

TERMS OF REFERENCE

The Standing Committees of the Board:

- General Terms of Reference
- Academic Operations Committee
- Administration and Finance Committee
- Audit Committee
- Employee Relations & Compensation Committee
- Executive Committee

STANDING COMMITTEES OF THE BOARD GENERAL TERMS OF REFERENCE

1. The University Act provides that the management, administration and control of the property, revenue, business and affairs of the university are vested in the Board of Governors. Without limiting the foregoing or the general powers conferred on or vested in the Board by the Act, the Board has power to appoint the committees it considers necessary to carry out its functions.
2. Consistent with the University Act and the Board By-laws, the Board of Governors of the University of Northern British Columbia has established the following five Standing Committees to carry out specific functions on behalf of the Board within the Committees' defined areas of responsibility and authority:
 - Academic Operations Committee
 - Administration and Finance Committee
 - Audit Committee
 - Employee Relations and Compensation Committee
 - Executive Committee
3. Membership to the Academic Operations Committee, Administration and Finance Committee, Audit Committee and Employee Relations and Compensation Committee will be by appointment by the Chair of the Board of Governors.
4. The number of members and composition of each committee is indicated in each Standing Committee's terms of reference.
5. The Chair of each of these Standing Committees will be appointed by the Chair of the Board of Governors. Standing Committee members shall be encouraged to elect a Vice-Chair from amongst their membership. The Vice-Chair shall undertake and discharge all duties of the Chair in the absence of the Chair.
6. A Standing Committee may, in consultation with the President, invite employees of the university or consultants as may be considered desirable to attend meetings and assist in the discussion and consideration of the business of the Committee.
7. A Standing Committee may, from time to time, require the expertise of outside resources. No outside resource will be retained without the approval of the Board, generally in consultation with the President. Notwithstanding this, the Audit Committee has the power to retain outside resources, as required, to discharge its responsibilities.
8. All Board members of a Standing Committee, including ex-officio Board members, have voting rights. Staff and other persons invited by the Committee Chair to attend a Standing Committee meeting, including Board members who are not a member of that Committee, are non-voting.

9. Standing Committee recommendations shall be referred to the Board for approval and the Board shall be informed of decisions made by the Standing Committee under delegated authority.
10. The Chair of a Standing Committee is responsible for reviewing and approving the agenda for each meeting of that Committee. The Secretary to the Board will work with the President and President's Executive Council towards the establishment of meeting agendas and preparation of meeting materials.
11. Standing Committee members may participate in Committee meetings by means of teleconference or other communications facilities as will permit all persons participating in the meeting to communicate adequately with each other. A member participating in such a meeting by any such means is deemed to be present at the meeting.
12. Each Standing Committee shall review periodically its own terms of reference and any changes will be submitted to the Board for approval.
13. Minutes and proceedings of all Standing Committee meetings shall be recorded and maintained by the Secretary to the Board.
14. Through the Chair of the Standing Committee, or such other Committee members or staff representatives as the Chair may appoint, each Committee will regularly report to the Board on the business conducted and duties discharged by that Committee. In making such reports, the person making the report shall be prepared to provide such additional information and detail to the Board as may reasonably be required for the Board to be properly informed as to the activities and decisions of the Committee.
15. Each Standing Committee shall develop a committee timetable which outlines the Committee's schedule of activities for the year.
16. Standing Committees will focus their meetings on matters for recommendation or decision: routine items for information will normally be referred to the full Board for discussion.
17. Where standing committees determine it necessary to commission special reports relating to matters within their respective mandates, the commissioning will normally be directed to the President for implementation unless otherwise approved by the Board. The exception to this general rule will be the Audit Committee.
18. In addition to the five established Standing Committees, the Board of Governors may create other committees, including sub-committees of the Standing Committees, and establish the terms of reference of such committees.
19. The Board Chair or Vice-Chair in the absence of the Chair are assigned the responsibility to enter into agreements on behalf of the Board acting on the basis of a resolution of the Board or of a Committee of the Board where the Committee has the delegated authority to make decisions on behalf of the Board.

Academic Operations Committee Terms of Reference

Authority

The Academic Operations Committee is created by and responsible to the Board of Governors of the University of Northern British Columbia

The Provost shall provide management support to the Committee

The Committee shall function in accordance with the General Terms of Reference for Board Standing Committees.

Composition of Committee

The Academic Operations Committee shall consist of six members including the President, elected members, including at least one elected faculty member and one student, and at least two Order-in-Council members, one of whom will be a regional or aboriginal representative

The Chair and Vice-Chair of the Board of Governors are ex-officio members of the Academic Operations Committee.

