

## Board of Governors Standing Committees General Terms of Reference

### 1. ESTABLISHMENT

Under the Act, the Board is responsible to manage and operate the University in accordance with the University's Mandate and has the additional specific powers, duties and functions listed in the Act.

To assist it in carrying out its work effectively and productively, the Board has or will from time to time establish Committees.

These General Terms of Reference apply to the operation of all Committees and are supplemented by terms of reference comprising provisions specific to each Committee (**Committee Terms of Reference**).

### 2. INTERPRETATION

In these General Terms of Reference, the following terms have the meaning ascribed to them:

- a) "Act" means the *Post-Secondary Learning Act* (Alberta) and the regulations promulgated there under;
- b) "Board" means the Board of Governors of the University;
- c) "Board Chair" means the Chair of the Board;
- d) "Business Day" means a day other than a day that the University is closed or a Saturday, Sunday, statutory or civic holiday in Calgary, Alberta;
- e) "Bylaws" means the Bylaws of the Board;
- f) "Chair" means the Chair of a Committee;
- g) "Committee" means a standing or ad-hoc committee established by the Board;
- h) "External Member" means a Member that is not a Governor or an Ex-Officio Member;
- i) "Ex-Officio Member" means an individual that is a Member because of their position;
- j) "FOIP" means the *Freedom of Information and Protection of Privacy Act* (Alberta);
- k) "Governor" means a member of the Board;
- l) "HRGC" means the Human Resources and Governance Committee of the Board, or its successor Committee;
- m) "Mandate" means the mandate of the University approved by the Minister that sets out the University's authority to operate and specifies the types of activities that the University may engage in, including programs of study, scope of research, learner groups, and primary geographic service region;
- n) "Management" means the President and the Senior Officers
- o) "Member" means a member of a Committee;
- p) "Meeting Year" means the period from September to June in each year;
- q) "President" means the President and Vice-Chancellor of the University;
- r) "Public Governor" means a Governor representative of the general public appointed by the Lieutenant Governor in Council and the Board Chair;
- s) "Secretary" means the Secretary to the Committee, which shall be the University Secretary or a delegate named by the University Secretary;
- t) "Senior Officers" means the Vice-Presidents and General Counsel;
- u) "University" means the University of Calgary; and
- v) "Vice Chair" means the Vice Chair of a Committee unless otherwise specified.

All defined terms contained in these General Terms of Reference which are not defined herein and which are defined in the Bylaws shall have the meaning given to such term in the Bylaws.

### **3. MEMBERSHIP**

There shall be a minimum of three voting members on all Committees.

Members shall be appointed by the Board or its delegate in accordance with the Bylaws, these General Terms of Reference, and the Committee Terms of Reference, as applicable.

#### **3.1 Chair**

The Chair shall be a Public Governor.

#### **3.2 Terms**

Governor Members may be appointed for a term that is equal to or less than their term as a Governor. The membership of a Governor Member on a Committee shall automatically terminate on the date that they cease to be a Governor.

External Members may be appointed for a term of up to three years, with eligibility for re-appointment for additional terms of up to a cumulative maximum of 10 consecutive years.

The membership of an Ex-officio Member automatically terminates when the individual ceases to hold the position by virtue of which they are a Member of a Committee.

#### **3.3 Casual Vacancies**

Members will advise the Secretary as soon as possible of any known or anticipated circumstances that would result in the Member being absent from two or more Committee meetings in a Meeting Year. In the event that a Member is absent from two or more Committee meetings in a Meeting Year, the Chair may request that a substitute be appointed for the duration of the absence or may declare the Member's position vacant and, if desirable, ask that a replacement be appointed for the balance of the Member's term or a different term. Appointments under this provision will be conducted in accordance with the regular appointment process for that Member.

#### **3.4 Obligations of Members**

Members are expected to:

- a) familiarize themselves with the Committee's role in governing the University, these General Terms of Reference, the Committee's Terms of Reference, and the Codes of Conduct; and
- b) adhere to these General Terms of Reference, the Committee's Terms of Reference, and the Codes of Conduct.
- c) ensure that they are able to devote sufficient time and energy to carrying out their duties effectively;
- d) make every reasonable effort to attend all Committee meetings, in person whenever possible; and
- e) have read the materials and come to meetings prepared to engage in respectful, meaningful discussion and provide considered, constructive and thoughtful feedback and commentary, express opinions and ask questions to enable the Committee to exercise its best judgment in decision-making and advising.

### 3.5 Breach

Members acknowledge that a breach of their obligations under these General Terms of Reference or the Committee Terms of Reference may result in a request for their resignation or a termination of their appointment.

Members are required to immediately report any potential or actual breach of these General Terms of Reference or the Committee Terms of Reference to the Chair or the Secretary for handling.

