



SUBJECT	Amendments to the Terms of Reference of the Indigenous Engagement Committee
SUBMITTED TO	Indigenous Engagement Committee
MEETING DATE	June 1, 2020
SESSION CLASSIFICATION	Recommended session criteria from Board Meetings Policy: OPEN
REQUEST	For information only - No action requested
LEAD EXECUTIVE	Hubert Lai, Q.C., University Counsel
SUPPORTED BY	Santa Ono, President Lorena Vlad, Legal Counsel

PRIOR SUBMISSIONS

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

EXECUTIVE SUMMARY

The Terms of Reference for the standing Committees (the “**Board Committees**”) of the Board of Governors (the “**Board**”) are challenging to understand in their current form and contain duplicative language from one set of Terms of Reference to the next, as well as between the Terms of Reference and the *Committee Meeting Rules and Practices* (“**Committee Rules**”).

One of the significant concerns with the current form of the Terms of Reference is the use of exhaustive lists of items to set out the responsibilities of Board Committees. These are long and do not provide Board Committees with the flexibility to deal with issues that are not listed in the Terms of Reference. This generates the need to amend the Terms of Reference frequently and on short notice when new issues arise. The second significant concern is that the current Terms of Reference state that the Board Committees have the delegated authority to “receive reports” and to “approve reports”. This language creates significant confusion as to what powers and authority have actually been delegated by the Board to the Board Committees.

The Office of the University Counsel (“**OUC**”) was asked to work with the Chairs of each of the Board Committees and with the members of the Executive who have been designated to liaise with them to develop amendments to the form of the Terms of Reference to more clearly and succinctly set out the mandate of each Board Committee and the authority of each Board Committee to make decisions on behalf of the Board and to make them easier to understand.

In consultation with these individuals, the OUC has prepared a new template for the Terms of Reference for Board Committees as set out in the attached Supplemental Materials #1. The intent is that this new template will be used for all Board Committees’ Terms of Reference which will enhance consistency.

The key changes that have been incorporated into the proposed template are as follows:

1. The proposed template defines the mandate of the Board Committee using a general definition rather than an exhaustive list of individual items. The benefit of this approach is that, as new matters arise, they can be handled by the appropriate Board Committee without the need to amend the Terms of Reference, as long as the new matter falls within the scope of the general definition. The proposed template retains a list of

examples that fall under the mandate (in Appendix A) but that list is provided for illustrative purposes and does not limit the defined mandate.

2. The proposed template eliminates reference to “receiving” and “approving” reports. Instead, the proposed template identifies the specific types of decisions that the Board Committee is empowered to make on behalf of the Board. Also, where the Board has specific statutory powers under the *University Act* and those powers are to be delegated to a Board Committee, the Terms of Reference are proposed to track, to the extent feasible, the language used in the *University Act*.
3. Finally, the proposed template only includes language regarding the composition of Board Committees that is specific to the Board Committee. Language that addresses issues that are common across all Board Committees is proposed to be moved to the Committee Rules, as shown in Supplemental Materials #2. This eliminates repetition from one set of Terms of Reference to the next, making them more concise and eliminates the risk of inadvertent inconsistencies from one set of Terms of Reference to the next. Also, if a common provision is to be changed, it can be changed once in the Committee Rules without the need to amend the Terms of Reference for all ten Board Committees.

The OUC has consulted with the President, the Board Secretary, the Chair of the Governance Committee, and the Board Chair who are all supportive of the proposed template. The OUC consulted with the Chairs of each of the ten Board Committees and with their designated liaisons from the UBC Executive with regard to the application of this template to each of the Board Committees. The Chair of the Indigenous Engagement Committee, the President (as the designated Executive liaison of the Indigenous Engagement Committee), the Senior Advisor to the President on Indigenous Affairs, and the Provost and Vice-President, Academic (UBC Vancouver) have recommended that updates to the Terms of Reference for the Indigenous Engagement Committee be deferred until the *Indigenous Strategic Plan* is approved to ensure that the updated Terms of Reference are consistent with the approved *Indigenous Strategic Plan* and that any applicable items from the *Indigenous Strategic Plan* (including with respect to Indigenous representation on committees) can be reflected in the updated Terms of Reference. Therefore, no amendments are proposed to the Terms of Reference of the Indigenous Engagement Committee at this time.

