



PURPOSE

The Board of Governors has delegated to the Audit Committee responsibility for oversight of the University's financial reporting, audit processes, and internal controls.

COMMITTEE OBJECTIVES

Without limiting the general responsibilities as described above, the Audit Committee shall:

1. Strengthen the role of the Board of Governors, and to assist Governors in meeting their responsibilities, by holding discussions with Management, the Auditor General and/or the External Auditor, and the Internal Auditor.
2. Improve the credibility and objectivity of financial reports and to increase the independence of the External and Internal Auditors.
3. Ensure effective processes and controls exist over risks that may affect the reputation, financial position, resources, or ability of the University to carry out its desired objectives.
4. Review (in open session) UBC Board of Governors policies as assigned by the Governance Committee (see appendix).
5. Advise and assist the Board of Governors and the President in advancing the goals of the University's strategic plan, *Shaping UBC's Next Century*, through ongoing, risk-based review of commitments contained within the strategic plan.

ACCOUNTABILITY

The Audit Committee submits minutes of its meetings to the next meeting of the UBC Board of Governors and, where applicable and appropriate, the Audit Committee Chair reports every major matter considered by the Audit Committee since the last meeting of the Board of Governors.

MEMBERSHIP & PROCEDURES

The Audit Committee is composed of at least four (4) members of the Board of Governors, all of whom are external to the University. The Board of Governors Chair, the Chancellor and/or the President may be appointed as voting members. The size of the Committee reflects the tasks it undertakes.

If possible, at least two (2) members of the Committee should have significant financial experience and expertise.

The Chair of the Board of Governors appoints Committee members with the assistance of the President, based on qualifications and interest, and to avoid potential conflicts of interest.

Appointments are made, and reviewed, at each instance of changes in Board membership.

The Committee Chair is selected by the Board Chair, in consultation with the Board Vice-Chair and the Chair of the Governance Committee.

The Committee Chair is responsible for the better conduct of meetings, including agendas, information processes, and oversight of reporting and action items.

The Committee Vice-Chair is selected by the Board Chair, in consultation with the Board Vice-Chair and the Chair of the Governance Committee.

The Committee Vice-Chair assumes the responsibilities of the Committee Chair in the absence of the Committee Chair, and may also be assigned additional tasks at the discretion of the Committee Chair.

The Committee will receive (through the Board Secretariat) additional and reasonable support for the assembly, assessment and reporting of information.

The Committee has the authority to engage independent counsel and other advisors, with prior approval from the Board Chair, subject to reasonable limits on resources available to the Board of Governors for these matters.

MEETINGS & QUORUM

Attendance by at least 50% of Audit Committee members is required to establish quorum.

The Audit Committee meets at scheduled times throughout the year, with additional meetings at the call of its Chair.

DELEGATED AUTHORITY

The Board of Governors has delegated to the Audit Committee authority to approve the following reports on behalf of the Board of Governors:

- External Auditor Contract
- Financial Forecast (Quarterly)
- Internal Audit Plan

The Board of Governors has delegated to the Audit Committee authority to receive the following reports on behalf of the Board of Governors:

- Change Management
- Confirmation of Tax Payments
- Development & Alumni Engagement Year-End Report
- Enterprise Risk Management – Major Risk Register Update
- External Auditor - Audit Findings Report and Management Letter
- External Auditor – Update
- Financial Reports / Statements
(Note: annual UBC Consolidated Financial Statements require approval by the BoG)
- Integrated Renewal Program - Independent Validation and Verification Reports
- Internal Auditor High-Risk Audit Findings and Recommendations Status Report
- Litigation Annual Report and Updates

- Payroll Review
- Procurement Modernization Program
- Research Single Audit Report (formerly A-133 Audit Report) Audit Reports [Audit opinions are given on the University's compliance and internal control over the University's compliance with the requirements described in the Uniform Guidance that could have a direct and material effect on its programs in the Research and Development cluster for the year ended March 31, 2017. The report is submitted to the appropriate U.S. government agency annually.]
- Student Enrolment (FTE) Audit
- US GAAP Financial Statements
- US William D. Ford Federal Direct Loan Program (DLP) Audit Report

ANNUAL MEETING SCHEDULE

At a minimum, the following should be covered during scheduled meetings of the Audit Committee:

First Meeting

In February or March to review the Q3 Financial Report, to review the Internal Auditor's report, and to approve the Internal Audit Plan for the year ahead.

Second Meeting

In June to review the audited financial statements of the University, and to review the Internal Auditor's report.

Third Meeting

In September to review the Q1 Financial Report, to approve the Q2 financial forecast prior to submission to government, and to review the Internal Auditor's report.

Fourth Meeting

In November to review the Q2 Financial Report, to approve the Q3 financial forecast prior to submission to government, and to review the Internal Auditor's report.

FINANCIAL STATEMENTS

Annual Financial Statements

Subject to the powers and duties of the Board of Governors, the Audit Committee should review the annual financial statements and carry forward appropriations and recommend their approval to the Board of Governors.

In the course of their review, the Audit Committee should:

- Determine whether appropriate accounting principles and auditing standards are being applied.
- Discuss with Management and with the Auditor General and/or External Auditor all proposed major changes in accounting policy, the presentation of all large risks or uncertainties, and all estimates or judgments of Management that may be material to financial reporting.

- Question Management and the Auditor General and/or External Auditor regarding significant financial recording or presentation issues discussed during the fiscal period and the manner of their resolution.
- Examine the audited annual financial statements in conjunction with the report of the Auditor General and/or External Auditor, which may include determining whether the statements:
 - reflect properly the significant accounting policies selected;
 - reflect estimates and other financial statement elements that are reasonable and consistent;
 - disclose adequately major transactions and issues;
 - disclose post-year-end significant events;
 - are understandable, relevant, reliable and comparable; and,
 - are complete and consistent
- Ask explicitly the Auditor General and/or External Auditor for an opinion about the appropriateness, not just the acceptability, of accounting principles and financial disclosures.
- Review periodically with Management and the Auditor General and/or External Auditor all of the University's major accounting principles, policies and estimates.

