



SUBJECT	Amendments to Terms of Reference – Governance Committee
SUBMITTED TO	Board of Governors
MEETING DATE	September 9, 2021
SESSION CLASSIFICATION	Recommended session criteria from Board Meetings Policy: OPEN
REQUEST	<p>REQUESTED – APPROVAL</p> <p>IT IS HEREBY RESOLVED that Board of Governors approves of amendments to the Governance Committee Terms of Reference to:</p> <ul style="list-style-type: none"> <i>i. include delegation of authority to approve amendments to the UBC-UNA Liaison Committee Terms of Reference;</i> <i>ii. to remove reference to the Neighbourhood Liaison Council from the list of working groups in Appendix B;</i> <i>iii. to enable the Committee to appoint and reappoint certain members to the Staff Pension Plan Board; and,</i> <i>iv. to rescind the ability of the Committee to appoint and reappoint members of the Western Canadian Universities Marine Sciences Society.</i>
LEAD	Karen Hakkarainen, Board Secretary
SUPPORTED BY	N/A

EXECUTIVE SUMMARY

The [UBC-UNA 2020 Neighbours' Agreement](#) approved by the Board in July, 2020 formalized the role of the UNA-UBC Liaison Committee. The newly established UNA-UBC Liaison Committee has been established independent of the Board of Governors. The attached amended Terms of Reference for the Governance Committee would delegate to the Governance Committee the ability to approve amendments to the Terms of Reference for the Liaison Committee on behalf of the Board of Governors. The amendments also remove reference to the now-dissolved Neighbourhoods Liaison Council in Appendix B.

In addition, under the Staff Pension Plan (SPP) Board's Terms of Reference, the SPP Board's membership has certain positions that are approved by the Board of Governors. The attached amendments would delegate approval for these appointments to the Governance Committee, and is consistent with the Committee's delegated authority for the approval of certain appointments to other bodies.

The Provost and Vice-President Academic of the Vancouver Campus has advised that Board of Governors appointments to the Western Canadian Universities Marine Sciences Society are no longer required. The attached amended Terms of Reference remove reference to this group and thus rescind the Committee's ability to make such appointments.

APPENDIX

1. Amended Governance Committee Terms of Reference - Blackline



1. MANDATE

- 1.1. Pursuant to section 27(2), the UBC Board of Governors (the “**Board**”) has established a standing committee of the Board to address governance-related matters (the “**Governance Committee**”).
- 1.2. The Governance Committee considers matters relating to the organization, operations, procedures, and performance of the Board and the Board’s Committees for the purposes of:
 - 1.2.1. providing recommendations to the Board where Board decisions are required or where the Governance 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 Governance Committee to do so; and
 - 1.2.3. considering any reports submitted for information and responding to any 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 Governance Committee hereby has the authority to make the following decisions on behalf of the Board:
 - 2.1.1. to make rules for meetings of the Board and Board Committees and to approve any amendments thereto;
 - 2.1.2. to approve the Terms of Reference for all other Board Committees and any amendments thereto provided that any amendments that affect the powers delegated by the Board to the Board Committees must be ratified by the Board and further provided that the Terms of Reference for the Governance Committee itself and any amendments thereto must be approved by the Board itself;
 - 2.1.3. to periodically review the working groups and sub-committees established by the Board which, as at ~~September 21~~June 16, 2021~~0~~, included those set out in Appendix B (collectively, “**Working Groups**”) and their terms of reference, if any, to determine (i) whether the mandate of such Working Groups should be continued, and (ii) whether the terms of reference of such Working Groups, if any, require amendments, recognizing that Working Groups are normally intended to address a specific purpose and exist for a finite period (subject to any Board Policies that establish Working Groups or any contractual obligations UBC may have entered into regarding such Working Groups);
 - 2.1.4. if the Governance Committee (i) determines a Working Group is no longer needed, the Governance Committee may dissolve such Working Group, or (ii) determines the terms of reference for a Working Group require amendments, the Governance Committee may approve such amendments as it deems appropriate;



