



SUBJECT	Employee Relations Committee, Executive Committee, Property Committee Terms of Reference Amendments
SUBMITTED TO	Governance Committee
MEETING DATE	February 5, 2020
SESSION CLASSIFICATION	Recommended session criteria from Board Meetings Policy: OPEN
ACTION REQUESTED	Please indicate requested Board action: Decision requested: approval of proposed resolution IT IS HEREBY REQUESTED that the Governance Committee approve: i. amendment of the Property Committee Terms of Reference as set out in Supplemental Materials 1 to the report; ii. amendment of the Executive Committee Terms of Reference as set out in Supplemental Materials 2 to the report; iii. amendment of the Employee Relations Committee Terms of Reference as set out in Supplemental Materials 3 to the report; and, iv. directing the Board Secretary to inform members of the three committees of the amendments.
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

PRIOR SUBMISSIONS

The subject matter of this submission has been considered previously by the Governance Committee on the following occasions:

1. [November 22, 2019](#) (OPEN SESSION)

Action/Follow up: Approved by Governance Committee and reported to Property Committee.

The following Executive Summary assumes familiarity with the prior submissions and provides a status update from the date of the most recent submission.

EXECUTIVE SUMMARY

In November 2019, the Governance Committee approved amendments to the Terms of Reference for all the Board's standing committees. It was noted during the review of the Terms of Reference that there was an inconsistency with respect to the delegated responsibility for the Neighbours Agreement (UNA and UBC). Previously it was delegated: jointly to Finance and PC&I (according to the Finance Committee TORs); jointly to PC&I and Property (according to the PC&I Committee TORs); and not listed as a delegated responsibility on the Property Committee's TORs. The Committee Chairs of the relevant committees were consulted and support the delegation of responsibility for the Neighbours Agreement to the Property Committee.

This change was made to the Terms of Reference for the Finance Committee and the People, Community & International Committee; however, the addition of the Neighbours Agreement to the Property Committee Terms of Reference was inadvertently omitted. The proposed amendment described above is attached for approval by the Governance Committee.

In addition, 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 #2 and in Supplemental Materials #3 reflect this change in the Terms of Reference of the Executive Committee and the Employee Relations Committee.

SUPPLEMENTAL MATERIALS

1. Proposed Amendments to Board of Governors Property Committee Terms of Reference
2. Proposed Amendments to Board of Governors Executive Committee Terms of Reference
3. Proposed Amendments to Board of Governors Employee Relations Committee Terms of Reference

**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 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 deepening engagement with campus neighbourhoods, including 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 the ongoing development of sustainable, healthy and connected campuses and communities (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) in support of the creation of welcoming physical and virtual spaces that will advance collaboration, innovation and community development, and will ensure harmony through ecologically sensitive design of new buildings and open spaces.
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*.

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 35% of Property Committee members (including *ex officio* members) is required to establish quorum.

ACCOUNTABILITY

Minutes of Property 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 record of all agenda items considered and any resolutions passed during *in camera* meetings of the Property 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 Property 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 Property 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 Property Committee authority to transact the following business on its behalf:

- Approve the following reports: Agency Agreements with UBC Properties Investments Ltd
- Capital projects valued between \$5 million and \$20 million (Board 1 – Board 3) in accordance with the Capital Projects Policy (FM11)
- Development Permit Board (DPB) Terms of Reference
- Statutory Rights of Way
- UBC Okanagan Campus Plan
- UBC Okanagan Design Guidelines
- UBC Okanagan Public Realm
- UBC Vancouver Campus Plan

- Receive for information the following reports: Advisory Urban Design Panel (AUDP) Annual Report (Vancouver)
- Advisory Urban Design Panel (AUDP) Conflict of Interest Guidelines
- Campus Planning Updates / Oversight
 - Capital Projects Updates
 - Climate Action Plan
 - Development Permit Board (DPB) Annual Report (Vancouver)
 - Land Use Plan, Transportation and Engagement Monitoring Principles Monitoring Report
- [Neighbours Agreement \(UNA and UBC\)](#)
- Seismic Resilience Plan | Progress Updates
- Student Housing Growth Plans
- UBC *GamePlan* Updates
- UBC Okanagan Campus Sustainability Report
- UBC Okanagan Learning Factory Follow Up
- UBC Okanagan Student, Staff, Faculty Housing
- UBC Properties Trust 20-Year Outlook
- UBC Properties Trust Update
- Major Campus Tenancies, Off-Campus Properties Annual Report
- Post-completion Report for capital projects valued between \$5 million and \$20 million (Board 4) in accordance with the Capital Projects Policy (FM11)
- UBC's Rapid Transit Strategy Updates

Appendix
Board Policies for Review by Property Committee

Policy	Name
UP5	Ownership and Use of UBC Equipment and UBC Support Services
UP12	Land Use, Permitting and Sustainability
UP9	Booking and Rental of UBC Space
UP8	Posting of Notices, Posters and Signs
FM11	Capital Projects, Capital Purchases & Internal Loans

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



PURPOSE

The Board of Governors has delegated to the Employee Relations Committee responsibility for strengthening the employer-employee relationship through measuring employee satisfaction and morale, and for oversight of appointments, terminations, conditions of employment and collective bargaining.

