



1. PURPOSE

Pursuant to Section 2, Article 1 of the Saint Mary's University By-laws, the Executive Committee is a Standing Committee of the Board of Governors, and is established primarily to act on behalf of the Board of Governors to respond to time sensitive matters or when it is impractical to call a full Board of Governors meeting.

2. ACCOUNTABILITY

The Executive Committee is established by the Board and is accountable to the Board through the Chair of the Committee. The Board may, from time to time, delegate any of its powers under Section 8(1) of the Act to the Committee.

3. MEMBERSHIP

The Committee shall consist of:

- Chair of the Board, who shall chair the Committee
- Vice-Chair of the Board
- President
- Chairs of the Standing Committees of the Board of Governors
- A Faculty Governor
- A Student Governor
- An Alumni Governor

The Committee should consider joint meetings with other Board committees, where appropriate, so as to most efficiently and effectively carry out the work of the Board. The Chair of the Committee will identify such opportunities to other committees for consideration.

Committee members are appointed by the Board for a term of one year and may be reappointed for a further term(s) at the discretion of the Board. The Board shall have the authority to add governors to the Executive Committee as it sees fit.

4. MEETINGS

The Committee will meet at the call of the Chair or at the direction of the Board of Governors. Meetings of the Committee are closed to the public.

All meetings of the Committee are called by the Committee Chair at their discretion. The preference is for meetings to be held in person; however, business of the Committee may be conducted electronically as needed. Where applicable, members are encouraged to attend meetings in person. However, a member of the Committee may participate in a meeting by means of telephone or other communication facility. A member participating in a meeting by such means is deemed for all purposes to be present at that meeting. If a Committee member is not able to participate in a meeting, that member can speak to the Committee Chair in advance of the meeting so that the Committee Chair can share the member's perspective at the meeting. That member may also submit written comments or documentation to the

Committee Chair and University Secretary in advance of the meeting.

A majority of the members of the Committee shall form a quorum, and the Chair is included in the count. The Committee may meet in joint session with one or more other Board committees.

Every Committee meeting agenda will include an opportunity for members to declare any conflict of interest in accordance with the Board of Governors Code of Conduct policy.

All Committee meetings will allow for an in-camera session to be conducted in accordance the Board's Guidelines for In-Camera Sessions.

The Office of the University Secretary will be responsible for providing governance and administrative support to the Committee, including taking minutes at Committee meetings. Minutes of a Committee meeting will be provided to the Committee at least seven days in advance of the next regularly scheduled Committee meeting. Once approved, the minutes will be included in the consent agenda of the next Board meeting for information.

5. RESPONSIBILITIES

A. The Board Charter sets out the key responsibilities of the Board. Section 3, Article 1, subsection (3)(b) of the By-laws provides that, subject to the By-laws and the resolutions and directions of the Board, the Committee shall have, between meetings of the Board, the power to exercise all powers of the Board. However, it is the general intent of the Board of Governors that all substantial matters not in the ordinary course of business be brought to the full Board for action.

In delegating to the Committee authority to act between meetings of the Board, the Committee is empowered to act on matters where action may be necessary between Board meetings and the calling of a special Board meeting, in the opinion of the Chair and President, is not warranted or advisable. In this regard, the Executive Committee is responsible for:

- (a) Acting between meetings of the Board to address an urgent matter that poses an imminent risk to the University or University community. An urgent matter is:
 - i. a matter that could impede the continuity of the University or cause imminent risk to the University or University community;
 - ii. an urgent matter affecting sustainability or the reputation of the University.
- (b) Acting between meetings of the Board to address any unforeseen or time-sensitive matters.
- (c) The Committee may act on matters delegated by the Board, including matters with respect to which the Board may from time to time deem it expedient to delegate its authority to the Committee.
- (d) The Committee may serve as a sounding board for matters moving forward to the Board at the discretion of the Chair in consultation with the President or with a Committee Chair, and may provide advice to the Board as necessary.

6. REPORTING

Any decisions made by the Committee must be reported to the Board at its next scheduled meeting. Urgent action taken by the Committee shall be communicated by e-mail to the

Board prior to the next Board meeting. The Chair will take responsibility for this communication.

As well, the Chair of the Committee will provide oral or written reports of its proceedings at the Board meeting following each meeting of the Committee. If there is no action item or crucial information, written reports from the Committee can be included in the consent agenda without an oral report.

The Committee will provide an annual written report of its work to the Annual General Meeting of the Board.

7. RESOURCES

The University Secretary is the Executive Advisor to the Committee. The Executive Advisor will attend all meetings of the Committee but will not be a voting member of the Committee. The Chair may, at the Chair's discretion, also invite guests to attend meetings as resources, as required. For greater certainty, such resources are not members of the Committee.

8. TERMS OF REFERENCE REVIEW

The Committee will review its Terms of Reference annually at the first meeting of the Committee in the respective Board year, and report their findings to the Governance Committee. The Governance Committee will review the Committee's findings and recommend any proposed changes to the Board for approval.

9. EVALUATION

At the discretion of the Committee Chair, the Committee may assess its own performance at any time. Notwithstanding any Committee self-evaluation, the annual Board self-evaluation will include an assessment by Committee members of the Committee's performance.