



<b>SUBJECT</b>	<b>AMENDMENT TO TERMS OF REFERENCE FOR EXECUTIVE COMMITTEE</b>	
<b>REPORT TO</b>	EXECUTIVE COMMITTEE	
<b>MEETING DATE</b>	NOVEMBER 26, 2019	
<b>MATTER TYPE</b>	<input checked="" type="checkbox"/> BOARD DISCUSSION <b>NOT</b> REQUIRED	<input type="checkbox"/> BOARD DISCUSSION REQUIRED
<b>ACTION REQUESTED</b>	No decision requested: for information	
<b>REPORT DATE</b>	November 5, 2019	
<b>EXECUTIVE PROPONENT</b>	Hubert Lai, Q.C., University Counsel	
<b>PRESENTED BY</b>	Hubert Lai, Q.C., University Counsel	
<b>SUPPORTED BY</b>	Karen Choi, Legal Counsel Lorena Vlad, Legal Counsel	

**PRIOR SUBMISSIONS**

No prior submissions.

**EXECUTIVE SUMMARY**

The *University Act* vests the management, administration and control of the property, revenue, business and affairs of the university in the Board of Governors. It is empowered to establish committees it considers necessary to carry out the Board's functions, and to confer on those committees the power and authority to act for the Board.

The Board has delegated authority to the Governance Committee to approve terms of reference for each of the standing committees, including the Executive Committee. The Board has recently reviewed responsibilities where delegated authority is shared among two or more of its standing committees and determined that the practice of holding joint committee meetings will be discontinued. The Committee Chairs have reviewed the list of joint responsibilities and agreed upon a reallocation of each responsibility to one Board committee. The Executive Committee did not have any jointly delegated responsibilities and thus no changes have been made to reallocate its previously delegated authority.

It is anticipated that at its meeting on November 22, 2019, the Governance Committee will approve revised terms of reference for the Executive Committee with the following amendments:

1. revised language to clarify the delegation of authority from the Board to its committees (This language was presented by the Board Secretary to the Governance Committee at its June 2019 meeting and to the Executive Committee at its September meeting but has not yet been formally approved.); and
2. updates to all cross-references to Board policies to reflect the recently approved naming and numbering system for Board policies.

**SUPPLEMENTAL MATERIALS**

1. Amended Executive Committee Terms of Reference



## 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).

## **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 35% of Executive Committee members is required to establish quorum.

## **ACCOUNTABILITY**

Minutes of Executive Committee meetings are approved at the next Committee meeting or by means of electronic approval and are distributed to Governors and others authorized to attend such closed sessions as soon as practicable. Executive Committee minutes are confidential unless resolved otherwise by the Committee Chair.

A record of all agenda items considered and any resolutions passed during *in camera* meetings of the Executive 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 Executive 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 Executive Committee are governed by ~~Policy 93 (Open, Closed and In Camera Meetings of the Board of Governors)~~ Meetings Policy (GA8) and associated Committee Meeting Rules and Practices.

## DELEGATED AUTHORITY

The Board of Governors has delegated to the Executive Committee authority to ~~approve~~ transact the following business on its behalf:

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~~ Receive for information the following reports ~~on behalf of the Board of Governors:~~
  - President and Vice-Chancellor Performance Review and Priorities for Coming Year
- Succession Planning

Appendix  
Board Policies for Review by Executive Committee

Policy	Name
<del>19</del> <a href="#">GA1</a>	Acting President
<del>24</del> <a href="#">AP6</a>	Extension of Appointments for Designated Senior Academic Administrators
<del>31</del> <a href="#">HR12</a>	Total Compensation for Executive Officers, Management Officers, Service Unit Directors Excluded from AAPS, and Staff Members who are Excluded from or not Represented by a Union or Association
<del>34</del> <a href="#">AP14</a>	Appointment and Extension of Appointment of Administrative Vice- Presidents

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<b>Input:</b>	
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Description	Executive Committee ToR-Approved-CLEAN
Document 2 ID	file:///G:/Public/Karen Choi/Board/BoG - 2019 - Dec/BoG - Committee - TORs Review/BoG - Committee - TORs - Amendment (Drafts)/Executive Committee ToR-draft-Oct29-2019-CLEAN.docx
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Rendering set	Standard

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