Governance Committee

Terms of Reference

1. Purpose

The Governance Committee (GOV; referred to hereafter as the Committee) is a standing committee of Yukon University's (referred to hereafter as the University) Board of Governors (referred to hereafter as the Board) and supports the effective and responsible governance of the University through oversight of Board governance practices, Board development, Board composition, succession planning, and governance policies

2. Membership

The Committee shall consist of up to five (5) members of the Board. The Board Chair and President may participate in meetings of the Committee but shall be non-voting.

3. Responsibilities

The Committee is responsible for overseeing the effective administration of the Board with respect to all strategic oversight, composition, development and policy functions of the Board.

The Committee shall report on and make recommendations to the Board regarding these and other related matters.

The Committee shall also consider other matters that are delegated to the Committee by the Board, including special examinations as may be required from time to time, and if appropriate retain special counsel of experts to assist.

Specifically, the Committee has the following responsibilities:

3.1. Strategic Oversight

- Support the University in the development and ongoing monitoring of the institutional strategic plan, and report on such work if necessary or requested by the Board.

- In collaboration with the President, consider opportunities for forward-looking institutional strategy discussions with the Board and/or its standing committees.
- Review and recommend to the Board for approval the Annual Report and any accountability and performance measures compiled under section 55 of the Yukon University Act.
- At the Committee's discretion and with the consent of the Board Chair, conduct specialized reviews of governance issues and provide a report to the Board as directed.

3.2. Composition and Succession Planning

- With the support of the Secretariat and guided by the principles of equity, diversity and inclusion, identify the competencies, experience, and personal attributes required for the Board and its committees to fulfill their responsibilities through the development and maintenance of a skills matrix (Board Member Selection Process Policy – BOG 17.0)
- Identify areas where additional strengths are required and, through the Board Chair, share this information with the bodies that appoint, elect or nominate Board members.
- In consultation with Committee chairs, review committee composition and membership to ensure committees are functioning effectively, with consideration of the established skills matrix and if necessary, recommend any required changes to the Board.
- Work with the Board Chair to identify and support prospective candidates possessing competencies and attributes for Board and committee service. And if required, develop and implement a system and open process for seeking nominations for non-Governor Committee members.

3.3. Orientation, Development and Self-Assessment

- With the support of the Secretariat, maintain and update a Board Manual and ensure it is readily accessible to all Board members.
- Facilitate opportunities related to Board member orientation, development and continuing education to support a solid understanding of the University and good governance practices.
- Approve the content of any educational component of the annual Board retreat.
- Ensure that newly appointed Board members are assigned a Board mentor and set out the expectations of such Board mentors to answer questions and provide guidance to new Board members.

- Develop and oversee processes for the confidential evaluation of the Board Chair, the Board, and Board committees.
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3.4. Governance Best Practices

- Coordinate the mandates and Terms of Reference of all Board standing Committees and recommend changes to the Board.
- Review and revise Board Bylaws and Codes of Conduct for recommendation to the Board for approval.
- In consultation with Committee chairs, review Board processes and meeting effectiveness, ensuring items before the Board or its Committees are addressed efficiently, appropriately, and in accordance with legislated standards and best practices.
- Review the information needs and time constraints of Board members and assess the Board's information management systems and practices to support effective governance, meeting efficiency, and the management of annual and long-term governance priorities. Make any other recommendations to the Board for improvements to governance structures and policies.
- Support the Board Chair in leadership succession planning for the Board and its committees.

3.5. Policy Review

- Review Board policies and procedures pursuant to an annually submitted review schedule approved annually by the Committee.
- Delegate review of specific policies and procedures to other Board committees.
- Make recommendations to the Board on policies which should be amended or rescinded and areas where new policies are needed.

4. Resources

The University Secretary and General Counsel is the primary resource to the Committee and is permitted to attend any Committee proceeding unless they have a conflict of interest or are excluded through an *in-camera* motion.

The Chair may, at their discretion, 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 Committee.