COMMITTEE OBJECTIVES

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

1. Advise the Board with regard to policies, principles and strategic plans that support the attraction, engagement and retention of a diverse and inclusive community of outstanding faculty and staff.
2. Other than as addressed through collective bargaining with the UBC Faculty Association, advise the Board of Governors in matters relating to:
 - the conditions of appointment of faculty members, professional librarians and program directors in the Centre for Continuing Education (including salaries and benefits);
 - the criteria and procedures governing appointments and termination of appointments;
 - provisions for collective bargaining with the UBC Faculty Association; and,
 - appointment, reappointment and extensions of appointment for Deans, Vice-Provosts, Associate Vice-Presidents, Librarian and Registrar, and determination of compensation associated with those actions. Determination of compensation for Deans, Associate Vice-Presidents, Librarian and Registrar is delegated to the President.
3. Advise the Board of Governors on matters relating to the conditions of employment and collective bargaining for all other UBC employees.
4. Review and recommend policies that affect the employment and termination of faculty and staff, including appointments to management positions (other than positions equal or senior to Dean).
5. Review (in open session) UBC Board of Governors policies as assigned by the Governance Committee (see appendix).
6. Advise and assist the Board of Governors and the President in advancing employment-related objectives of the University's strategic plan, *Shaping UBC's Next Century*.

MEMBERSHIP & PROCEDURES

Committee membership is comprised of:

- A minimum of six (6) Governors who are external to the University
- the Board Chair, the Chancellor and the President as *ex officio* voting members

Members are appointed by the Board Chair 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 Employee Relations Committee meets at the call of its Chair.

Attendance by at least 35% of Employee Relations Committee members (including *ex officio* members) is required to establish quorum.

ACCOUNTABILITY

Minutes of Employee Relations 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. Employee Relations 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 Employee Relations 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 Employee Relations 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 Employee Relations 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 Employee Relations Committee authority to transact the following business on its behalf:

- Approve the following reports: Appointment Information: Appointments & Reappointments - Heads of Academic Units; Appointments & Reappointments - Delegation of Authority (as per Policy AP3); Summary of Board Appointments
- Associate Vice-President Evaluation and Compensation Recommendations
- Associate Vice-President Salary Administration Framework and Guidelines
- Collective Bargaining Mandates
- Salary Adjustments | Associate Vice-Presidents
- Receive for information the following reports: Grievance / Arbitration / Discipline / Personnel Issues Updates
- Managing Health Promotion & Absenteeism at UBC

Appendix
Board Policies for Review by Employee Relations Committee

Policy	Name
HR10	Employment Equity
AP11	Appointment of Registrar and Librarians (Joint Senate and Board Policy)
AP12	Appointment of Designated Senior Academic Administrators (Joint Senate and Board Policy)
AP6	Extension of Appointments for Designated Senior Academic Administrators
HR11	Advertising of Available Employment Positions
AP5	Appointment of Deans and Principals (Joint Board and Senate Policy)
AP9	Appointments and Extension of Appointments for Heads of Academic Units
AP8	Extension of Appointments for Deans
AP3	Board of Governors Appointments
AP2	Designation of Acting Administrative Heads of Unit
AP4	Faculty Term Appointments Without Review
AP13	Extension of Appointments for Registrar and Librarians
HR9	Pre-Retirement Reduced Appointment Agreements for Staff
HR2	Leave to Take Political Office
HR8	Study Leave (other than Faculty)
HR5	Vacations — Non- Union, Management and Professional Staff
HR4	Leave Due to Illness of Members of Faculty
HR7	Non-Performance of Work during a Legal Strike
AP7	Appointment of Graduate Students to Teach a Course Requiring a Board of Governors Appointment
HR6	Relocation of Faculty Members and Senior Management Staff
FM7	Extraordinary Expenses - Grant and Contract-Funded Employees
SC3	Conflict of Interest and Conflict of Commitment