
by-law no. 11 - committees of the board of governors

BOARD OF GOVERNORS BY-LAW NO. 11

Revised November 28, 2015

SECTION I – ELECTIONS OF EXECUTIVE OFFICERS AND STANDING COMMITTEES

1. At the September meeting, the Board of Governors shall elect from among its members a Chair, a Vice-Chair, a Secretary, a Treasurer, a student representative and a Senate representative, each of whom shall normally hold office for two years or until their successors are appointed.
2. At all meetings of the Board of Governors, the Chair, or in his/her absence, the Vice-Chair, shall preside. Should neither be present, a Chair shall be elected by and from those members present.
3. The Administrative Officer shall act as Recording Secretary of the meeting, or otherwise, the Board of Governors may appoint alternate staff from the Office of the President for that purpose.
4. At the September meeting each year, the Standing Committees of the Board of Governors shall be determined with the exception of the Board Budget Committee which shall be determined at the June meeting so as to coincide with the annual budget process.
5. The Board shall, on the recommendation of the President, appoint appropriate Executive officers to the Standing Committees, as may be required from time to time.

SECTION II - 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. Standing committees of the Board are:
 - a) Executive of the Board;
 - b) Governance & Nominating Committee;
 - c) Finance & Audit Committee;
 - d) Board Budget Committee.

3. The Administrative Officer 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.

SECTION III - EXECUTIVE COMMITTEE

The Executive Committee will meet regularly, the day before the Board of Governors meeting, 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.

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;
 - i) Chair of the Governance & Nominating Committee (who will normally be the Secretary);
 - j) Chair of the Finance and Audit Committee (who will normally be the Treasurer);
 - k) Non-Voting Resources: Vice-President (Academic and Provost) and Vice-President (Administration and Finance).

3. 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.

4. The Executive Committee may act as a consultative body to the President and administration of the University.
5. 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) monitoring the President's performance and compensation;
 - g) dealing with matters delegated by the Board of Governors.
6. The Executive of the Board will review and recommend policies governing all matters not specifically assigned to the Senate by the Brandon University Act.
7. The Executive of the Board will periodically (approximately every three (3) years) review the compensation of senior management, including Deans, Academic Directors, Administrative Directors, Vice-Presidents and the President. In carrying out this duty, the Executive Committee shall:
 - a) collect and review compensation data of senior officers at comparable institutions;
 - b) collect and review other relevant information;
 - c) prepare a report and recommendations to the Board of Governors including the factors used to determine the compensation levels; the ranking of compensation within the university peer group; and the recommended compensation for senior officers.

The Board of Governors will have final approval of the recommended compensation for senior administrators as determined by the Executive of the Board.

8. The Executive of the Board will monitor and approve or recommend to the Board, as appropriate, all matters not specifically assigned to the Senate by the Brandon University Act.
9. The Executive of the Board will report to the Board of Governors.

SECTION IV – 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.

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-President (Academic and Provost) will serve as a non-voting resource to the Governance & Nominating Committee.
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 through the Executive Committee.

SECTION V - FINANCE AND AUDIT COMMITTEE

The role of the Finance and Audit Committee is to ensure the fiscal stability and long-term economic health of the institution and to provide oversight of the institution's financial practices, internal controls, financial management, and standards of conduct.

This Committee will provide an avenue of communication among the external auditors, administration, the staff of Financial & Registration Services and the Board of Governors. To fulfill the duties of this role, Committee members must have a firm grasp of the institution's mission, goals and priorities.

1. The membership of the Finance and Audit 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-President (Administration and Finance) and Director, Financial & Registration Services, will serve as non-voting resources to the Finance and Audit Committee.
3. The Finance and Audit Committee has specific responsibility for:
 - a) Financial Operations
 - i. Monitoring the institution's financial operations;
 - ii. Overseeing the annual and long-range operating budgets;
 - iii. Reviewing requests and plans for borrowing and submitting them to the full Board for approval;
 - iv. Ensuring that accurate and complete financial records are maintained;
 - v. Ensuring that timely and accurate information is presented to the Board;
 - vi. Submitting to the full Board, for its approval, capital budgets that exceed prescribed amounts.
 - b) Audit Operations
 - i. Meeting with the auditor prior to the commencement of the annual audit to review the general scope, procedures and timing of the audit;
 - ii. Meeting with the auditor following completion of the audit to review the draft financial statements;
 - iii. Presenting the audited financial statements to the full Board, for approval;
 - iv. Ensuring the adequacy of internal controls and that appropriate processes are in place to identify, report and control areas of material risk;

- v. Reviewing the results of other work done by the auditor, including audits of the pension plan and compensation reports;
 - vi. Monitoring the institution's conflict-of-interest policy, including how it pertains to Board members.
- c) Risk Management
- i. Receiving regular annual reports from management on levels of insurance coverage;
 - ii. Receiving regular reports from management on areas of significant risk, both financial and non-financial, to the University.
4. The Finance and Audit Committee will report to the Board of Governors through the Executive Committee.

SECTION VI – BOARD BUDGET COMMITTEE

The role of the Board Budget Committee is to facilitate a transparent and collaborative budget process. This Committee will provide an avenue of communication among students, faculty, staff, administration and the Board of Governors. To fulfill the duties of this role, Committee members should have a firm grasp of the institution's mission, goals and priorities.

1. The membership of the Board Budget Committee shall consist of:
- a) the Chair of the Board of Governors (who shall normally serve as Chair);
 - b) the Vice-Chair of the Board of Governors;
 - c) the Secretary of the Board of Governors;
 - d) the Treasurer of the Board of Governors;
 - e) the President and Vice-Chancellor;
 - f) the BUSU President;
 - g) the BUSU Vice-President (Internal);
 - h) one full-time representative elected by and from each Faculty or School who has been an employee of the University for at least two years;
 - i) the Dean, Faculty of Arts;
 - j) the Dean, Faculty of Education;
 - k) the Dean, Faculty of Health Studies;
 - l) the Dean, School of Music;
 - m) the Dean, Faculty of Science;
 - n) the University Librarian;
 - o) the Director, Information Technology Services;
 - p) the Associate Vice-President (Student Services and Enrolment Management) and University Registrar;
 - q) the Vice-President (Administration and Finance); and
 - r) the Vice-President (Academic and Provost).

With respect to the five faculty representatives, each Faculty or School will be responsible for electing their representative prior to the June meeting of the Board. These

positions will be for a term of two years. Members may serve multiple terms but not more than four years consecutively. Members shall not serve for at least one full year after such consecutive service before being eligible to serve again.

2. The Board Budget Committee has specific responsibility for:
 - a) Reviewing, commenting upon and recommending the University's annual budget estimates;
 - b) Reviewing, commenting upon and recommending the University's annual operating budget, including the budgets relating to Renovations & Equipment, the Eckhardt-Gramatte Conservatory of Music, Ancillary Services and Campus Manitoba;
 - c) Reviewing, commenting upon and recommending the setting of tuition and other fees;
 - d) Ensuring adequate and informative public consultations are held on-campus for the University community.
3. The Board Budget Committee will report to the Board of Governors.