

 BRANDON UNIVERSITY	Committees of the Board of Governors (By-Law #11)	First Approved:
		Updated: <i>January 18, 2020</i>
Board of Governors By-Law	Approved by <i>Board of Governors</i> Administered by <i>Manager, Executive & Board Operations</i>	Reviewed: <i>January 18, 2020</i>

I. STANDING COMMITTEES

1. The Board of Governors will establish standing committees of the Board to assist in carrying out the duties of the Board of Governors. These standing committees will report to the Board of Governors.
2. The standing committees of the Board are as follows:
 - a) Governance & Nominating Committee;
 - b) Finance Committee;
 - c) Audit and Risk Committee;
 - d) Human Resources Committee;
 - e) Executive Committee.
3. The Board Secretariat shall attend all meetings of standing committees of the Board and shall:
 - a) enter or cause to be entered minutes of proceedings;
 - b) provide copies of minutes, all notices and related documents as necessary for a meeting;
 - c) be responsible for arrangements for meetings;
 - d) be the custodian of minute books and documentation which support the function of the committees;
 - e) be responsible for the dissemination of decisions, recommendations, reports, or instructions as directed by the standing committees;
 - f) perform such other duties as may from time to time be prescribed by the standing committees.
4. The composition, duties, and responsibilities of the standing committees shall be as determined from time to time by resolution of the Board.

II. GOVERNANCE & NOMINATING COMMITTEE

The role of the Governance & Nominating Committee is to provide oversight on the Board's governance stewardship, policies, and bylaws, including the Board's orientation and development processes.

The Governance and Nominating Committee will meet quarterly or more frequently, as required.

1. The membership of the Governance & Nominating Committee shall consist of:
 - a) The Secretary of the Board of Governors (who shall normally serve as Chair);
 - b) The Chair of the Board of Governors;
 - c) The President and Vice-Chancellor;
 - d) One faculty senator elected by and from the Board of Governors;
 - e) One student representative elected by and from the Board of Governors;
 - f) One OIC member-at-large elected by the Board of Governors.

2. The Vice-Presidents will serve as non-voting resources to the Governance & Nominating Committee, as required.

3. The Governance & Nominating Committee has specific responsibility for:
 - a) Considering and making recommendations to the Board on issues arising in relation to the structure, roles, and responsibilities of the Board of Governors and its Committees in order to improve their effectiveness, relevance, clarity and efficiency;
 - b) Performing periodic reviews and updates of the by-laws and policies of the Board of Governors to ensure their continuing accuracy and relevance and effective Board operations;
 - c) Developing and reviewing annually a code of conduct for members of the Board of Governors and monitor compliance to the code and to ethical business and good governance practices, as well as confidentiality principles;
 - d) Providing for the periodic confidential assessment of the effectiveness of the Board and its Committees, as well as to gain feedback from individuals in their role as Governors;
 - e) Facilitating the consideration of Board orientation, development, and strategic planning initiatives in order to support a solid understanding of the University's current state of affairs; good governance practices; and strategic priorities and direction;
 - f) Acting as the Nominating Committee of the Board for the purpose of:
 - i. determining what competencies, skills and attributes the Board, as a whole, should possess for effective governance;

- ii. making recommendations to the Board and other appointing bodies for the appointment of Board and Board Committee members; and
 - iii. ensuring that succession plans are in place for Board members and Executive Officers.
4. The Governance & Nominating Committee will report to the Board of Governors.

III. FINANCE COMMITTEE

The role of the Finance Committee is to provide oversight of the institution's financial operations to ensure the fiscal stability and long-term economic health of the institution. The Committee will support budget development and ensure a transparent and collaborative budget process.

The Finance Committee will meet quarterly or more frequently, as required.

1. The membership of the Finance Committee shall consist of:
 - a) The Treasurer of the Board of Governors (who shall normally serve as Chair);
 - b) The Chair of the Board of Governors;
 - c) The President and Vice-Chancellor;
 - d) One faculty senator elected by and from the Board of Governors;
 - e) One student elected by and from the Board of Governors;
 - f) One OIC member-at-large, elected by the Board of Governors.
2. The Vice-Presidents and the Director, Financial & Registration Services, will serve as non-voting resources to the Finance and Audit Committee, as required.
3. The Finance Committee has specific responsibility for:
 - a) Monitoring the institution's financial operations;
 - b) Overseeing the annual and long-range operating budgets;
 - c) Reviewing requests and plans for borrowing and submitting them to the full Board for approval;
 - d) Ensuring that accurate and complete financial records are maintained;
 - e) Ensuring that timely and accurate information is presented to the Board;
 - f) Ensuring adequate and informative public consultations are held for the members of the University community;
 - g) Reviewing, commenting upon, and recommending the University's annual budget including the setting of tuition and other fees;
 - h) Submitting to the full Board, for its approval, capital budgets that exceed prescribed amounts.

4. The Finance Committee will report to the Board of Governors.

IV. AUDIT AND RISK COMMITTEE

The role of the Audit and Risk Committee is to provide oversight of the institution's financial and administrative operations, internal audit function and internal controls, and to ensure that appropriate processes are in place to identify, report, and control areas of significant risk to the University. The Committee will provide an avenue of communication among external auditors, administration, and the Board of Governors.

The Audit and Risk Committee will meet a minimum of twice per year or more frequently, as required.