SUPPLEMENTAL MATERIALS (optional reading for Governors)

1. Standing Board Committees’ Terms of Reference Template
2. Blackline showing proposed amendments to the *Committee Meeting Rules and Practices*

**[X] COMMITTEE – TERMS OF REFERENCE****1. MANDATE**

- 1.1. Pursuant to section 27(2)(c) of the *University Act*, the UBC Board of Governors (the “**Board**”) has established a standing committee of the Board to address [*insert broad description*] matters (the “[**X**] Committee”).
- 1.2. The [X] Committee considers matters relating to [*insert description*] for the purposes of:
 - 1.2.1. providing recommendations to the Board where Board decisions are required or where the [X] Committee otherwise considers it desirable to make recommendations;
 - 1.2.2. making decisions on behalf of the Board where the Board has delegated authority to the [X] Committee to do so; and
 - 1.2.3. responding to requests from the UBC administration for advice and input;
(collectively, the “**Mandate**”).
- 1.3. Appendix A of these Terms of Reference sets out some examples of matters that fall within the Mandate. This list is provided for illustrative purposes only and is not intended to be exhaustive or constrain in any way the definition of the Mandate set out in section 1.2.

2. DELEGATED AUTHORITY

- 2.1. The [X] Committee hereby has the authority to make the following decisions on behalf of the Board:
 - 2.1.1. [*insert applicable decisions that the Board Committee may make on behalf of the Board*];

3. COMPOSITION

- 3.1. In addition to the *ex officio* members as required by the *Committee Meeting Rules and Practices*, the [X] Committee will have up to [*insert number*] members, all of whom are to be selected in accordance with the *Board Meeting Rules and Practices* and the *Committee Meeting Rules and Practices* as may be amended from time to time. Those additional members will include:
 - 3.1.1. at least [*insert applicable membership requirements for the applicable Board Committee*].

These Terms of Reference were approved by the Governance Committee on behalf of the Board on [*insert date*].



APPENDIX A
[X] COMMITTEE MANDATE

Further to section 1.3 of the [X] Committee Terms of Reference, the following sets out examples of matters that fall within the Mandate:

- a) Board Policies for which responsibility has been assigned to the [X] Committee by the Governance Committee pursuant to its Terms of Reference
- b) *[insert other examples]*



Committee Meeting Rules and Practices

UBC Board of Governors

1 Introduction

The UBC Board of Governors (the “Board”) has constituted a number of committees (the “Committees”) to provide an efficient mechanism for targeted discussions.

The Chair of the Board appoints Committee members, balancing effective committee operation with representation from both campuses.

~~The~~ Pursuant to section 27(2)(c) of the *University Act*, the Board has the power to appoint the Committees it considers necessary and advisable. ~~Current~~ As at June 16, 2020, the Committees of the Board ~~are~~ were the:

- Audit Committee;
- Employee Relations Committee;
- Executive Committee;
- Finance Committee;
- Governance Committee;
- Indigenous Engagement Committee;
- Learning & Research Committee;
- People, Community & International Committee;
- Property Committee; and
- Sustainability & Climate Action Committee.

The Board may from time to time establish task forces, advisory committees, or other temporary working groups to address time-limited projects.

2 Principles

The Committees are established according to the following general principles and procedures:

- 2.1 Committees shall operate to reinforce the wholeness of the Board as a collective.
- 2.2 The purview of the Committees is primarily based on the organizational needs of the University and alignment with its strategic plan, as approved by the Board.
- 2.3 The purpose of the Committees is to provide in-depth concentration in key areas of Board responsibility and to help the Board carry out its work.
- 2.4 Committees will ordinarily assist the Board by reviewing, monitoring and recommending policies, policy alternatives, and implications for Board deliberation, except where the Board has otherwise specifically delegated a decision-making or other authority to a Committee.
- 2.5 Committees will review matters requiring consideration by the Board under the *University Act* and will recommend approval by the Board as consent items or as items for discussion, except where the Board has otherwise specifically delegated a decision-making or other authority to a Committee.

- 2.6 The Committee structure will enhance the accountability of the President to the Board by ensuring that Committees do not exercise authority over University staff.
- 2.7 The terms of reference for each Committee are set out separately. The provisions below set out the operating rules applicable to all Committees, except and unless otherwise specifically provided for in a Committee's terms of reference.

2.8 In the event that a question arises as to which Committee should consider a particular item, the applicable Committee Chairs will resolve the question amongst themselves, and, if a final decision cannot be agreed upon, the Board Chair will determine the matter.

3 Accountability and Decision Making

- 3.1 Apart from the Executive Committee, ~~meetings of which may be called to make decisions in contingent circumstances~~ meets as needed between regularly scheduled Board meetings to make decisions on behalf of the Board, Committees do not speak or act for the Board except when formally given such authority for specific or time-limited purposes.