Quarterly Statements & Forecasts

The Audit Committee shall review the quarterly financial statements. The Committee shall also review and approve the submission of the quarterly financial forecasts to the province as required under the government reporting entity (GRE).

Consistent with the annual financial statements, the Committee shall discuss appropriate accounting and disclosure policies with Management. However, as quarterly statements are unaudited, an audit opinion will not be received for discussion on quarterly financial statements.

EXTERNAL AUDIT

The *University Act* specifies that the Auditor General is to be appointed the External Auditor of UBC. The Auditor General can appoint an agent to carry out the audit under its supervision.

The External Auditor reports directly to the Audit Committee.

In overseeing the external audit, the Audit Committee shall:

Before the Audit:

- Review the terms of External Auditor engagement and the appropriateness and reasonableness of the proposed audit fees.
- Review the audit plan with the External Auditor and Management, and discuss the timing and extent of the audit work, materiality, audit risk, and overall audit strategy.

- Review the audit scope with the External Auditor and Management and ensure no restrictions have been placed by Management on the scope of the audit.
- Ensure the Internal Auditor and the External Auditor coordinate internal and external audits.

During the Audit:

- Determine whether Management has provided full and open disclosure to the External Auditor's inquiries.
- Review problems experienced by the External Auditor in performing the audit, including any restrictions imposed by Management and all significant accounting issues on which there was disagreement with Management.
- Obtain explanations from Management on all significant variations between comparative reporting periods.
- Ensure that Management and the External Auditor fully inform the Audit Committee about any financial irregularities, regulatory investigations, potential liabilities, or other sensitive information.
- Ensure that the External Auditor informs the Committee about material misstatements, whether adjusted or not.
- Review audit conclusions regarding significant accounting estimates.

After the Audit:

- Determine whether the performance of the External Auditor is satisfactory and effective and meets the requirements of the University.
- Discuss with the External Auditor their independence and how it has been maintained.
- Review the post-audit or management letter containing the recommendations of the External Auditor; review Management's response and subsequent follow-up to any significant identified weaknesses.
- Obtain information on the nature of all non-audit services provided by the External Auditor; the Committee should review the contracts for same and consider the impact on the External Auditor's independence.

Other:

- Review all issues related to any change of the External Auditor and plans to ensure an orderly transition.
- Review any other financial reports and disclosure documents provided by the External or Internal Auditors or other appropriate officers of the University.
- Meet with the External Auditors without Management present, as part of the regular Audit Committee agenda.

INTERNAL AUDIT [to be reviewed in light of new Integrated Risk Advisory & Assurance @ UBC structure]

The Audit Committee shall:

- Review the Terms of Reference for the Internal Auditor, including an examination of the Internal Auditor's approach to risk assessment and the methods used to assess risk.
- Consider the scope of internal audit activity, plans, and resources required by the internal audit, and approve the annual Internal Audit Plan/budget.
- Review the reports issued by the Internal Auditor and Management's response and subsequent follow-up to all identified risk exposures and control issues.
- Evaluate the performance of the Internal Audit unit.
- Hire and evaluate the Director of Internal Audit.
- Review and maintain the power of veto over the appointment, replacement, reassignment or dismissal of the Internal Auditor by Management.
- Ensure the Internal Auditor has direct access to the Audit Committee.
- Ensure that Internal Audit has in place a formal whistleblower process, and that the process is communicated to the community.
- Meet with the Internal Auditors without Management present, as part of the regular Audit Committee agenda.

RISK MANAGEMENT [to be reviewed in light of new Integrated Risk Advisory & Assurance @ UBC structure]

The Committee should receive and review regular reports reflecting both a 'top-down' and a 'bottom-up' approach to identifying and managing risk at the University.

With respect to Business Risks and Compliance matters, the Committee should ensure compliance with statutory financial reporting and disclosure requirements with respect to:

- the *University Act*
- the *Financial Information Act*
- the *Freedom of Information & Protection of Privacy Act*

The Audit Committee shall:

- Review significant recommendations made by the Auditor General and/or External Auditor and Internal Auditor regarding internal controls and ensure Management fulfills its responsibility with respect to the integrity of financial information systems and internal controls.
- Obtain reasonable assurance that management information systems (MIS) are reliable and internal controls are appropriate and adequate. For this purpose, the Committee may wish to direct the Auditor General's and Internal Auditor's examinations to particular areas; the Committee may request the External and/or Internal Auditor to undertake special examinations.

- Determine whether systems are in place to identify and monitor major business and other risks.
- Review the general control environment, organizational structure and delegation of authority.

The Audit Committee review should also include the prevention or detection of Management override or compromise of the internal control system.

Enterprise Risk Management [to be reviewed in light of new Integrated Risk Advisory & Assurance @ UBC structure]

In 2009, UBC adopted an Enterprise Risk Management (ERM) framework to support strategic and operational decision-making. The Office of ERM has been leading the implementation and works with the Executive Team, and academic and administrative units across the University to facilitate the identification process of risks and assist with the development of relevant risk mitigation strategies.

The Audit Committee directs the ERM initiative; the ERM Steering Committee is comprised of executive and senior members: Provost & Vice-President Academic, Deputy Vice-Chancellor, Vice-President Finance & Operations, Vice-President Students, Vice-President Human Resources and the Director Internal Audit.

The Audit Committee receives an annual report from Risk Management Services. All risk management functions are covered, including:

- Risk Management Services
- Health, Safety & Environment
- Insurance Management
- Enterprise Risk Management Update (semi-annual)
- IT Services / Information Technology

OTHER DUTIES & RESPONSIBILITIES

The Audit Committee shall:

- Monitor the overall financial management of the University.
- Review the status of pending or threatened material litigation.
- Review before filing with government any formal financial reports on the financial condition or operating results of the University.
- Draw to the attention of the Board of Governors all financial matters of which the Committee has knowledge and which may materially affect the current or future position of the University.
- Confirm that appropriate policies and procedures are in place for monitoring compliance with applicable laws, and ascertain their adequacy and compliance levels.
- Review programs to protect the University's assets (for example, insurance).
- Review such other matters which may be referred to the Committee by the Board of Governors for consideration and recommendation.

