

1. Purpose

The Governance Committee (“Committee”) is appointed by and has responsibility to the Board of Governors (“Board”) to oversee and enhance University governance through the development of recommendations in relation to the Board’s policies, procedures, membership, committee structure and decision making, based on governance best practices and consistent with the University’s policies, principles and Strategic Plan.

2. Accountability

The 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 at least seven Board members, as follows:

- the Board Chair
- 1 member from among Faculty-appointed Governors
- 1 member from among SMUSA-appointed Governors
- 1 member from among Alumni-appointed Governors
- 2 members from among Board-appointed Governors
- 1 additional member of the Board

The Board may add additional Board members to the Committee.

Ideally, one of the Committee members should also be a member of the Audit and Risk Committee. The Committee must include at least one member with legal and/or governance expertise.

The Committee should consider cross-appointments and/or joint meetings with the 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.

All 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 Chair of the Committee will be appointed by the Board from among the voting members of the Committee.

4. Meetings

The Committee will meet at least four times per year. Meetings of the Committee are closed to the public.

All meetings of the Committee are called by the Committee Chair at his or her discretion. The preference is for meetings to be held in person; however business of the Committee may be conducted electronically as needed. Where applicable, Board 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. 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 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

The Board Charter sets out the key responsibilities of the Board, and consistent with these key responsibilities, the specific responsibilities of the Committee include the following:

- i. Assessing the membership needs of the Board in terms of skills, experience, and the potential to bring a diverse viewpoint and background to the Board, and to recommend appropriate candidates to the Board for appointment
- ii. Ensuring the effective orientation of Governors with respect to their role as fiduciaries and their responsibility to be knowledgeable about the context in which they are asked to make decisions, as well as providing ongoing educational opportunities to ensure that they are current on a range of matters related to the execution of their responsibilities
- iii. Recommending a Board committee structure and overseeing all committee terms of reference to ensure that the work of the committees is aligned with the Board Charter and the University's Strategic Plan
- iv. Conducting regular self-evaluation of Board and committee performance against defined principles, and relative best practices in post-secondary governance so as to ensure that the

- Board is continuously improving relative to best practices in university governance.
- v. Conducting the search for a Chancellor and recommending the candidate to the Board of Governors for appointment.

6. Reporting

The Committee will establish an annual macro agenda which identifies the Committee's work plan for the year. The annual macro agenda will be shared with the Board in writing before its second meeting of the Board year.

The Chair of the Committee will provide oral or written reports of its proceedings at the Board meeting following each meeting of 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 President will appoint an Executive Advisor (usually a member of the University's Executive Management Team or Senior Management Team) 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 his or her 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. The Committee will 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.