Committee Mandate

The Academic Operations Committee shall review, evaluate and provide information to the Board where the Board is making decisions in areas relating to the academic affairs of the university and to other such related matters as the Board shall from time to time determine, as identified by the University Act, as matters under the powers of the Board; and where the Committee or Board may deem to be required, to commission and review special reports relating to such matters and to make recommendations to the Board.

The mandate of the Committee shall include such responsibilities as:

- a) to ensure a strategic university plan or plans are in place, that the plans are consistent with the university's approved statement of mission and values including UNBC's regional and First Nations' mandates
- b) to receive reports on the implementation of the strategic university plan or plans at least annually, including an evaluation of the currency of the plans within the context of changing circumstances and expectations, and to advise the Board and Senate on its conclusions
- c) to review the three year service plans and multi-year plans that are submitted annually to government, to ensure that the plans are consistent with approved university strategic plans, and to recommend approval to the Board
- d) with the approval of Senate, to establish procedures for the recommendation and selection of senior academic administrative officers

- e) to approve appointments to positions of academic administration including Associate Vice-President, Deans, University Librarian, Director of Regional Operations, Directors of Academic Support Services and Faculty in accordance with the university policy “Appointment of Senior Academic and Administrative Officers of the University, and of Faculty”
- f) to approve the recommendations of the University Promotion and Tenure Committee [UPTC] as endorsed by the President, and/or those from the University Promotion and Tenure Appeals Committee [UPTAC], and report to the Board
- g) to receive and review regular faculty recruitment and retention reports, and to monitor trends
- h) to receive and review regular enrolment reports, to monitor trends, and in consultation with Senate to establish enrolment limits as required
- i) to review Senate decisions requiring Board approval, and specifically within this context, to approve on behalf of the Board the establishment of scholarships, bursaries and other awards as may be recommended by Senate except where it decides to refer the matter to the Board for further consideration
- j) to receive and review internal reports relating to the provision of student services, and in particular reports on the provisions for student loans and other forms of student financial aid as required by the University Act.

Quorum

Three members shall constitute a quorum.

Administration and Finance Committee Terms of Reference

Authority

The Administration and Finance Committee is created by and responsible to the Board of Governors of the University of Northern British Columbia

The Chief Financial Officer shall provide management support to the Committee

The Committee shall function in accordance with the General Terms of Reference for Board Standing Committees.

Composition of Committee

The Administration and Finance Committee shall consist of six members including the President, and at least three Order-in-Council members, one of whom will be a regional or aboriginal representative

The Chair and Vice-Chair of the Board of Governors are ex-officio members of the Administration and Finance Committee.

Committee Mandate

The Administration and Finance Committee shall review, evaluate and provide information to the Board where the Board is making decisions in areas relating to the financial and property affairs of the University, to senior administrative appointments, and to other such related matters as the Board shall from time to time determine; and where the Committee or Board may deem to be required, to commission and review special reports relating to such matters and to make recommendations to the Board

The mandate of the Committee shall include such responsibilities as:

1. Property

- a) to review and recommend to the Board policies related to university land, buildings, and equipment, and to seek the advice of Senate on such matters
- b) to ensure a strategic capital plan is in place
- c) to review major maintenance and cyclical maintenance programs
- d) to review and recommend to the Board the acquisition, leasing or disposal of real property
- e) to review and recommend major capital, supply and facilities management contracts to the Board for approval and to monitor capital projects on a regular basis
- f) to receive annual reports on the space utilization of university buildings

- g) to review periodic reports on the control of vehicle and pedestrian traffic on the university campus
- h) to review periodic reports on the manner in which the university is meeting legal and insurance requirements.

2. Finances

- i) to review and recommend to the Board policy issues related to operating budgets and capital expenditures
- j) to review and recommend to the Board the annual operating budget and ancillary budgets
- k) to review and recommend to the Board tuition, residence and other academic and major mandatory fees
- l) to review operating and financial statements and capital expenditures and monitor performance against approved budgets
- m) to approve authorized signing officers in respect of all banking and make recommendations to the Board in respect of banking services
- n) to approve the payment of the grant in lieu of municipal taxes to the appropriate municipality or municipalities
- o) to review and recommend to the Board investment policies with respect to the university's endowment fund, to establish a standing advisory Investment Committee, to recommend appointments to the Investment Committee, to review the advice of the Investment Committee on matters relating to investment policy and practice, and to recommend on the appointment of investment manager(s)
- p) to review and recommend policies relating to the commercialization of research and technology transfer and to review the performance of the university in these areas
- q) to review compliance with applicable tax requirements.

