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<b>SUBJECT</b>	Sustainability & Climate Action Committee - Terms of Reference (“Sustainability Committee”)
<b>SUBMITTED TO</b>	Board of Governors through Governance Committee
<b>MEETING DATE</b>	February 14, 2020
<b>SESSION CLASSIFICATION</b>	Recommended session criteria from Board Meetings Policy: OPEN
<b>DISCUSSION REQUEST</b>	<input type="checkbox"/> REQUESTED
<b>ACTION REQUESTED</b>	Please indicate requested Board action: No decision requested: for information
<b>SUBMISSION DATE</b>	January 15, 2020
<b>LEAD EXECUTIVE</b>	University Counsel
<b>PRESENTED BY</b>	Hubert Lai, Q.C., University Counsel
<b>SUPPORTED BY</b>	Andrew Szeri, Provost and Vice-President Academic (UBC Vancouver) Ananya Mukherjee Reed, Provost and Vice-President Academic (UBC Okanagan) Peter Smailes, Vice-President Finance & Operations Robin Ciceri, Vice-President External Relations Gail Murphy, Vice-President Research & Innovation Lorena Vlad, Legal Counsel

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### PRIOR SUBMISSIONS

The subject matter of this submission has not previously been considered by the Governance Committee.

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### EXECUTIVE SUMMARY

At its December 6, 2019 meeting, the Board of Governors (the “**Board**”) resolved to establish the Sustainability Committee to deal with matters related to sustainability and the climate emergency, and directed the Governance Committee to establish the Terms of Reference for the Sustainability Committee, to incorporate the role and responsibilities of the Endowment Responsible Investment Policy Committee into the Sustainability Committee, and to dissolve the Endowment Responsible Investment Policy Committee.

The proposed Terms of Reference set out in Supplemental Materials 1 follow the format of the Terms of Reference of existing Board Committees. These Terms of Reference provide that the objectives of the Sustainability Committee will be to:

1. review and recommend to the Board for approval action plans and targets that advance UBC’s sustainability ambitions and address climate change impacts for UBC;
2. provide high level oversight and strategic advice to the UBC Executive regarding the implementation of the Climate Action Plans and other supporting sustainability initiatives undertaken by the UBC Executive;

3. review and recommend policies to the Board that reflect evolving responsible investment principles and practices; and
4. periodically review UBC IMANT's implementation and conformity with the responsible investment policies approved by the Board.

The proposed Terms of Reference set out the following membership for the Sustainability Committee:

- a) the Board Chair, the Chancellor, and the President as ex officio members;
- b) the Chair of the Finance Committee of the Board;
- c) the Chair of the Learning & Research Committee of the Board; and
- d) the Chair of the Property Committee of the Board.

In addition, the proposed Terms of Reference provide that the Chair of the Board appoints other members of the Sustainability Committee with the assistance of the President, based on qualifications and interest, and to avoid potential conflicts of interest, which additional members will include at least one student Governor and at least one faculty Governor.

It is expected that the President will designate the following Executive members to liaise with the Chair of the Sustainability Committee:

- a) the Vice-President Finance & Operations with respect to responsible investing matters;
- b) the Vice-President Research & Innovation with respect to sustainability-related research initiatives;
- c) the Vice-President External Relations with respect to implementation of sustainability initiatives in design and operations of UBC;
- d) the Provost and Vice-President Academic (UBC Okanagan) with respect to sustainability initiatives in course and academic program design at UBC Okanagan; and
- e) the Provost and Vice-President Academic (UBC Vancouver) with respect to sustainability initiatives in course and academic program design at UBC Vancouver.

The Executive members listed above have reviewed and support the proposed Terms of Reference. The proposed Terms of Reference have also been circulated to the Chair of the Board, the Chair of the Governance Committee, and Dr. John Klironomos, who is anticipated to be the Chair of the Sustainability Committee.

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## SUPPLEMENTAL MATERIALS

1. Proposed Terms of Reference for the Sustainability Committee of the Board



## PURPOSE

The UBC Board of Governors (the “**Board**”) has established the Sustainability and Climate Action Committee (the “**Sustainability Committee**”). The mandate of the Sustainability Committee is to advise the Board on sustainability, climate action, and responsible investment matters at UBC.

## COMMITTEE OBJECTIVES

The Sustainability Committee will:

1. review and recommend to the Board for approval action plans and targets that advance UBC’s sustainability ambitions and address climate change impacts for UBC;
2. provide high level oversight and strategic advice to the UBC Executive regarding the implementation of the Climate Action Plans and other supporting sustainability initiatives undertaken by the UBC Executive;
3. review and recommend policies to the Board that reflect evolving responsible investment principles and practices; and
4. periodically review UBC IMANT’s implementation and conformity with the responsible investment policies approved by the Board.

## MEMBERSHIP & PROCEDURES

The following are members of the Sustainability Committee:

- the Board Chair, the Chancellor, and the President as *ex officio* members;
- the Chair of the Finance Committee of the Board;
- the Chair of the Learning & Research Committee of the Board; and
- the Chair of the Property Committee of the Board.

In addition, the Chair of the Board appoints other members of the Sustainability Committee with the assistance of the President, based on qualifications and interest, and to avoid potential conflicts of interest, which additional members will include:

- at least one (1) student Governor; and
- at least one (1) faculty Governor

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

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

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

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

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

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

#### **MEETINGS & QUORUM**

The Sustainability Committee shall meet at the call of the Sustainability Committee Chair as required.

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

#### **ACCOUNTABILITY**

The Sustainability Committee is created by and is responsible to the Board.

Minutes of the Sustainability Committee meetings are approved at the next Sustainability 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 Sustainability Committee Chair.

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

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

In addition to the above, procedures and practices of the Sustainability Committee are governed by the [Board Meetings Policy \(GA8\)](#) and the [Committee Meeting Rules and Practices](#).

#### **DELEGATED AUTHORITY**

As the role of the Sustainability Committee is to make recommendations to the Board, the Board has not delegated the authority to the Sustainability Committee to pass resolutions on behalf of the Board.