4 Composition

Committee composition ~~guidelines are set out in individual Committee Terms of Reference. In general~~ will be determined as follows:

- 4.1 ~~Committee members are appointed by~~ the Board Chair, the Chancellor, and the President are ex officio voting members of each Committee;

4.2 the Board;

~~4.2 appointments are made~~ Chair appoints the remaining members of the Committees with the assistance of the President, based on qualifications and interest, ~~and~~ with a view to avoid avoiding potential conflicts of interest and considering balanced representation from UBC Vancouver and UBC Okanagan and from the various constituencies of elected and appointed Governors, and in accordance with any other specific requirements set out in the Committees' terms of reference;
~~and~~

- 4.3 ~~appointments when there are made, and reviewed, at each instance of~~ changes in Board membership, the Board Chair, with the assistance of the President, will review and update the membership of each Committee as appropriate; and

4.4 in consultation with the Board Vice-Chair, the Board Chair will select the Committee Chair and the Vice-Chair of each Committee to the extent that the terms of reference of the Committee do not already specify the Chair and Vice-Chair.

5 Meetings

5.1 Frequency

In general, Committees meet five times per year, approximately 7-10 days before each regularly scheduled Board meeting. Additional meetings may be held at the call of a Committee Chair.

Governors are expected to prepare for and attend all meetings of the Board and of the Committees on which they serve.

5.2 Annual Schedule and Notice

Committee meetings are typically scheduled a year in advance along with the annual schedule of Board meetings (including the date, time, and location). The schedule is also published on the Board website.

Notice of any Committee meetings that do not appear in the annual schedule will be provided to Governors at least two days prior to such meetings or as soon as is practicable in the circumstances. If the matter for discussion at a special meeting is appropriate for an open session, notice will also be published on the Board website.

The accidental failure to send notice of a regular or special meeting to a Committee member, or any accidental irregularity in connection with the giving of notice does not invalidate any proceedings of the Committee meeting.

5.3—Location

~~Committee meetings are held on the Vancouver campus, usually in the Robert H. Lee Family Boardroom (The Robert H. Lee Alumni Centre), unless noted otherwise on the meeting agenda.~~

5.3 5.4 Online Viewing of Meetings

The Board Secretary will make all Committee meetings which are held in open session available for contemporaneous online viewing such as, by way of example, through webcasting. Details regarding how to access such viewings will be available on the Board website.

5.4 5.5 Open, Closed, and *In Camera* Sessions

A Committee may hold open, closed or *in camera* sessions or meetings.

The Board Meetings Policy (GA8) articulates the Board's commitment to the principles of accountability and transparency and establishes the criteria to be used in determining which matters are to be considered in open, closed, or *in camera* session of Committee meetings.

Members of the general public, accredited members of the news media, and members of the University community, including students, faculty, staff, alumni, and residents, are welcome to attend open sessions of Committee meetings. Attendance is subject to room capacity and is on a first-come, first-served basis. It is recommended that attendees notify the Board Secretariat in writing at least two days in advance of the meeting.

Members of the community attending an open session of a Committee meeting may not participate in discussion or debates or sit at the table, except where the Committee Chair has given approval in advance of the meeting or during the meeting.

Guests may be invited to attend or speak at a Committee meeting with the approval of the Committee Chair given in advance of the meeting or in the sole discretion of the Committee Chair during the meeting.

Closed sessions of Committee meetings may be attended by any Governor, the Board Secretary, and members of the Executive, with the exception of the Executive, Employee Relations, and Audit Committees. Staff listed on the agenda for the presentation of individual items may also attend. A Committee Chair may also direct that any members of the Executive and/or the Board Secretary be excused from all or a portion of the closed session of a Committee meeting.

The majority of the business coming before the Executive Committee, Audit Committee, and Employee Relations Committee relate to matters that are confidential and sensitive and are normally held in

closed or *in camera* session only. Closed sessions of these committees are attended by Committee members, the Board Secretary, members of the Executive, and invited guests.

In addition to open and closed sessions of Committees, and in accordance with good governance principles, Committees may hold *in camera* sessions to provide a forum for Governors to meet without the Executive present. *In camera* sessions of Committee meetings are attended by Committee members and the Board Secretary, unless the Board Secretary is excused by the Committee Chair. *In camera* sessions may also be attended by members of the Executive and guests who are specifically invited by the Committee Chair.

Deliberations and materials considered in closed or *in camera* sessions of Committee meetings are confidential. All participants and permitted attendees must respect this confidentiality.

Materials distributed in closed or *in camera* sessions (even where the agenda items have been subsequently moved from the agenda of a closed or *in camera* session to the agenda for an open session) may only be published or otherwise released after formal and specific approval of the Committee Chair or Board Chair, as applicable.

[5.5](#) ~~5.6~~ [Agendas and Meeting Materials](#)

In general, items for consideration by the Board are reviewed by the appropriate Committee prior to each meeting of the Board.