3. Administration

- r) to establish procedures for the appointment of Administrative Directors in accordance with the university policy "Appointment of Senior Academic and Administrative Officers of the University, and of Faculty"
- s) to approve appointments to senior administrative positions including the Administrative Directors

4. General

- t) to review the university's compliance with statutory and regulatory requirements within the Committee's areas of responsibility
- u) to review the performance of the university in areas of responsibility of the Committee against key strategic performance initiatives and measures.

Quorum

Three members shall constitute a quorum.

Audit Committee Terms of Reference

Authority

The Audit Committee is created by and responsible to the Board of Governors of the University of Northern British Columbia

The Chief Financial Officer shall provide management support to the Committee

The Committee shall function in accordance with the General Terms of Reference for Board Standing Committees.

Composition of Committee

The Audit Committee shall consist of four members, comprising four Order-in-Council members, one of whom shall also serve on the Administration and Finance Committee

The Chair and Vice-Chair of the Board of Governors and the President are ex-officio members of the Audit Committee. **The President shall not attend for the presentation of the audit report.**

Committee Mandate

The Audit Committee shall review, evaluate and make decisions on behalf of the Board with respect to all auditing, financial reporting and internal control functions relating to the university, advising and making recommendations to the Board as required, and shall undertake such related matters as the Board shall from time to time determine

The Audit Committee provides effective liaison between the Board of Governors, the university's senior administration and the external auditor, including the Office of the Auditor General, in all matters dealing with the audit of the university's financial activities

The Audit Committee shall have the power to conduct or authorize investigations into any matters within the Committee's scope of responsibilities. The Committee shall be empowered to retain and to compensate independent counsel, accountants or others to assist it in the conduct of any investigation.

The mandate of the Committee shall include such responsibilities as:

- a) to recommend to the Board the appointment of the external auditor
- b) to provide an avenue of communication between the university's financial officers, the external auditor and the Board of Governors
- c) to consider, in consultation with the external auditor, their audit scope, resources, work plans and timeline

- d) to inquire of the financial officers of the university and the external auditor about significant risks or exposures and assess the steps the administration has taken to minimize such risk to the university
- e) to discuss with the financial officers of the university their qualitative judgments about the acceptability and appropriateness of accounting principles and financial disclosure practices used or proposed to be adopted by the university
- f) to inquire as to the external auditor's views about the accounting principles and practices used by the university
- g) to consider and review with the external auditor the adequacy of the university's controls, including computerized management information system controls, security and recovery plans, and to consult with the appropriate university officials as desired
- h) to review with the external auditor, upon completion of the audit, the university's annual financial statements and related footnotes and the auditor's report
- i) to discuss with the external auditor, without management present, any difficulties encountered or restrictions imposed by management during the course of the audit and any other matters which should be communicated to the Audit Committee under generally accepted auditing standards
- j) to consider and review with management any significant findings during the year, whether arising from the auditor's report or from an internal audit conducted by management, and the responses by management thereto as well as any difficulties encountered during the course of the audit
- k) to review any significant proposed changes in financial reporting and accounting policies and practices to be adopted by the university
- l) to consider any new or pending developments in accounting and reporting standards that may affect the university
- m) to review compliance with statutory and regulatory obligations
- n) to review any legal or regulatory matters that may have a material impact on the financial statements
- o) to bring to the Board, for final approval, the annual financial statements of the university and attached related auditor's reports
- p) to review and recommend to the Board policies on risk management for financial and other risks which may jeopardize the achievement of the university's strategic plans
- q) to review policies and procedures for the review and approval of the President's expenses

- r) to review on a periodic basis issues relating to Board members' personal liability and report back to the Board
- s) to report Audit Committee actions to the Board with such recommendations as the Committee may deem appropriate.

Quorum

Three members shall constitute a quorum.

Attendance

Meetings of the Audit Committee will normally be "in camera" unless deemed otherwise by the Audit Committee Chair.

Employee Relations and Compensation Committee Terms of Reference

Authority

The Employee Relations and Compensation Committee is created by and responsible to the Board of Governors of the University of Northern British Columbia

The Chief Financial Officer and/or the Provost, as appropriate, shall provide management support to the Committee

The Committee shall function in accordance with the General Terms of Reference for Board Standing Committees.

Composition of Committee

The Employee Relations and Compensation Committee shall consist of four members including the President and three Order-in-Council members

The Chair and Vice-Chair of the Board of Governors are ex-officio members of the Employee Relations and Compensation Committee.

Committee Mandate

The Employee Relations and Compensation Committee shall review, evaluate and provide information to the Board where the Board is making decisions in areas relating to employee agreements, employee relations policy and practice issues, and on other such related matters as the Board shall from time to time determine; and where the Committee or Board may deem to be required, to commission and review special reports relating to such matters and to make recommendations to the Board.

