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## **EXECUTIVE COMMITTEE TERMS OF REFERENCE**

Approved by the Board of Governors – April 24, 2007

(with commencement following the 2007 Annual Meeting)

Revision approved by the Board of Governors – November 28, 2007

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### **STATUS**

The Executive Committee is a Standing Committee of the Board of Governors, pursuant to Section 2, Article 1 of the Saint Mary's University By-laws.

### **REPORTING**

The Executive Committee reports directly to the Board. The Executive Committee shall provide a report of its activities at the Annual Meeting of the Board of Governors.

### **COMPOSITION**

The Executive Committee shall consist of:

- Ex-officio members - Chair and Vice-Chair of the Board, the Vice-President Academic and Research (as Secretary of the Board), the President of the University, and the Chairs of the Standing Committees of the Board of Governors,
- not less than three governors, including a faculty representative, a student representative and alumni representative (the latter if not already the Chair of a Standing Committee),
- Vice-Presidents of the University

### **PURPOSE**

During the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise (subject to any regulations which the Board may from time to time impose) all the powers of the Board in the management and direction of the affairs of the University (save and except only such acts as must by law be performed by the Board itself) in such manner as the Executive Committee shall deem best for the interests of the University in all cases in which specific directions shall not have been given by the Board.

### **RESPONSIBILITIES**

The Committee shall:

- act as a sounding board for matters moving forward to the Board at the discretion of the Board Chair in consultation with Committee Chairs,
- fulfill an agenda-setting role for Board agendas, and
- provide advice to the Board as necessary.

### **QUORUM AND MEETINGS**

The Chair is included in the count of the Quorum. A majority of members is considered a quorum. The Committee may fix its own operational procedures. The Executive Committee shall keep minutes of its meetings, in which shall be recorded all actions taken by it.