

 BRANDON UNIVERSITY	Committees of the Board of Governors (By-Law #11)	First Approved: <i>January 18, 2020</i>
		Updated: <i>November 25, 2023</i>
Board of Governors By-Law	Approved by <i>Board of Governors</i> Administered by <i>Manager, Executive & Board Operations</i>	Reviewed: <i>November 25, 2023</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
3. The Board Secretariat shall attend all meetings of standing committees of the Board and shall:
 - a) call for agenda items two weeks prior to Board meetings
 - b) enter or cause to be entered minutes of proceedings
 - c) provide copies of the agenda, prior minutes, all notices, and related documents as necessary for a meeting one week prior to Board meetings
 - d) be responsible for arrangements for meetings
 - e) be the custodian of minute books and documentation which support the function of the committees
 - f) be responsible for the dissemination of decisions, recommendations, reports, or instructions as directed by the standing committees
 - g) 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

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5. In addition to the Standing Committees, the Chair and Vice-Chair of the Board shall meet on a regular basis with the President and Vice-Chancellor and the Manager, Executive & Board Operations.

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 a minimum of three times per year 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 to:
 - a) Consider and make recommendations to the Board on issues arising related to the structure, roles, and responsibilities of the Board of Governors and its Committees to improve their effectiveness, relevance, clarity, and efficiency
 - b) Perform 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) Develop and review 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) Provide 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) Facilitate the consideration of Board orientation, development, and strategic planning initiatives to support a solid understanding of the University's current state of affairs, good governance practices, and strategic priorities and direction

- f) Serve as the Board's mechanism for overseeing the institutional planning process and progress toward goals and objectives
- g) Review and recommend policies governing all matters not specifically assigned to the Senate by the Brandon University Act, or to the Audit & Risk Committee as noted in section IV 4 a. or to the Human Resources Committee as noted in Section V 4 d.
- h) Act as the Nominating Committee of the Board to:
 - i. determine what competencies, skills, and attributes the Board, as a whole, should possess for effective governance,
 - ii. make recommendations to the Board and other appointing bodies for the appointment of Board and Board Committee members, and
 - iii. ensure that succession plans are in place for Board members and Board 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 a minimum of twice per year 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 to:
 - a) Monitor the institution's financial operations
 - b) Oversee the annual and long-range operating budgets

- c) Review requests and plans for borrowing and submit them to the full Board for approval
- d) Ensure that accurate and complete financial records are maintained
- e) Ensure that timely and accurate information is presented to the Board
- f) Ensure adequate and informative public consultations are normally held for the members of the University community
- g) Review, comment upon, and recommend the University's annual budget including the setting of tuition and other fees
- h) Submit to the full Board, for its approval, capital budgets that exceed prescribed amounts
- i) Review 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.

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 to:
 - a) Ensure that the institution's accounting policies and financial reporting processes are consistent with leading practices
 - b) Review the annual audit plan, including the general scope, procedures, and timing of the audit
 - c) Provide oversight on the institution's internal audit plan and make recommendations to the Board regarding the annual audit plan
 - d) Review the findings from all audits and monitor follow-up on any recommendations
 - e) Present the audited financial statements to the full Board, for approval
 - f) Ensure the adequacy of internal controls and that appropriate processes are in place to identify, report and control areas of material risk
 - g) Review the results of other work done by the auditor, including audits of the pension plan and compensation reports
 - h) Review regular management reports on areas of significant risk, both financial and non-financial, to the University
 - i) Evaluate the effectiveness of the University's risk management framework and ensure that adequate resources are available for appropriate risk management
 - j) Ensure 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) Review matters of a significant nature that, in the opinion of the President or responsible Vice-President, should be reported to the Committee
 - l) Ensure 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 twice per year or more frequently, as required.

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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 Associate Vice-President, People and Talent 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 to:
 - a) Engage in the recruitment process for the President and Vice-Chancellor and recommend the terms of the President's employment on behalf of the Board
 - b) Engage in the renewal process for the President and Vice-Chancellor where applicable and recommend the terms of the President's renewal on behalf of the Board
 - c) Evaluate the performance of the President on an annual basis
 - d) Oversee policies pertaining to the processes for search, appointment, and review and renewal of members of the senior executive including the President and Vice-Chancellor
 - e) Ensure the President is conducting annual performance reviews on their direct reports
 - f) Conduct 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
 - g) Establish the parameters and guidelines within which management will negotiate collective agreements and approving negotiated collective agreements on behalf of the Board
 - h) Ensure 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.