Upon notification of a potential breach, the Chair will review the circumstances and will seek a response from the Member involved. The Chair will make a determination regarding compliance and will notify the Member, the notifier (if applicable) and the Secretary. In the event of a determination of non-compliance, the HRGC will assess the non-compliance and will decide on an appropriate action. The identity of the notifier will not be disclosed unless required by law or in a legal proceeding.

Breaches will be reported to the Board by the HRGC or the Chair at least annually.

### 3.6 Remuneration

Members will not be remunerated for their service. The University will reimburse Members for expenses incurred in the performance of their duties as a Member in accordance with University policies in effect from time to time.

## 4. **ROLE, RESPONSIBILITIES, AND AUTHORITIES**

Committee Terms of Reference will describe each Committee's role, responsibilities, and authorities.

## 5. **MEETINGS**

### 5.1 Schedule

Each Committee will meet in accordance with a meeting schedule provided to Members. The Chair may postpone or cancel any meeting if there is insufficient business for the meeting, and may call additional regular or special meetings as necessary to deal with business.

### 5.2 Notice

Members will be provided with a schedule for regular Committee meetings in advance of each Meeting Year, which schedule is deemed to be sufficient notice to all Members of any meeting shown. Except in the case of an emergency meeting, notice of meetings that do not appear in the schedule will normally be provided at least two Business Days in advance of the meeting date. Meeting details will be communicated to Members by the Secretary as soon as they are available before each meeting.

The accidental omission to send notice of any meeting to, or the non-receipt of any notice by, any of the persons entitled to notice does not invalidate any proceedings at a meeting.

### 5.3 Meeting Agendas

Each Committee will approve a work plan for the Meeting Year, which will be provided to the Board for information at its first meeting of the Meeting Year.

Committee meeting agendas will be formulated by the Chair and the responsible senior administrator to the Committee, produced and reviewed in accordance with the Secretary's procedures, and approved in advance by the Chair.

A Member intending to introduce a new matter at a meeting shall give written notice of the matter and any materials for the Committee's consideration, to the Chair and the Secretary at least eight days in advance of the meeting at which it is intended to be introduced.

Notwithstanding the paragraph above, a matter may be introduced to a meeting of the Committee without the specified notice thereof having been given and without it having been included in the agenda if the matter is communicated in advance to the Chair, and its introduction to the meeting is approved by the Chair.

A person who is not a Member of the Committee may address the Committee at any meeting with the permission of the Chair.

### 5.4 Materials

The date for distribution of meeting materials to Members will be one week in advance of a scheduled meeting.

### 5.5 Absence of Chair

In the event that the Chair is unable to attend a meeting of the Committee, the Vice Chair shall act as Chair for that meeting.

In the event that both the Chair and the Vice Chair are unable to attend a specific meeting, then the Chair shall designate a Governor to chair the meeting.

If none of the Chair, the Vice Chair or the designated chair is present within 10 minutes of the time fixed for the commencement of the meeting, the Governors present at the meeting may, by a duly passed motion, appoint a Governor to act as chair of the meeting.

### 5.6 Quorum

A majority of voting Members shall constitute a quorum for the transaction of business at any meeting of a Committee.

If a quorum for a Committee meeting is not present within 10 minutes of the time fixed for the commencement of the meeting, the chair of the meeting may:

- a) adjourn the meeting; or
- b) cancel the meeting.

A meeting adjourned for lack of quorum may be adjourned to a date and time that is not less than one day after the date of the original meeting and the number of voting Members in attendance at the adjourned meeting shall constitute a quorum thereat and may transact the business for which the meeting was originally called.

## 5.7 Conduct of Meetings

In the sole discretion of the Chair, Committee meetings may be held in person, by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, or a combination thereof.

The Chair, or in their absence, the acting Chair of a meeting, shall be responsible for the orderly conduct of the meeting. Meetings will be conducted in accordance with all applicable laws (including specifically FOIP) and these General Terms of Reference or, where applicable laws or these General Terms of Reference are silent on the matter, as determined by a ruling of the Chair, acting reasonably. The Chair may consult the Secretary and look to Roberts Rules of Order or Nathan's Company Meetings for guidance on the conduct of meetings, however, none of these sources shall be considered determinative and the Chair retains the discretion to make a final determination on the matter, subject to challenge as provided below.

The Chair's ruling shall bind all Members except where a motion challenging the ruling has been duly moved, seconded and carried by two-thirds of the voting Members present at the meeting, whereupon such ruling shall cease to have force and effect. In that event, a Member may propose a new ruling and, provided it is duly moved, seconded and carried by a majority of the voting Members present at the meeting; it shall bind all Members.

## 5.8 Electronic Participation

In the event that a telephonic, electronic or other communication facility is made available for a meeting, Members may participate in the meeting by means of such communication facility. A person participating in a meeting by such means is deemed to be present at the meeting and may vote through the telephonic, electronic or other method of communication being used.