The mandate of the Committee shall include such responsibilities as:

- a) to review, evaluate and advise the Board with respect to matters affecting staff and faculty working conditions at the university and matters relating to employer/employee bargaining
- b) to consider and propose changes in labour agreements, to confirm the mandate for the management negotiating committees with respect to labour agreements, and to recommend tentative agreements to the Board for approval
- c) to review compliance with any legislative guidelines related to compensation and benefits
- d) to review compliance with employment, labour and human rights legislation
- e) to review compliance with all occupational health and safety regulations to ensure the safety and well-being of all members of the university community, its contractors and suppliers and the general safety of the public at the university

- f) in conjunction with the Board, to monitor the health and safety performance of the university
- g) to review and recommend to the Board any material changes to personnel policies
- h) review and recommend to the Board any material changes to employee benefit or pension plans
- i) to receive and review reports from the Board of Pension Trustees regarding the UNBC Pension Plan, including such matters as the performance of investment fund options, the Governance Structure including the manner in which the university is meeting its fiduciary responsibilities to plan members; to recommend to the Board any proposed changes to the Pension Plan Document and Trust Agreement
- j) to receive and review reports regarding the University Supplemental Employee Retirement Plan, including such matters as the performance of investment fund options, the Governance Structure, and the manner in which the university is meeting its fiduciary responsibilities to plan members
- k) to receive reports relating to the university's human resources strategies, labour relations management, performance management, succession planning and policies and practices relating to the training and development for university employees
- l) to review contingency plans that are in place in the event of a labour disruption
- m) in consultation with the Administration and Finance Committee, to review and recommend policies on intellectual property in keeping with the terms of the relevant labour agreements
- n) to monitor executive compensation trends and review surveys for senior institutional administrators and make appropriate recommendations to the Executive Committee for approval by the Board
- o) to review the performance of the university in the areas of responsibility of the Committee against key strategic performance initiatives and measures.

Quorum

Three members shall constitute a quorum

Attendance at Meetings

Meetings of the Employee Relations and Compensation Committee will normally be "in camera" unless deemed otherwise by the Employee Relations and Compensation Committee Chair.

Executive Committee Terms of Reference

The Executive Committee is created by and responsible to the Board of Governors of the University of Northern British Columbia

The Executive Committee's central purpose is to strengthen the Board's performance by helping it function efficiently and effectively

The Executive Committee has the authority to act on behalf of the Board of Governors, however, its powers shall be used only as necessary and appropriate on routine housekeeping business or on emergency matters that cannot and should not be delayed until the Board's next regular meeting or until a special meeting of the Board can be called. Any such action taken shall be reported back to the full Board.

Composition of Committee

The Executive Committee shall be comprised as follows:

- Chair of the Board of Governors, who chairs the Committee
- President
- Vice-Chair of the Board of Governors
- Standing Committee Chairs
Chancellor

Committee Mandate

The Executive Committee of the Board may be required to act on behalf of the full Board of Governors where an urgent matter arises between regular Board meetings or in circumstances where the Board has delegated such authority to the Committee. The Committee, through the Chair, shall report back to the Board on any such action taken at the next regular Board meeting.

The mandate of the Executive Committee includes such matters as the following:

- a) to ensure that the Board of Governors fulfills its responsibilities as a Board, through its Standing Committees and as individual Board members
- b) to review and recommend a process for regular Board evaluation
- c) to provide for Board education and development and to ensure an effective orientation program for new Board members
- d) to act as a Nominations Committee of the Board
- e) to serve as the Board's mechanism for ensuring an effective institutional planning process is in place and for monitoring overall progress of the university toward its mission, goals and objectives

- f) to act in an advisory capacity and make recommendations to the Board on matters related to strategic planning or broad policy issues which may be referred to it by the Board, the Board Chair or by the President
- g) to serve as a sounding board for the President and senior administration
- h) to invite input from all Board members and to review the performance of the University President on an annual basis
- i) to provide a summary report to the Board with regard to the President's performance review
- j) to review comparative compensation data as provided from time to time by the Employee Relations Committee, and to make recommendations to the Board with respect to compensation adjustments for the University President, Provost, Vice-Provost and Chief Financial Officer
- k) to review the employment contracts and compensation arrangements for the Provost, Vice-Provost and Chief Financial Officer
- k) to ensure that the terms and conditions of the employment contracts for the President, Provost, Vice-Provost and Chief Financial Officer comply with legislative guidelines
- m) to review with the President any significant outside commitment the President is considering for himself or herself before the commitment is made
- n) to be responsible for the university crest and seal and to delegate responsibility for the seal to the appropriate university officer.

Quorum

Four members shall constitute a quorum.