1. The membership of the Audit and Risk Committee shall be limited to external members (i.e. OIC non-student and BUAA representatives) and normally consist of:
 - a) The Vice-Chair of the Board of Governors (who shall normally serve as Chair);
 - b) The Chair of the Board of Governors;
 - c) The Treasurer of the Board of Governors;
 - d) The Secretary of the Board of Governors;
 - e) Two external Board members-at-large, elected by the Board of Governors.
2. The President and Vice-Chancellor, the Vice-Presidents, and the Director, Financial & Registration Services, will serve as non-voting resources to the Audit and Risk Committee, as required.
3. External advisors with relevant expertise may be invited/appointed by the Board and/or Committee as non-voting members of the Committee, as required.
4. The Audit and Risk Committee has specific responsibility for:
 - a) Ensuring that the institution's accounting policies and financial reporting processes are consistent with leading practices;
 - b) Reviewing the annual audit plan, including the general scope, procedures and timing of the audit;
 - c) Providing oversight on the institution's annual internal audit plan and making recommendations to the Board regarding the annual audit plan;
 - d) Reviewing the findings from all audits and monitoring follow-up on any recommendations;
 - e) Presenting the audited financial statements to the full Board, for approval;

- f) Ensuring the adequacy of internal controls and that appropriate processes are in place to identify, report and control areas of material risk;
- g) Reviewing the results of other work done by the auditor, including audits of the pension plan and compensation reports;
- h) Reviewing regular management reports on areas of significant risk, both financial and non-financial, to the University;
- i) Evaluating the effectiveness of the University's risk management framework and ensuring that adequate resources are available for appropriate risk management;
- j) Ensuring appropriate policies, processes and practices are in place to identify, monitor, and report on current and emerging risks that would materially impact the University from achieving its mission and objectives;
- k) Reviewing matters of a significant nature that, in the opinion of the President or responsible Vice-President, should be reported to the Committee;
- l) Ensuring procedures are in place for confidential, anonymous submissions of employee concerns regarding internal controls, financial and auditing matters.

5. The Audit and Risk Committee will report to the Board of Governors.

V. HUMAN RESOURCES COMMITTEE

The role of the Human Resources Committee is to provide oversight and guidance on policies and matters related to human resources, compensation, and employee relations.

The Human Resources Committee will meet a minimum of once per year or more frequently, as required.

1. The membership of the Human Resources Committee shall be limited to external members (i.e. OIC non-student and BUAA representatives) and normally consist of:
 - a) The Vice-Chair of the Board of Governors (who shall normally serve as Chair);
 - b) The Chair of the Board of Governors;
 - c) The Treasurer of the Board of Governors;
 - d) The Secretary of the Board of Governors;
 - e) One external Board member-at-large, elected by the Board of Governors.

2. The President and Vice-Chancellor, the Vice-Presidents and the Chief Human Resources Officer will serve as non-voting resources to the Human Resources Committee, as required.
3. External advisors with relevant expertise may be invited/appointed by the Board and/or Committee as non-voting members of the Committee, as required.
4. The Human Resources Committee has specific responsibility for:
 - a) Engaging in the recruitment process for the President and Vice-Chancellor and approving the terms of the President's employment on behalf of the Board;
 - b) Evaluating the performance of the President on an annual basis;
 - c) Overseeing policies pertaining to the processes for search, appointment, and review of members of the senior executive;
 - d) Ensuring the President is conducting annual performance reviews on their direct reports;
 - e) Conducting periodic (approximately every three (3) to five (5) years) reviews of senior level compensation, including Deans, Academic and Administrative Directors, Vice-Presidents, and the President;
 - f) Establishing the parameters and guidelines within which management will negotiate collective agreements and approving negotiated collective agreements on behalf of the Board;
 - g) Ensuring appropriate policies are in place to support Human Resources practices and programs and monitor compliance.
5. The Human Resources Committee will report to the Board of Governors.

VI. EXECUTIVE COMMITTEE

The role of the Executive Committee is to review matters coming before the Board of Governors, to refer items to appropriate standing committees, to set the agendas for the Board meetings, and to deal with matters delegated by the Board.

The Executive Committee will meet at least six (6) times per year and before each regularly scheduled meeting of the Board of Governors.

1. The Brandon University Board of Governors shall establish and elect a standing committee to be known as the Executive Committee.
2. The membership of the Executive Committee of the Board of Governors shall consist of:
 - a) The Chair of the Board of Governors;

- b) The Vice-Chair of the Board of Governors;
 - c) The Chancellor;
 - d) The President and Vice-Chancellor;
 - e) The Secretary of the Board of Governors;
 - f) The Treasurer of the Board of Governors;
 - g) One student elected by and from the Board of Governors;
 - h) One faculty senator elected by and from the Board of Governors.
3. The Vice-Presidents will serve as non-voting resources to the Executive Committee, as required.
4. The Executive Committee may act with the full authority of the Board in situations that require immediate action prior to the next regular meeting of the Board.
5. The Executive Committee may act as a consultative body to the President and administration of the University.
6. The Executive Committee has specific responsibility for:
- a) setting the agenda for each regular and special meeting of the Board of Governors;
 - b) reviewing relevant matters coming before the Board of Governors and referring items to appropriate standing committees of the Board;
 - c) reviewing Senate decisions that require Board approval, and specifically within this context, new program proposals in relation to resource or budgetary implications and the establishment of scholarships, bursaries, and other awards requiring funding from the University's operating budget as may be recommended by Senate;
 - d) ensuring that the Board fulfills its responsibilities;
 - e) serving as the Board's mechanism for overseeing the institutional planning process and progress toward goals and objectives;
 - f) reviewing and recommending policies governing all matters not specifically assigned to the Senate by the Brandon University Act;
 - g) monitoring and approving or recommending to the Board, as appropriate, all matters not specifically assigned to the Senate by the Brandon University Act;
 - h) dealing with matters delegated by the Board of Governors.
7. The Executive Committee will report to the Board of Governors.