- Meet with the Internal Auditor, Auditor General, External Auditor and Management in separate *in camera* sessions to discuss any matters the Committee or these groups believe should be discussed privately.
- Review Environmental and Health and Safety matters for compliance to applicable legislation and University policies.
- Review any proposed changes in roles or responsibilities to the position of the University's Vice-President Finance & Operations.
- Have the authority to engage independent counsel and other advisors, with prior approval from the Chair of the UBC Board of Governors.



PURPOSE

The Executive Committee holds the following primary areas of responsibility:

- To act for the Board of Governors in dealing with any matters requiring attention in the interval between regularly scheduled meetings of the Board; and,
- To act for the Board of Governors in considering Presidential and Vice-Presidential appointments.

COMMITTEE OBJECTIVES

Without limiting the general responsibilities as described above, the Executive Committee shall:

1. Meet as needed to make decisions in contingent circumstances between regularly scheduled Board meetings. If necessary in such circumstances, the Executive Committee may speak and/or act for the Board of Governors.
2. Review and recommend to the Board of Governors criteria for selection of the President.
3. Review the *Presidential Search Committee Guiding Principles & Procedures* and recommend amendments for consideration and approval by the Board of Governors (undertaken jointly with the Senates).
4. Oversee the Presidential Selection Committee through the process of selecting a candidate.
5. Conduct an annual performance review of the President.
6. Recommend an appropriate compensation package for the President to the Board of Governors.
7. Through the President, conduct an annual performance review of the Vice-Presidents (the President will report to the Executive Committee on the performance of Vice-Presidents) and approve appropriate compensation packages for Vice-Presidents..
8. Ensure adequate succession plans are in place for Vice-President and Associate Vice-President positions.
9. Review (in open session) UBC Board of Governors policies as assigned by the Governance Committee (see appendix).

ACCOUNTABILITY

The Executive Committee is required to report on action taken at the next regularly scheduled meeting of the Board of Governors.

MEMBERSHIP & PROCEDURES

The Executive Committee is comprised of the Board Chair and Vice-Chair, the Chancellor, the President, and the Chairs of the Standing Committees.

The Board Chair acts as Chair of the Executive Committee.

Additional members may be appointed at the discretion of the Chair of the Board of Governors, with the assistance of the President. Appointments are made based on qualifications and interest, and to avoid potential conflicts of interest.

Appointments are made, and reviewed, at each instance of changes in Board membership.

The Committee Vice-Chair is selected by the Board Chair, in consultation with the Chair of the Governance Committee.

The Committee Vice-Chair assumes the responsibilities of the Committee Chair in the absence of the Committee Chair, and may also be assigned additional tasks at the discretion of the Committee Chair.

The Committee will receive (through the Board Secretariat) additional and reasonable support for the assembly, assessment and reporting of information.

The Committee has the authority to engage independent counsel and other advisors, with prior approval from the Board Chair, subject to reasonable limits on resources available to the Board of Governors for these matters.

MEETINGS & QUORUM

The Executive Committee meets at the call of the Committee Chair as required.

Attendance by 50% of Executive Committee members is required to establish quorum.

DELEGATED AUTHORITY

The Board of Governors has delegated to the Executive Committee authority to approve the following reports on behalf of the Board of Governors:

- Performance Reviews & Compensation Recommendations - Vice-Presidents
- President Annual Performance Review Framework / Schedule

The Board of Governors has delegated to the Executive Committee authority to receive the following reports on behalf of the Board of Governors:

- President and Vice-Chancellor Performance Review and Priorities for Coming Year
- Succession Planning



PURPOSE

The Board of Governors has delegated to the Finance Committee responsibility for assisting the Board of Governors in fulfilling its oversight responsibilities over the financial affairs of the University, and for ensuring the establishment of sound financial policies and practices which will lead to the long-term financial sustainability of the University.

COMMITTEE OBJECTIVES

Without limiting the general responsibilities as described above, the Finance Committee shall:

1. Approve the University's budget framework, which sets the guiding principles between costs, government funding and tuition fee levels.
2. Review and recommend to the Board of Governors the annual budgets.
3. Monitor the financial health of the University through projections and forecasts, recommending corrective action where required.
4. Review actual versus budgeted results on a quarterly basis.
5. Endorse the underlying principles surrounding tuition fee levels, as well actual recommendations for the fiscal year, reviewing the recommendations in conjunction with Policy #71 (Consultation with Students About Tuition and Mandatory Fees).
6. Assist the Board of Governors to enhance the University's investment position or portfolio performance, applicable (but not limited) to the framework in which UBC Investment Management Trust (IMANT) operates within the UBC investment framework approved by the Board of Governors.
7. Review and recommend to the Board of Governors capital expenditure proposals in accordance with Board-delegated authority and signing resolutions.
8. Review debt management policies for recommendation to the Board of Governors, including extent and methods of obtaining external borrowing for operating and capital expenditures.
9. Ensure that a sound resource-allocation framework is in place and that decisions are made within the approved framework.
10. Review trends which have implications for the financial health of the University or which have the potential to impair the strategic plan approved by the Board of Governors.
11. Review and recommend policies and actions to the Board of Governors that enhance the University's financial position or financial performance (cost control or revenue generation).
12. Review (in open session) UBC Board of Governors policies as assigned by the Governance Committee (see appendix).
13. Advise the Board when, under the *University Act*, it should consult the Council of Senates, the UBC Vancouver Senate and/or the UBC Okanagan Senate, with regard to budgetary matters.
14. Advise and assist the Board of Governors and the President in advancing the finance-related objectives of the University's strategic plan, *Shaping UBC's Next Century*.

ACCOUNTABILITY

A summary of each Finance Committee meeting is circulated to each Board member, generally within two business days following the Committee meeting.

