



SUBJECT	Executive Committee - Terms of Reference Amendments
SUBMITTED TO	Executive Committee
MEETING DATE	February 6, 2020
SESSION CLASSIFICATION	Recommended session criteria from Board Meetings Policy: OPEN
ACTION REQUESTED	Please indicate requested Board action: No decision requested: for information
SUBMISSION DATE	January 15, 2020
LEAD EXECUTIVE	University Counsel
PRESENTED BY	Hubert Lai, Q.C., University Counsel
SUPPORTED BY	Karen Choi, Legal Counsel Lorena Vlad, Legal Counsel

EXECUTIVE SUMMARY

The Academic Administrators Extension Policy (AP6) is currently assigned to the Executive Committee while the Academic Administrators Appointment Policy (AP12) is assigned to the Employee Relations Committee. The Academic Administrators Appointment Policy addresses appointments of designated senior academic administrators, including Academic Vice-Presidents and Academic Associate Vice-Presidents, and the Academic Administrators Extension Policy addresses extensions of such administrators. The Board Chair and the Chair of the Employee Relations Committee agree that both of these Policies should be assigned to the same Board Committee and should be under the oversight of the Employee Relations Committee. The proposed amendments set out in Supplemental Materials to the report reflect this change in the Terms of Reference of the Executive Committee.

SUPPLEMENTAL MATERIALS

1. Proposed Amendments to Board of Governors 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 the Board Meetings Policy (GA8) and associated Committee Meeting Rules and Practices.

DELEGATED AUTHORITY

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

Approve the following reports:

- Performance Reviews & Compensation Recommendations - Vice-Presidents
- President Annual Performance Review Framework / Schedule
- Receive for information the following reports: President and Vice-Chancellor Performance Review and Priorities for Coming Year
- Succession Planning

Appendix
Board Policies for Review by Executive Committee

Policy	Name
GA1	Acting President
AP6	Extension of Appointments for Designated Senior Academic Administrators
HR12	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
AP14	Appointment and Extension of Appointment of Administrative Vice- Presidents