



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 and accountability 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.

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.

ACCOUNTABILITY

Minutes of Governance Committee meetings are approved at the next Committee meeting or by means of electronic approval and are distributed as soon as practicable. Minutes of closed sessions are distributed only to Governors and others authorized to attend such closed sessions and are confidential unless resolved otherwise by the Committee Chair. A summary of each Governance Committee meeting is circulated to each Board member generally within two business days following the Committee meeting.

A record of all agenda items considered and any resolutions passed during *in camera* meetings of the Governance Committee are approved as soon as practicable by the Committee Chair, are distributed only to those individuals who are authorized to attend such *in camera* sessions, and are confidential.

The Chair of the Governance Committee reports on discussion and any action taken at the next regularly scheduled meeting of the Board of Governors.

In addition to the above, procedures and practices of the Governance Committee are governed by Policy 93 (Open, Closed and *In Camera* Meetings of the Board of Governors) and associated Committee Meeting Rules and Practices.

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

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
- Appointment(s)/Reappointment(s) - UBC 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

Appendix
Board Policies for Review by Governance Committee

Policy	Name
1	Administration of Policies
93	Policy 93 (Open, Closed and <i>In Camera</i> Meetings of the Board of Governors)