MEMBERSHIP & PROCEDURES

Committee members are appointed from among the Board members and include:

- the Board Chair, the Chancellor and the President as *ex officio* voting members
- the Board of Governors Vice-Chair(s)
- one (1) student member
- one (1) faculty member
- five (5) Board members who are external to the University

The Chair of the Board of Governors appoints Committee members with the assistance of the President, based on qualifications and interest, and to avoid potential conflicts of interest.

Appointments are made, and reviewed, at each instance of changes in Board membership.

The Committee Chair is selected by the Board Chair, in consultation with the Board Vice-Chair and the Chair of the Governance Committee.

The Committee Chair is responsible for the better conduct of meetings, including agendas, information processes, and oversight of reporting and action items.

The Committee Vice-Chair is selected by the Board Chair, in consultation with the Board Vice-Chair and the Chair of the Governance Committee.

The Committee Vice-Chair assumes the responsibilities of the Committee Chair in the absence of the Committee Chair, and may also be assigned additional tasks at the discretion of the Committee Chair.

The Committee may delegate, or be directed by the Board to oversee, work tasks and action items to subcommittees, the University Executive, or independent third parties, on Board approval.

The Committee will receive (through the Board Secretariat) additional and reasonable support for the assembly, assessment and reporting of information.

The Committee has the authority to engage independent counsel and other advisors, with prior approval from the Board Chair, subject to reasonable limits on resources available to the Board of Governors for these matters.

MEETINGS & QUORUM

The Finance Committee meets prior to each regularly scheduled Board of Governors meeting and in addition may meet at the call of its Chair as required.

Attendance by 50% of Finance Committee members (including *ex officio* members) is required to establish quorum.

When considering proposals for tuition and fees, the Committee shall make every effort to ensure the attendance of student members.

DELEGATED AUTHORITY

The Board of Governors has delegated to the Finance Committee authority to approve the following reports on behalf of the Board of Governors:

- Agency Agreements with UBC Properties Investments Ltd (jointly with Property Committee)
- Annual Fee Schedule – Alma Mater Society
- Annual Fee Schedule – UBC Students’ Union Okanagan
- Endowment Variation Requests
- Faculty Pension Plan – Amendments to Plan Text
- Neighbours Agreement (UNA and UBC) (jointly with PC&I Committee)
- Non-Refundable Acceptance Deposits
- Routine Capital Plan (jointly with Property Committee)
- Signing Resolutions
- Staff Pension Plan (SPP) – Amendments, Restatement(s)
- Staff Pension Plan (SPP) – Funding Policy
- Staff Pension Plan (SPP) – Governance Policy and Terms of Reference
- Statements of Investment Policies & Procedures – Endowment, Staff Pension Plan, Supplemental Plan, Sustainable Future Pool, Core Working Capital, UBC Liquidity Fund
- Student Financial Support (jointly with PC&I Committee)
- Student Housing & Hospitality Services (SHHS) Housing Rates (jointly with PC&I Committee)
- Threshold for Capital Project and Internal Loan Approval Authority
- Tuition Fees (jointly with L&R Committee)
NOTE: Annual/recurring tuition increases and proposals for international tuition increases applying to incoming students are excepted and will be presented to the Board of Governors for approval.
- Tuition Instalment Schedules
- UBC Development Cost Charges Plans (jointly with Property Committee)

The Board of Governors has delegated to the Finance Committee authority to receive the following reports on behalf of the Board of Governors:

- Annual Debt Report
- Approval of Academic Programs / Fees - Communication and Consultation (jointly with L&R Committee)
- Board 4 Reports (jointly with Property Committee)
- Capital Planning and Prioritization Process (jointly with Property Committee)
- Capital Projects Updates (jointly with Property Committee)
- Endowment Status Report
- Enrolment Strategy Review (jointly with PC&I Committee)
- Faculty Pension Plan (FPP) – Plan Summary and Audited Financial Statements
- Faculty Pension Plan (FPP) – Report
- Financial Statements – Great Northern Way Campus Trust

- Financial Statements – The Neighbours’ Fund
- Financial Statements – Tri-University Meson Facility (TRIUMF)
- Financial Statements – UBC Foundation
- Financial Statements – UBC Investment Management Trust (IMANT)
- Financial Statements – UBC Properties Investments Ltd (UBCPIL/UBCPT)
- Financial Statements – University Neighbourhoods Association (UNA)
- Fiscal Strategy - Liquidity and Debt Update (Vancouver and Okanagan)
- Flexible Learning Updates (jointly with L&R Committee and Property Committee)
- Professional Masters Programs – Enrolment and Tuition
- Research Data Management and Access
- Rental Revenues - Review
- Routine Capital Plan (jointly with Property Committee)
- Seismic Resilience Plan | Progress Updates (jointly with Property Committee)
- Staff Pension Plan (SPP) – Fund Management Report
- Staff Pension Plan (SPP) – Governance Report
- Staff Pension Plan (FPP) – Plan Summary and Audited Financial Statements
- Staff Pension Plan (SPP) – Report
- Student Diversity Initiative / Commitment to Diversity Fund (jointly with PC&I Committee)
- Student Housing & Hospitality Services (SHHS) Financial & Operational Annual Update
- Student Housing Growth Plans (jointly with Property Committee)
- UBC *GamePlan* Updates (jointly with Property Committee)
- UBC Investment Management Trust (UBC IMANT) Quarterly Portfolio Review
- UBC Properties Trust 20-Year Outlook (jointly with Property Committee)
- UBC Properties Trust Update (jointly with Property Committee)
- UBC-Controlled, Affiliated or Related Organizations, Major Campus Tenancies, Off-Campus Properties and Advisory Committees Annual Report (jointly with Property Committee)
- UBC’s Rapid Transit Strategy Updates (jointly with Property Committee)



PURPOSE

The Board of Governors has delegated to the Governance Committee responsibility for overseeing and enhancing University governance integrity and the organization, procedures and performance of the Board of Governors. The Committee assesses the University's governance development and practices in accordance with adopted policies, principles and strategies, and makes recommendations on these matters to the Board of Governors.

