

Policy Title: Board Governance
Policy Approver: Board of Governors
Policy Holder: Board of Governors
Category: Board
Original Date: December 2012
Last Revised: February 2023
Next Review: February 2025

Policy Statement

The Governance Committee is established as a standing committee of the Board of Governors with the purpose of carrying out regular reviews of Board policies.

The Governance Committee will operate under the attached Terms of Reference (Addendum A).

Approval Statement

Approved by the Yukon University Board of Governors on February 17, 2023 effective same date.



Chair, Board of Governors

February 17, 2023

Date

Addendum A | Governance Committee Terms of Reference**1. PURPOSE**

The Board of Governors of Yukon University (hereafter “Board” and “University”, respectively) has delegated to the Governance Committee (hereafter “the Committee”) responsibility for overseeing and enhancing Board’s governance, procedures, and policies. The Committee assesses the University’s governance development and practices in accordance with adopted policies, principles, and strategies, and makes recommendations on these matters to the Board.

2. DUTIES OF THE COMMITTEE

The Governance Committee will:

- Review Board policies as per the Policy Review Schedule (Addendum B).
- Update the Policy Review Schedule as needed.
- Delegate specific policies to the relevant Board committee for review, revisions, or recommendation for approval as appropriate, and as per the policy review schedule.
- Make recommendations to the Board about where a policy needs alteration, where a policy is no longer relevant and should be cancelled, or where a new policy should be implemented.
- Make recommendations to the Board of Governors for improvements (effectiveness, relevance, clarity) to governance structure and policies.

3. AUTHORITY

The Governance Committee is an advisory body of the Board of Governors.

It shall provide input, ideas, and recommendations to the Board within its mandate and as delegated by the Board.

4. MEMBERSHIP

Voting members: five (5) who are members of the Board and appointed by the Board.

Non-voting members: Board Chair.

Resource people: University Secretary and General Counsel.

Membership Term

There is no limit to the membership term. Members can serve as long as they are members of the Board.

Member Responsibility

Members must attend all meetings of the Committee and review meeting packages prior to the meetings.

All members are responsible for maintaining confidentiality of private and/or sensitive material.

Committee Chair

Chair of the Committee is selected from amongst its voting members and appointed by the Chair of the Board of Governors.

Committee Chair is responsible for the conduct of committee meetings, including developing agendas, reviewing minutes, providing regular report to the Board and oversight of action items.

There is no limit to the number of terms the Chair can serve as long as they are members of the Circle.

5. REMUNERATION

Members and Committee Chair shall be paid the remuneration in accordance with the approved rates.

6. COMMITTEE OPERATIONS

Meetings

- The Committee shall typically meet four times per year, or otherwise in alignment with regular Board meetings and as per the approved Board annual planning calendar.
- Additional meetings may be scheduled and working groups formed as needed.
- Meetings may be held on-line or in person.
- Meetings are closed to the public unless otherwise specified by the Committee Chair.

Quorum

- A majority of the Committee voting members shall constitute a meeting quorum.
- If the Chair is not present, the members present shall appoint a Chair for the meeting.

Voting

- Voting may be conducted during meetings or via electronic means when issues arise between meetings.
- Decisions are to be made on the basis of consensus.

Meeting packages and minutes

- Meeting packages shall be distributed to the members 7 days before the meeting.
- Meeting minutes will be taken by the administrative support person and will be included in the next meeting's meeting package for members' review.
- In-camera discussions and motions shall be recorded in a separate *Confidential Part* of the minutes and stored separately.
- All in-camera materials shall be kept confidential and are not for sharing with general public.

Administrative support

University Secretariat.

7. REPORTING TO BOARD

Board Committee Reports is a standing Board agenda item.

The Committee Chair shall provide a report to the Board composed of the general update on the Committee's activities and discussions, and recommendations for approval if any.

8. REVIEW OF THE TERMS OF REFERENCE

The Board approves Terms of References of its committees.

This Terms of Reference will be reviewed periodically as indicated in the Board of Governors Bylaws.

9. GOVERNING LEGISLATION AND RELEVANT DOCUMENTS

Yukon University Act

Yukon University Board of Governors Bylaws

Addendum B | Policy Review Schedule 2021 – 2025

Year	September	December	February	June
2022-2023	<p>BOG 13.0 Human Resources (HRC) <i>exp. Dec 2022</i></p> <p>BOG 20.0 Presidents Emeriti (HRC) <i>exp. Jun 2022</i></p> <p>BOG 18.0 Service Recognition (HRC) <i>exp. Nov 2021</i></p>		<p>BOG 6.0 Board Governance (GOV) <i>exp. March 2023</i></p> <p>BOG 5.0 Code of Conduct (GOV) <i>exp. June 2023</i></p>	
2023-2024	<p>BOG 3.0 President Responsibilities (HRC) <i>exp. Jan 2024</i></p> <p>BOG 21.00 Chancellor Selection Policy (HRC) <i>exp. Feb 2024</i></p> <p>BOG 2.0 Board member Responsibilities (GOV) <i>exp. June 2024</i></p>	<p>BOG 7.0 Monitoring President's Performance (HRC) <i>exp. Feb 2024</i></p> <p>BOG 9.0 Financial Accountability and Risk Management (FARC) <i>exp. Feb 2024</i></p> <p>BOG 10.0 Community Campus Committee Relationship (GOV) <i>exp. Feb 2024</i></p>	<p>BOG 1.0 Yukon University Board responsibilities (GOV) <i>exp. June 2024</i></p>	<p>BOG 14.0 Annual Planning Calendar (GOV) <i>exp. Sep 2024</i></p> <p>BOG 17.0 Board Member Selection Process (HRC) <i>exp. Sep 2024</i></p>
2024-2025	<p>BOG 4.0 Board/Board Member Protocol (GOV) <i>exp. Jan 2025</i></p> <p>BOG 16.0 Board Relationship with Governing Councils (GOV) <i>exp. Jan 2025</i></p> <p>BOG 8.0 Monitoring Board Performance (HRC) <i>exp. Dec 2024</i></p>	<p>BOG 15.0 Tuition Fee Setting (FARC) <i>final approver-Minister of Education exp. TBD</i></p> <p>BOG 11.0 Investment in Governance (GOV) <i>exp. Apr 2025</i></p>	<p>BOG 19.0 Naming (GOV) <i>exp. June 2025</i></p>	

Other Yukon University Policies from Finance that will require Board approval:

- Approval Authority Policy – AS 1.0 (exp. June 2016)
Requires approval from Senior Executive Team before it comes to the Board
- Risk Management Policy