## 5.9 Voting

Only voting Members may move, second, and vote on motions and each voting Member is entitled to one vote.

Motions will be decided by a show of hands, a roll call (voice), consensus, or otherwise in such manner that clearly evidences a Member's vote and is accepted by the Chair of the meeting. Voting by proxy is not allowed.

An affirmative vote of a majority of the Members present and eligible to vote, or consent without objection is required to pass a motion. Except as set out below, the Chair does not have a second or casting vote.

A declaration by the Chair of the meeting that a motion has been carried and an entry to that effect in the minutes shall be prima facie evidence of the action taken. Any Member may ask at the time of the vote that the Member's individual vote or abstention be recorded in the minutes.

Elections will be decided based upon the number of votes in favour of each nominee in descending order, the first elected person being the nominee with the most votes. Additional elected persons will be the person(s) with the next highest number of votes in descending order until all elected persons have been determined. In the event of an equal number of votes being cast for more than one nominee (a tie), the Chair (or the Vice Chair where the Chair is in a conflict of interest) will cast a vote to break the tie.

### 5.10 Resolutions in Writing

A resolution of the Committee consented to in writing by a majority of the Members entitled to vote on it, whether by signed document, electronic communication (e.g., e-mail) or any other method of transmitting legibly recorded messages, shall have the same force and effect as if it had been passed at a Committee meeting duly called and held. Such resolution may be in two or more counterparts which together are deemed to constitute one resolution in writing. A resolution passed in this manner is effective on the date stated in the resolution or, if a date is not stated, on the latest date stated on any counterpart or the latest date on which the required number of affirmative votes is communicated to the University Secretariat.

The procedures for approval of resolutions via electronic mail or electronic poll are as follows:

- a) Resolutions will be sent to Members, or Members will be notified of an electronic poll, e-mail address or telephone number on file with the University Secretariat
- b) The resolution will expire in the time set in the message; however, the Chair or the University Secretary may extend the deadline once by up to a maximum of seven days
- c) An affirmative vote of a majority of Members who are eligible to vote is required to pass a written resolution
- d) The University Secretariat is responsible for tallying the votes and informing the Committee of the outcome
- e) Written resolutions may not be amended; however, the Member who proposed the resolution may withdraw it at any time prior to receipt of the necessary approval or the expiry time, if one, or with the approval of all of the Members who voted on the resolution
- f) If the resolution does not receive the required votes by the deadline (as extended, if applicable), it does not pass

### 5.11 Open, Closed, and In-Camera Meetings

A Committee may hold open, closed, and in-camera meetings or sessions of the Committee in compliance with FOIP and all other applicable laws.

Open meetings or open sessions of meetings of the Committee may be attended by the public, subject to the limitations of space, which includes electronic facility license participant limits. The Chair has the authority to determine the modality for Invited Guests and Observers.

Closed meetings or closed sessions of meetings of the Committee shall be attended by the Secretary and by such guests who are invited by the Chair to remain for the closed session.

In-camera meetings or in-camera sessions of meetings of the Committee shall be attended by the Secretary unless specifically excused by the Chair, and by those guests who are invited to remain for the in-camera session or a portion thereof. If the Secretary is excused by the Chair from an in-camera session, the Chair will appoint one of the Members present to act as secretary for the session, which Member shall record any discussions, decisions, and actions of the Committee pertaining to University business done in-camera, and will provide a signed record to the Secretary for the official records.

### 5.12 Invited Guests and Observers

Guests may be invited to attend and speak at a meeting of a Committee by, or with the approval of, the Chair given in advance of the meeting or, in the sole discretion of the Chair of the meeting, during the meeting.

Observers in attendance at a meeting may speak only if expressly invited to do so by the Chair of the meeting. All observers are expected to maintain decorum and no person is allowed to use a camera or a recording device in a Committee meeting. In the event of a breach of these rules or a disturbance, the Chair may eject persons from the meeting or adjourn the meeting.

## **6. COMMITTEE RECORDS**

### **6.1 Records**

The official records of Committees will be maintained under the custodianship of the University Secretary and shall be available for inspection in the University Secretariat by any Member or Governor at any time during regular office hours upon reasonable advance notice to the University Secretary.

Access to the official records of Committees by persons other than Members or Governors will be determined in accordance with applicable legislation and University policies in effect from time to time.

### **6.2 Certification of Records**

The Chair, the Secretary or such other person designated by a Committee for the purpose may certify in writing that:

- a) a writing referred to in the certificate is a true copy of all or part of a minute of the proceedings of a meeting of the Committee or a resolution of the Committee; and
- b) that the minute or resolution or part thereof is or is not in effect as at a date stated in the certificate.

A certificate made under this section shall, in relation to a Committee, be prima facie proof of the facts stated therein without proof of the signature or capacity of the person signing the certificate.