COMMITTEE OBJECTIVES

Without limiting the general responsibilities as described above, the Governance Committee shall:

1. Oversee the governance framework for the Board of Governors and for the University, and conduct periodic and selective review for compliance to the University's strategic plan, and to the values and obligations of the University, through:
 - a. Review and approval of the University's *Annual Institutional Accountability Plan & Report* prior to submission to the provincial government; and,
 - b. Follow up on action items and on other recommendations or directions of the Board.
2. Advise and assist the Board of Governors and the President in advancing the governance-related objectives of the University's strategic plan, *Shaping UBC's Next Century*.
3. Monitor and advise the Board of Governors on developments and emerging best practices in governance, including Board liability and risk management.
4. Review the roles and responsibilities of the Board of Governors, its Committees, Chairs, Governors and administrative support.
5. Organize and oversee strategic sessions; ensure timely follow up of matters raised at strategic sessions.
6. Develop processes for managing, and manage, confidential evaluations of the Board of Governors, committees and individuals in their governance capacities against such policies.
7. Make recommendations to the Board of Governors for improvements (effectiveness, relevance, clarity) to governance structure and policies.
8. Conduct specialized reviews of governance issues, and provide a report to the Board annually or as directed by the Board of Governors.
9. Recommend to the Board of Governors candidate(s) for the position of Board of Governors Conflict of Interest Advisor.
10. In consultation with the provincial Crown Agencies and Board Resourcing Office (CABRO), identify competencies (skills and experience) and personal attributes required to fulfill the roles and responsibilities of the Board of Governors in accordance with the principles and strategic plan of the University.

11. Maintain (through the Board Secretariat) an analytical framework assessing competencies, expertise, skills, background and personal qualities of current Governors, and identify areas where additional strengths are required (this framework is shared with all bodies that appoint, elect, or nominate Board of Governors members).
12. Review, update and report to the Board of Governors on the orientation and continuing education of Governors, promoting better understanding of current University business, affairs and good governance practices.
13. Review the information needs and time restrictions of Governors (in addition to orientation and continuing education), and assess and report to the Board of Governors on information management systems and practices of the Board to maximize effective use of time in Board governance matters, including Board meetings and annual and long-term agendas of governance matters.
14. Review on a regular basis governance relationships between UBC and its affiliated Boards (UBC Properties Trust, UBC Investment Management Trust, and the Staff Pension Plan).
15. Maintain a current and complete Board of Governors Manual, including:
 - the legislative context, including a summary of legislative authority and accountability from federal, to provincial, to local levels;
 - a Board Charter to confirm statutory authority and obligations, and statements of roles and responsibilities of Board Committees, the President, the Chair, and Governors;
 - the organization of the University governance structure, including key personnel, committees, and associated organizations;
 - the University's strategic plan and related policies for evaluation of University governance;
 - Board procedures, including the evaluation and succession of Governors and Board information-management policies, meeting agendas and protocol;
 - governance compliance, including processes to evaluate compliance to regulatory and external obligations of the University;
 - a University Community statement, including the purposes and governance relationships of the University's subsidiaries, affiliated and associated organizations, trusts, and foundations;
 - an integrity infrastructure policy: statements of value, mission and vision, and standards and guidelines for conduct, including conflict of interest and communications policies, and systems for confidential submission, review and response to concerns; and,
 - a Communications Policy and protocols for communication among governance parties including Ministries, Governors, the University Executive, and the University community of students, staff, faculty, and the public.

ACCOUNTABILITY

A summary of each Governance Committee meeting is circulated to each Board member generally within two business days following the Committee meeting.

The Committee reports to the Board of Governors on Board performance and University governance as required

MEMBERSHIP & PROCEDURES

Committee members are appointed from among the Board members and include:

- the Board Chair, the Chancellor and the President as *ex officio* voting members
- one (1) student member
- one (1) faculty member
- two (2) Board members who are external to the University

The Chair of the Board of Governors appoints Committee members with the assistance of the President, based on qualifications and interest, and to avoid potential conflicts of interest.

Appointments are made, and reviewed, at each instance of changes in Board membership.

The Committee Chair is selected by the Board Chair, in consultation with the Board Vice-Chair.

The Committee Chair is responsible for the better conduct of meetings, including agendas, information processes, and oversight of reporting and action items.

The Committee Vice-Chair is selected by the Board Chair, in consultation with the Board Vice-Chair.

The Committee Vice-Chair assumes the responsibilities of the Committee Chair in the absence of the Committee Chair, and may also be assigned additional tasks at the discretion of the Committee Chair.

The Committee may delegate, or be directed by the Board to oversee, work tasks and action items to subcommittees, the University Executive, or independent third parties, on Board approval.

The Committee will receive (through the Board Secretariat) additional and reasonable support for the assembly, assessment and reporting of information.

The Committee has the authority to engage independent counsel and other advisors, with prior approval from the Board Chair, subject to reasonable limits on resources available to the Board of Governors for these matters.

MEETINGS & QUORUM

The Governance Committee meets at least four times per year, prior to three regularly scheduled Board of Governors meetings and within at least one strategic session.

Additionally, the Governance Committee may meet at the call of the Committee Chair as required.

Attendance by 50% of Governance Committee members (including *ex officio* members) is required to establish quorum.

DELEGATED APPROVAL AUTHORITY

The Board of Governors has delegated to the Governance Committee authority to approve the following reports on behalf of the Board of Governors:

- Appointment(s)/Reappointment(s) - Advisory Urban Design Panel (AUDP) (Vancouver)
- Appointment(s)/Reappointment(s) - Development Permit Board (DPB) (Vancouver)
- Appointment(s)/Reappointment(s) - Faculty Pension Plan
- Appointment(s)/Reappointment(s) - Hamber Foundation Board of Directors
- Appointments / Reappointments - Western Canadian Universities Marine Sciences Society (WCUMSS) Management Council
- Board of Governors Committee Operating Guidelines
- Board of Governors Meeting Rules and Practices
- Board Policies – Delegation of Policies to Committees for Review
- Code of Conduct and Conflict of Interest Guidelines for the Board of Governors
- Committee Terms of Reference

The Board of Governors has delegated to the Governance Committee authority to receive the following reports on behalf of the Board of Governors:

- Board of Governors Survey
- Conflict of Interest Advisor - Annual Report



PURPOSE

The Board of Governors has delegated to the Learning & Research Committee responsibility for assessing learning & research development and practices in accordance with adopted policies, principles and strategies, and for recommendations on these matters to the Board of Governors.