For Committee meetings, the Committee Chair, in consultation with the Vice-Chair, if any, associated Executive(s), the Board Chair, and the President, is responsible for determining the agenda for each Committee meeting, through a process facilitated by the Board Secretary.

For Committee meetings, the Committee Chair, in consultation with the Vice-Chair, if any, associated Executive(s), the Board Chair, and the President, will determine whether an agenda item is to be considered in an open, closed or *in camera* session in accordance with the criteria set out in the Board Meetings Policy and each item on a closed agenda will indicate the basis for such designation in accordance with the Board Meetings Policy.

The meeting agenda and materials for open sessions of Committee meetings are published on the Board website within one day after distribution to Board members.

Any Committee member who intends to introduce a matter at a Committee meeting that is not included on the published agenda must provide written notice of the matter and any related materials to the Committee Chair and the Board Secretary a minimum of five days in advance of the meeting at which it is intended to be introduced. Additional agenda items may only be added to the published agenda with the approval of the Committee Chair.

Agendas (which includes the date, time, and location) and supporting materials are, as much as possible, distributed via the secure Board document portal or otherwise distributed to Committee members at least seven days in advance of a regular meeting, and at least two days in advance of a special meeting.

[5.6](#) ~~5.7~~ [Chair and Vice-Chair](#)

The Committee Chair presides at meetings and in the event that he/she is unable to attend a specific meeting, then the Vice-Chair, if any, or another Committee member will act as Chair for that meeting.

[5.7](#) ~~5.8~~ [Quorum](#)

Attendance by 35% of Committee members is required to establish quorum.

[5.8](#) ~~5.9~~ [Participation by Teleconference or Videoconference](#)

Most Committee meetings are held in person, however, a member may participate in a meeting by means of teleconference, videoconference, or other such technology and will be deemed to be present at the meeting. A Committee Chair may also determine that a meeting be held entirely by means of teleconference or videoconference.

5.9 ~~5.10~~-Voting

Only Committee members may move, second, and vote on motions. Each member is entitled to one vote, including the Chair.

Motions will be decided by a show of hands, a roll call (voice), consensus, or otherwise in such manner that clearly evidences a member's vote and is accepted by the Chair of the meeting. Voting by proxy is not allowed.

Matters arising at a Committee meeting will be decided by a majority of the votes of the members present at the meeting who are entitled to vote, and who cast a vote, except where another threshold is otherwise required.

In the case of a tie vote on a resolution, the motion is defeated and the Committee Chair must so declare. The Committee Chair does not have a second or casting vote.

A declaration by the Committee Chair that a motion has been carried and an entry to that effect in the minutes will be evidence of the action taken, without proof of the number or proportion of the votes recorded in favour or against such resolution. Any Committee member may ask at the time of the vote that the member's individual vote or abstention be recorded in the minutes.

5.10 ~~5.11~~ Resolutions Approved Electronically

A resolution approved electronically (via email or the Board's document-sharing portal) and passed by at least a majority of the Committee members entitled to vote on that resolution and who cast a vote on that resolution will have the same force and effect as if passed at a Committee meeting and will be reported at the next scheduled Committee meeting. The Board Secretary will be responsible for communicating the proposed resolution and must provide a voting deadline. If any Committee member wishes to discuss the proposed resolution, the Committee member must inform the Board Secretary prior to the voting deadline, and the electronic vote will not proceed until the discussion has taken place and the Board Secretary, in consultation with the Committee Chair, communicates a new voting deadline. All Committee members must have the opportunity to participate in any requested discussion regarding a resolution proposed electronically.

5.11 ~~5.12~~ Minutes

The Board Secretary ensures there are minutes of the proceedings of all open, closed and *in camera* sessions of or meetings of Committees, and records of all decisions of the Committee made outside of a meeting.

Minutes of open sessions of Committee meetings are approved as soon as practicable at the next Committee meeting or by means of electronic approval, following which such approved minutes will be published on the Board website, or by such other method as determined appropriate by the Board Secretary, in a timely manner.

Minutes of closed sessions of Committee meetings are approved as soon as practicable at the next Committee meeting or by means of electronic approval and are distributed 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* sessions of Committee meetings are approved as soon as practicable by the respective Committee Chair and are distributed only to those individuals who are authorized to attend such *in camera* sessions, and are confidential.

6 Reporting

Committee Chairs report on discussion and any action taken at the next regularly scheduled meeting of the Board.

7 Recommendations

The Board considers recommendations arising from Committee meetings at the next regularly scheduled meeting of the Board.

Recommendations arising from special Committee meetings are considered by the Board as soon as practicable following the special Committee meeting.

8 Committee Support

The Board Secretariat supports the operations of Committees.

9 External Advisors and/or Invitees

Committees may request additional and reasonable support 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 for these matters.