve as an ex officio voting member of the Committee.

## MEETINGS

The Committee shall meet as required when called by the Committee Chair. Meetings will normally be held *in camera*, except when the Committee is acting on behalf of the Board during a regular Board meeting due to the absence of quorum. A quorum of four (4) members is required for the conduct of business. Committee members may invite guests to attend meetings and provide information or advice on specific agenda items. The Committee may establish working groups or hold additional meetings as necessary. The Chair shall report to the Board on the Committee's activities and present a summary of any decisions made by the Committee at the next regular meeting of the Board.

## RESPONSIBILITIES:

The Committee shall act on matters referred to it by the Board and, where authority has been delegated by the Board, conduct Board business between Board meetings, including making decisions on urgent matters requiring immediate attention. The Committee shall

work collaboratively with the President, providing advice and guidance on institutional issues, strategy, and governance matters as appropriate. The Committee shall consider and make recommendations to the Board on matters not otherwise assigned to another Board committee, serve as the liaison between Senate and the Board on Board-related matters and requests from Senate, recommend the conferral of the title of *President Emeritus* for Board approval, and establish ad hoc committees or working groups as required. Any decisions made under delegated authority shall be reported to the Board in a timely manner. The Committee shall serve as the liaison between Senate and the Board on Board-related matters and requests from Senate.

## AUTHORITY

The Committee shall provide advice and recommendations to the Board except where specific authority has been delegated by the Board. If required, the Committee may act on behalf of the Board in urgent circumstances where a decision is required to be made before the next Board meeting. Any decision made under delegated authority shall be reported to the Board at its next meeting.

## RESOURCES

The Office of the University Secretariat shall be the primary resource to the Committee and shall be permitted to attend any Committee proceeding unless excluded through an *in camera* motion or where a conflict of interest exists. The Chair may invite guests to attend as resources on specific matters before the Committee. The President or University Secretary and General Counsel may identify other University employees to serve as resources on specific matters, with the consent of the Chair of the Executive Committee.

### *Document History*

*Include all updates here as approved by the Board of Governors*

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| June 2021 | Executive Committee ToR Approved |
| September 2026 | Revised and approved by the Board of Governors |
| August 2028 | Next revision |
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