COMMITTEE OBJECTIVES

Without limiting the general responsibilities as described above, the Learning & Research Committee shall:

1. Promote, support and enhance the learning and research community at the University by reviewing, monitoring, and recommending policies and actions to the Board that enhance the University's academic and research plans.
2. Develop the Board's policies, principles and strategic plans in regard to the learning and research community at the University and ensure that policies, principles and strategic plans are properly maintained.
3. Review (in open session) UBC Board of Governors policies as assigned by the Governance Committee (see appendix).
4. Monitor all matters relating to student and instructional fees (in conjunction with the Finance Committee); recommend policies and actions to the Board, in conformity with the *University Act* and prevailing policies.
5. Review, monitor and recommend to the Board of Governors for approval all University endowments recommended by either Senate for academic purposes, including the provision of chairs, endowments, institutes, fellowships, scholarships, exhibitions, bursaries and prizes.
6. Monitor all administration matters relating to research and learning; review and recommend to the Board of Governors policies and actions concerning the administration of all grants, contracts, funds, fees, endowments and other assets related to learning and research.
7. Monitor all matters related to intellectual property and technology transfer of research at the University; review and recommend to the Board of Governors policies and actions governing research, inventions, copyright and other intellectual property; and, advise the Board on matters relating to patents, copyrights, trademarks, trade names or other proprietary rights resulting from an invention.
8. Review and monitor recommendations of the Council of Senates, the UBC Vancouver Senate and the UBC Okanagan Senate on all matters relating to learning and research, and to advise the Board when, under the *University Act*, it should consult the Council of Senates, the UBC Vancouver Senate and/or the UBC Okanagan Senate, with the exception of budgetary matters.
9. Advise and assist the Board of Governors and the President in advancing the learning and research related objectives of the University's strategic plan, *Shaping UBC's Next Century*.

ACCOUNTABILITY

A summary of each Learning & Research Committee meeting is circulated to each Board member, generally within two business days of the Committee meeting.

MEMBERSHIP & PROCEDURES

Committee members are appointed from among the Board members and include:

- two (2) Governors who are external to the University
- at least one (1) student Governor
- at least one (1) faculty Governor
- the Board Chair, the Chancellor and the President as *ex officio* voting members

The Chair of the Board of Governors appoints Committee members with the assistance of the President, based on qualifications and interest, and to avoid potential conflicts of interest.

Appointments are made, and reviewed, at each instance of changes in Board membership.

The Committee Chair is selected by the Board Chair, in consultation with the Board Vice-Chair and the Chair of the Governance Committee.

The Committee Chair is responsible for the better conduct of meetings, including agendas, information processes, and oversight of reporting and action items.

The Committee Vice-Chair is selected by the Board Chair, in consultation with the Board Vice-Chair and the Chair of the Governance Committee.

The Committee Vice-Chair assumes the responsibilities of the Committee Chair in the absence of the Committee Chair, and may also be assigned additional tasks at the discretion of the Committee Chair.

The Committee will receive (through the Board Secretariat) additional and reasonable support for the assembly, assessment and reporting of information.

The Committee has the authority to engage independent counsel and other advisors, with prior approval from the Board Chair, subject to reasonable limits on resources available to the Board of Governors for these matters.

MEETINGS & QUORUM

The Learning & Research Committee meets prior to each regularly scheduled Board of Governors meeting and in addition may meet at the call of the Chair as required.

Attendance by 50% of Learning & Research Committee members (including *ex officio* members) is required to establish quorum.

When considering proposals for tuition and fees, the Committee shall make every effort to ensure the attendance of student members.

DELEGATED APPROVAL AUTHORITY

The Board of Governors has delegated to the Learning & Research Committee authority approve the following reports on behalf of the Board of Governors:

- Tuition Fees (jointly with Finance Committee)
NOTE: Annual/recurring tuition increases and proposals for international tuition increases applying to incoming students are excepted and will be presented to the Board of Governors for approval.
- Senate Recommendations

The Board of Governors has delegated to the Learning & Research Committee authority to receive the following reports on behalf of the Board of Governors:

- Approval of Academic Programs / Fees - Communication and Consultation (jointly with Finance Committee)
- Campus as a Living Lab
- Establishment of New Endowments
- Faculty SWOT Analyses (jointly with Finance Committee)
- Flexible Learning Updates (jointly with Finance Committee and Property Committee)
- Innovation Activities at UBC
- Inter-Campus Mobility
- Okanagan Campus Academic Plan
- Okanagan Campus Research Plan
- Research at UBC - Role of the Board of Governors
- UBC Research Excellence Clusters Initiative
- University Librarian Report
- University-Industry Liaison Office (UILO) Report



PURPOSE

The Board of Governors has delegated to the People, Community & International Committee responsibility for monitoring and developing policies, principles and strategic plans in support of the University's strategic vision to create a model university community that is vibrant, livable, and sustainable.

COMMITTEE OBJECTIVES

The People, Community & International Committee holds responsibility for:

- Ensuring compliance with statutory responsibilities regarding students, faculty and staff.
- Developing and recommending to the Board of Governors policies, principles and strategic plans to attract and retain outstanding faculty, students and staff.
- Seeking to establish an equitable environment that celebrates diversity, respects difference, and ensures that all may achieve their highest potential.
- Promoting, securing and maintaining relationships with the many external communities on and off campus, and internationally. Alumni are an external community of particular significance. The vital importance of global citizenship and building requisite global learning, research, and related links to alumni, universities, businesses and governments represent other areas of interest and responsibility for the Committee.
- Developing and recommending to the Board of Governors policies, principles and strategic plans in that connection; ensuring that these policies, principles and strategic plans are appropriately maintained.
- Monitoring UBC's diverse efforts to internationalize its learning and research environments.