If the person making the certificate is not the Secretary, that person shall deliver to the Secretary an executed copy of the certificate as soon as reasonably possible.

## **7. WORKING GROUPS**

A Committee may create working groups that report to the Committee to facilitate the accomplishment of its responsibilities. The Committee is ultimately responsible for the work and responsibilities of each of its working groups, if any. The membership of any working group shall be determined by the Committee and working group members may be drawn from outside the Committee.

Notwithstanding 7. a), the Committee does not have the power to delegate or assign its authority to another Committee, to a sub-committee, working group, administrative unit or individual unless the Committee Terms of Reference or the Board expressly authorizes such delegation or assignment.

## **8. OUTSIDE ADVISORS**

With the prior approval of the Board Chair, if the Chair determines that doing so is essential to the Committee in carrying out its responsibilities, the Chair may retain an outside advisor with particular expertise to advise the Committee at the expense of the University, taking into consideration reasonable monetary limits and other controls as appropriate.

## **9. RESPONSIBILITIES OF THE CHAIR**

The Chair leads the Committee in all aspects of its work and is responsible to effectively manage the affairs of the Committee and to ensure that the Committee is properly organized, functions effectively, and meets its obligations and responsibilities. The Chair will foster and promote the integrity of the Committee and a culture where the Committee works ethically and cohesively in the best interests of the University.

In addition to the other responsibilities of the Chair set out in these General Terms of Reference, the Chair shall:

- a) provide leadership to enable the Committee to effectively carry out its role and responsibilities;
- b) facilitate communications and effective relationships among Members and between the Committee and the President and Senior Officers; and
- c) preside at meetings of the Committee

The Vice Chair will carry out any or all of the Chair's responsibilities at the request of the Chair or in the event that the Chair is absent or unable to carry out their responsibilities, and will have those additional powers and duties assigned by the Chair and the Committee from time to time.

#### **10. SPOKESPERSON**

The Chair, or in their absence or inability to act, the Vice Chair, is the only person authorized to speak for the Committee.

#### **11. REPORTING TO THE BOARD**

The Chair or their delegate shall provide a report to the Board at each Board meeting on the proceeding of the Committee since the previous Board Meeting.

#### **12. COMMITTEE ASSESSMENT**

Each Committee shall carry out an assessment of its performance and operations no later than three years following its last assessment in accordance with a process approved by the HRGC.

#### **13. AUTHORIZATION AND EXECUTION**

All documents or instruments in writing requiring execution on behalf of a Committee shall be signed by the Chair, the Vice Chair or those authorized signatories specified in, and in accordance with, applicable University policies approved by the Board or a written authorization of the Board.

All documents or instruments authorized and signed on behalf of the Committee as provided herein shall be valid and binding on the Committee.

#### **14. VALIDITY OF NOTICES**

Any notice or communication required or permitted to be given or made hereunder will be sufficiently given or made for all purposes if delivered personally, sent by e-mail or sent by ordinary mail within Canada to the last address listed in the records of the Secretary. Any such notice or communication if sent by e-mail shall be deemed to have been received on the day of sending, and if delivered by hand shall be deemed to have been received at the time it is delivered to the applicable address. A document sent by mail will be deemed to be received on the fifth Business Day after the day on which it is mailed. In proving the notice or communication was mailed, it shall be sufficient to prove that such document was properly addressed, stamped and posted.

#### **15. REVIEW AND CHANGES TO TERMS OF REFERENCE**

These General Terms of Reference and each Committees Terms of Reference will be reviewed by the Board or its delegate at least once every three years.

Anything done pursuant to, or in reliance on, these General Terms of Reference before they are amended, replaced or repealed is conclusively deemed to be valid for all purposes.



## **16. GENERAL**

### **16.1 Headings**

The headings used throughout these General Terms of Reference are inserted for reference only and are not to be considered in construing the terms and provisions of these General Terms of Reference or to be deemed in any way to clarify, modify or explain the effect of such terms or provisions.

### **16.2 Conflicts**

In the event of a conflict between the provisions of these General Terms of Reference and the Committee Terms of Reference, the Committee Terms of Reference will govern.

In the event of a conflict between the provisions of these General Terms of Reference or the Committee Terms of Reference and the provisions of the Bylaws or applicable legislation, unless specified in these General Terms of Reference or the Committee Terms of Reference, the provisions of the Bylaws or applicable legislation shall govern.

### **16.3 Invalidity of Provisions**

The invalidity or unenforceability of any provision of these General Terms of Reference shall not affect the validity or enforceability of the remaining provisions of these General Terms of Reference.

## **17. EFFECTIVE DATE**

These General 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 a Committee are repealed as of the effective date of these General Terms of Reference and the applicable Committee Terms of Reference.

**Dated: June 23, 2023**