

**UNIVERSITY OF ALBERTA
STANDING AND OTHER COMMITTEES
OF THE BOARD OF GOVERNORS
GENERAL TERMS OF REFERENCE**

1. (a) There are seven Standing Committees (each of which is a "Committee") established by the Board of Governors (the "Board") of the University of Alberta (the "University") pursuant to s.16 of the *Post-Secondary Learning Act*.
 - (i) Audit;
 - (ii) Finance and Property;
 - (iii) Human Resources and Compensation
 - (iv) Investment;
 - (v) Learning and Discovery;
 - (vi) Safety, Health and Environment; and
 - (vii) University Relations.
- (b) The Board has delegated to each Committee responsibility and authority to make decisions on behalf of the Board in the Committees defined area of responsibility except to the extent that such authority has been specifically limited by the Board in the Terms of Reference for the Committee.

For greater certainty the delegation of authority to the Committees is intended to permit the Board to pursue major policy and strategic issues. In particular the delegation of authority to the Committees is intended to be sufficiently broad so that as a result the issues which remain with the Board or which would be referred by a Committee to the Board would generally be in the nature of the following:

- (i) high level strategic, budgetary and stewardship policy issues or matters of significant risk to the University;
 - (ii) any matter involving an alteration in the mandate, terms of reference, membership, or structure of a Committee;
 - (iii) those things which a Committee considers to be of major strategic significance to or long-term impact on the University;
 - (iv) those matters on which, in the opinion of a Committee chair, there has been a strong division of opinion within the Committee;
 - (v) issues involving benchmarking and performance; and
 - (vi) issues in which there is a lack of clarity as to which Committee is responsible.
2. The Board may create other committees (each of which is a "Committee") and establish the terms of reference of such committees.
3. A member of a Committee shall be appointed by the Board for a term commencing on a date selected by the Board and expiring on the earliest of:

- (i) the effective date of the resignation of that member from the Board;
- (ii) the effective date of the resignation of that member from that Committee;
- (iii) a date selected by the Board;
- (iv) the expiry date of the term of the appointment of a non-Board member to the Committee; and
- (v) the effective date of a general appointment of all members to that committee (normally the Board meeting in June).

A member of a Committee is eligible to be reappointed to that Committee.

4. There shall be members of each Committee who are Board members; non-Board members may be drawn from the University Senate and elsewhere within the University or from the community as the Board considers may be appropriate or as may be provided in the Committee's terms of reference. Where the terms of reference of a Committee provide for a number of members in excess of those specifically required to be represented on the Committee, additional members may, subject to the foregoing, be appointed from any constituency.
5. The Chair of the Board, the Chancellor, and the President of the University are ex-officio voting members of each Committee.
6. The Chair of a Committee is responsible for calling meetings and setting or approving the agenda for each meeting of that Committee. Subject to these Terms of Reference and the terms of reference of the Committee, the Chair of a Committee may establish rules of procedure to be followed at each meeting of that Committee.
7. The Vice-Chair, serves as the Acting Chair in the absence of the Board Chair, or when the position of Chair is vacant.
8. Each Committee will appoint a person to act as the secretary of that Committee. That person need not be a member of that Board or of the Committee and may be an employee of the University.
9. A quorum for the transaction of business at any meeting of a Committee is a number equal to a majority of the voting members of the Committee present in person or by telephone or other communication means/media which permit all persons participating in the meeting to communicate with each other. For purposes of determining the quorum for meetings of a Committee, the ex-officio members shall not be included in the calculation of the number of voting members. In order for a meeting to be validly constituted for the transaction of business, either the Chair or the Vice-Chair shall be present. Business will be conducted by resolutions. Resolutions shall be decided by a majority of members voting on the question. In the case of a tied vote the person acting as Chair of the Committee shall be entitled to a second or casting vote.

10. A written resolution signed by all Committee members entitled to vote on that resolution at a meeting of the Committee (other than the ex-officio members) is as valid as one passed at a Committee meeting and shall be effective from the date specified therefore in the resolution.
11. Each Committee has the power to refer or delegate specific matters under its authority to another Board Committee to a Sub-Committee or to a Vice-President unless the Board expressly restricts referral or delegation or that other Board Committee, Sub-Committee or Vice-President refuses to accept the referral or delegation.
12. Meetings or a portion thereof of a Committee or Sub-Committee may be held in the absence of the public only if the whole of the meeting or the portion from which the public is excluded concerns:
 - a) the security of the property of the University;
 - b) personal information of an individual, including an employee of the University;
 - c) a proposed or pending acquisition or disposition of property by or for the University;
 - d) labour relations or employee negotiations;
 - e) a law enforcement matter, litigation or potential litigation, including matters before administrative tribunals affecting the University, or
 - f) the consideration of a request for access for information under the Freedom of Information and Protection of Privacy Act if the Committee is itself designated as the head of the University for the purposes of the Freedom of Information and Protection of Privacy Act.

Except as specifically permitted by applicable law, no other matters may be considered in the absence of the public.

13. Through the Chair of the Committee, or such other members as the Committee or 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.