Without limiting the general responsibilities described above, the People, Community & International Committee shall:

1. Review, monitor and recommend policies and actions that discharge the University's responsibilities under the *University Act* relating to its students, faculty, staff and alumni.
2. Review, monitor and recommend to the Board of Governors policies and actions pertaining to the environment, safety, health and welfare (physical or otherwise) of students, faculty and staff.
3. Review, monitor and recommend to the Board of Governors policies and actions that will affect the recruitment, retention and recognition of outstanding students, faculty and staff, and the support and engagement of alumni.
4. Review, monitor and recommend to the Board of Governors policies and actions that will enhance the University's sense of community such as through the organization of space and the environment.

5. Review, monitor and recommend to the Board of Governors policies and actions pertaining to student financial support.
6. Review, monitor and recommend to the Board of Governors policies and actions that will enhance the University's domestic and international relations with government at the federal, provincial and local levels, and its various communities.
7. Review (in open session) UBC Board of Governors policies as assigned by the Governance Committee (see appendix).
8. Advise the Board of Governors on collaborations with local and regional communities and post-secondary institutions (such as Great Northern Way) that foster intellectual, social, cultural and economic development and innovation.
9. Advise the Board of Governors on ways to connect alumni with each other and the University and to serve alumni.
10. Recommend to the Board of Governors accountability measures and strategies that enhance the reputation of the University by informing the public of the University's mission and operations in a manner that conforms with its values and legal obligations.
11. Advise the Board of Governors on short- and long-term goals and strategic actions (including communications) to influence perceptions of UBC by governments, the media, and the University's internal and external communities, including those abroad.
12. Review, monitor and recommend to the Board of Governors policies and action that will enhance the significance of the University through media communications, marketing strategies and its association with the general community through the use of names, logos, signs and marks associated with the University.
13. Recommend to the Board of Governors actions that will enhance the relationship of UBC with its domestic and global communities through the use of unique resources such as the Museum of Anthropology, Nitobe Gardens, Chan Centre, the Botanical Gardens, Athletics facilities and Conferences.
14. Advise and assist the President (through the Board of Governors) in advancing the people, community & international related objectives of the University's strategic plan, *Shaping UBC's Next Century*.
15. Review, monitor and recommend to the Board of Governors policies and actions that will enhance relationships with the University Neighbourhoods Association (UNA) and University Town community (in conjunction with the Property Committee).
16. Report to the Board of Governors on community matters in off-campus facilities such as the campuses on Great Northern Way and at Robson Square.

ACCOUNTABILITY

A summary of each People, Community & International Committee meeting is circulated to each Board member, generally within two business days of the Committee meeting.

MEMBERSHIP & PROCEDURES

Committee membership consists of at least seven (7) members, appointed from among the Board members:

- one (1) Governor who is external to the University
- one (1) faculty member
- one (1) student member
- one (1) staff member
- the Board Chair, the Chancellor and the President as *ex officio* voting members

The Chair of the Board of Governors appoints Committee members based on qualifications and interest, and to avoid potential conflicts of interest.

Appointments are made, and reviewed, at each instance of changes in Board membership.

The Committee Chair is selected by the Board Chair, in consultation with the Board Vice-Chair and the Chair of the Governance Committee.

The Committee Chair is responsible for the better conduct of meetings, including agendas, information processes, and oversight of reporting and action items.

The Committee Vice-Chair is selected by the Board Chair, in consultation with the Board Vice-Chair and the Chair of the Governance Committee.

The Committee Vice-Chair assumes the responsibilities of the Committee Chair in the absence of the Committee Chair, and may also be assigned additional tasks at the discretion of the Committee Chair.

The Committee will receive additional and reasonable support (through the Board Secretariat) for the assembly, assessment and reporting of information, including, with the approval of the Board Chair, access to independent counsel, subject to reasonable limits on resources available to the Board of Governors for these matters.

MEETINGS & QUORUM

The People, Community & International Committee meets prior to each regularly scheduled Board of Governors meeting and in addition may meet at the call of the Committee Chair as required.

Attendance by 50% of People, Community & International Committee members (including *ex officio* members) is required to establish quorum.

DELEGATED AUTHORITY

The Board of Governors has delegated to the People, Community & International Committee authority to approve the following reports on behalf of the Board of Governors:

- Deaccession of Works of Art and/or Cultural Materials Annual Report
- Naming of Campus Facilities
- Neighbours Agreement (UNA and UBC) (jointly with Property Committee)
- Student Financial Support (jointly with Finance Committee)

- Student Housing & Hospitality Services (SHHS) Housing Rates (jointly with Finance Committee)
- Tenure Track Reappointments

The Board of Governors has delegated to the People, Community & International Committee authority to receive the following reports on behalf of the Board of Governors:

- *alumni UBC* Activity Report
- Athletics and Recreation Updates
- Campus Safety/Security
- Campus Security Annual Report (Vancouver & Okanagan)
- Communications and Media Campaigns | Update
- Enrolment Report
- Enrolment Strategy Review (jointly with Finance Committee)
- Notable Distinctions – Faculty
- Policy #131 - Sexual Violence and other Sexual Misconduct | Implementation Updates
- Student Diversity Initiative / Commitment to Diversity Fund (jointly with Finance Committee)
- UBC Brand - Sustainability Communications Program
- UBC Communications - Brand Definition and Campaign Update
- University Neighbourhoods Association (UNA) Annual Update
- University Neighbourhoods Association (UNA) Operating Budget
- Workplace Experiences Survey
- Workplace Practices at UBC: Focus on People



PURPOSE

The Board of Governors has delegated to the Property Committee responsibility for ensuring that the University's property development and management is carried out in accordance with adopted policies, principles and strategies

COMMITTEE OBJECTIVES

Without limiting the general responsibilities as described above, the Property Committee shall:

1. Review, monitor, recommend and initiate policies to the Board that enhance the University's property development and management including, but not limited to land use, physical planning, use of space, development objectives and endowment wealth creation from long-term leasing to ensure alignment to the needs of the University.
2. Advise the Board of Governors on the exercise of its powers relating to the management, administration, and control of the real property of the University as described in the *University Act* (with specific emphasis on Lieutenant Governor in Council approvals where required) and the *Municipalities Enabling & Validating Act*.
3. Oversee performance and management of UBC Properties Trust.
4. Provide project oversight where capital budgets are between \$5M and \$20M; review and make recommendations (jointly with the Finance Committee) for the consideration of the Board of Governors where capital budgets exceed \$20M.
5. Oversee assurance of project funding sources and approval of budgets through the Board-approved project management process.
6. Review, monitor and recommend to the Board of Governors the capital plan for buildings and infrastructure, annual minor capital and cyclical maintenance budgets, and seismic resilience plan.
7. Review and make recommendations regarding the acquisition or disposal of real property, whether by purchase, sale, leases over five (5) years or greater than \$2 million, or other transfer; and the acquisition or construction of new space, the major renovation of existing space, or the decommissioning or disposition of existing space.
8. Review, monitor and recommend to the Board of Governors campus plans, master development agreements, comprehensive community plans, land use plans and neighbourhood plans; identify the impact of any of the above plans on the community.
9. Advise the Board of Governors on aspects of municipal and municipal-like governance related to development and management of property and infrastructure, including development permit boards, urban design panels, infrastructure impact charges, community amenity charges and other development protocols.

10. Review, from time to time as the Committee deems appropriate, the administrative structures, policies and practices in place to ensure the ongoing health and safety of utilities and physical plant, including grounds, buildings and infrastructure and recommend, as appropriate, changes in policy or practices arising from this review.
11. Review (in open session) UBC Board of Governors policies as assigned by the Governance Committee (see appendix).
12. Review, monitor and make recommendations to the Board of Governors in support of sustainability efforts, including utilities usage, waste management, transportation planning, etc.
13. Review, monitor and make recommendations to the Board of Governors regarding the aesthetics of the campuses, including landscaping and signage.
14. Advise and recommend for adoption by the Board of Governors matters pertaining to the control of vehicular and pedestrian traffic on University campuses.
15. Review off-campus property initiatives.
16. Advise and assist the Board of Governors and the President in advancing the property-related objectives of the University's strategic plan, *Shaping UBC's Next Century*.

ACCOUNTABILITY

A summary of each Property Committee meeting is circulated to each Board member, generally within two business days following the Committee meeting.

MEMBERSHIP & PROCEDURES

Committee members are appointed from among the Board members and include:

- five (5) Governors who are external to the University
- the Board of Governors Vice-Chair
- one (1) student Governor
- one (1) faculty Governor
- the Board Chair, the Chancellor and the President as *ex officio* voting members

The Chair of the Board of Governors appoints Committee members with the assistance of the President, based on qualifications and interest, and to avoid potential conflicts of interest.

Appointments are made, and reviewed, at each instance of changes in Board membership.

The Committee Chair is selected by the Board Chair, in consultation with the Board Vice-Chair and the Chair of the Governance Committee.

The Committee Chair is responsible for the better conduct of meetings, including agendas, information processes, and oversight of reporting and action items.

The Committee Vice-Chair is selected by the Board Chair, in consultation with the Board Vice-Chair and the Chair of the Governance Committee.

The Committee Vice-Chair assumes the responsibilities of the Committee Chair in the absence of the Committee Chair, and may also be assigned additional tasks at the discretion of the Committee Chair.

The Committee will receive additional and reasonable support (through the Board Secretariat) for the assembly, assessment and reporting of information, including, with the approval of the Board Chair, access to independent counsel, subject to reasonable limits on resources available to the Board of Governors for these matters.

MEETINGS & QUORUM

The Property Committee meets prior to each regularly scheduled Board of Governors meeting and in addition may meet at the call of the Chair as required.

Attendance by 50% of Property Committee members (including *ex officio* members) is required to establish quorum.

DELEGATED AUTHORITY

The Board of Governors has delegated to the Property Committee authority to approve the following reports on behalf of the Board of Governors:

- Agency Agreements with UBC Properties Investments Ltd (jointly with Finance Committee)
- Capital projects valued between \$5M and \$20M
- Development Permit Board (DPB) Terms of Reference
- Land Use Plan, Transportation and Engagement Monitoring Principles Monitoring Report
- Routine Capital Plan (jointly with Finance Committee)
- Statutory Rights of Way
- UBC Development Cost Charges Plans (jointly with Finance Committee)
- UBC Okanagan Campus Plan
- UBC Okanagan Design Guidelines
- UBC Okanagan Public Realm
- UBC Vancouver Campus Plan

The Board of Governors has delegated to the Property Committee authority to receive the following reports on behalf of the Board of Governors:

- Advisory Urban Design Panel (AUDP) Annual Report (Vancouver)
- Advisory Urban Design Panel (AUDP) Conflict of Interest Guidelines
- Board 4 Reports (jointly with Finance Committee)
- Capital Planning and Prioritization Process (jointly with Finance Committee)
- Capital Projects Updates (jointly with Finance Committee)
- Climate Action Plan
- Development Permit Board (DPB) Annual Report (Vancouver)

- Flexible Learning Updates (jointly with L&R Committee and Finance Committee)
- Routine Capital Plan (jointly with Finance Committee)
- Seismic Resilience Plan | Progress Updates (jointly with Finance Committee)
- Student Housing Growth Plans (jointly with Finance Committee)
- UBC *GamePlan* Updates (jointly with Finance Committee)
- UBC Okanagan Campus Sustainability Report
- UBC Properties Trust 20-Year Outlook (jointly with Finance Committee)
- UBC Properties Trust Update (jointly with Finance Committee)
- UBC-Controlled, Affiliated or Related Organizations, Major Campus Tenancies, Off-Campus Properties and Advisory Committees Annual Report (jointly with Finance Committee)
- UBC's Rapid Transit Strategy Updates (jointly with Finance Committee)