- 2.1.5. to assign Board Policies to responsible Board Committees for the purposes of the Regulatory Framework Policy;
- 2.1.6. to approve UBC's *Annual Institutional Accountability Plan & Report* and to direct the UBC administration to submit it to the Provincial Government and deliver copies to the Senates on behalf of the Board pursuant to section 32 of the *University Act*;
- 2.1.7. to appoint and reappoint members of the following boards, panels, and councils:
 - 2.1.7.1. Advisory Urban Design Panel;
 - 2.1.7.2. Development Permit Board;
 - 2.1.7.3. Faculty Pension Plan Board of Trustees;
 - 2.1.7.4. Hamber Foundation Board of Directors;
 - 2.1.7.5. UBC Foundation; and
 - 2.1.7.6. ~~Certain members of the Staff Pension Plan Board-Western Canadian Universities Marine Sciences Society.~~
- 2.1.8. to approve the *Code of Conduct and Conflict of Interest Guidelines for the Board of Governors* and any amendments thereto; ~~and~~
- ~~2.1.9.~~ to approve the *Board of Governors Manual* and amendments thereto, provided that the *Board of Governors Manual* will at all times address the items listed in Appendix C; ~~and,~~
- ~~2.1.9-2.1.10.~~ ~~to approve amendments to the Terms of Reference for the UNA-UBC Liaison Committee.~~

3. COMPOSITION

- 3.1. In addition to the ex officio members as required by the *Committee Meeting Rules and Practices*, the Governance Committee will include:
 - 3.1.1. at least two elected Governors;
 - 3.1.2. at least two Governors who have been appointed by the Lieutenant Governor in Council; and
 - 3.1.3. at least one Governor from the UBC Okanagan campus,all 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.

These Terms of Reference were approved by the Board on ~~June 16, 2020~~September 21~~x~~, 2021.



**APPENDIX A
GOVERNANCE COMMITTEE MANDATE**

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

- a) Board Policies for which the Governance Committee has responsibility for the purposes of the Regulatory Framework Policy
- b) governance framework for the Board
- c) emerging best practices in governance
- d) roles and responsibilities of the Board, Board Committees, Board and Board Committee Chairs, Board Governors, and administrative support for the Board
- e) confidential evaluations of the Board, Board Committees, and individuals in their governance capacities
- f) Board surveys
- g) orientation and continuing education of Board Governors
- h) Board information-management systems
- i) governance relationships with UBC's affiliated entities
- j) the annual report submitted by the Conflict of Interest Advisor



**APPENDIX B
BOARD WORKING GROUPS**

Pursuant to section 2.1.3 of the Governance Committee Terms of Reference, the following is a list of the working groups of the Board in existence as of ~~June 16, 2020~~ September 21, 2021:

a) Academic Renewal Working Group

~~b) Housing Action Plan Working Group~~

~~(dissolution was approved by the Governance Committee in Sept 2020)~~

~~c) Neighbourhood Liaison Council~~

~~d)~~ b) Leadership Council for UBC Line Advocacy Strategy

~~e)~~ c) Land Use and Operational Sustainability Committee



**APPENDIX C
CONTENTS OF BOARD OF GOVERNORS MANUAL**

For purposes of Section 2.1.8 of the Governance Committee Terms of Reference, the *Board of Governors Manual* must at all times address the following:

- a) legislative context, including a summary of legislative authority and accountability from federal, to provincial, to local levels;
- b) a Board Charter confirming statutory authority and obligations, and statements of roles and responsibilities of Board Committees, the President, the Board Chair, and Board Governors;
- c) the organization of UBC's governance structure, including key personnel, committees, and associated entities;
- d) UBC's strategic plan and related policies for evaluation of governance matters;
- e) Board procedures, including the evaluation and succession of Board Governors and Board information-management policies, meeting agendas, and protocols;
- f) governance compliance, including processes to evaluate compliance with regulatory and external obligations of UBC;
- g) a UBC community statement, including the purposes and governance relationships of UBC's subsidiaries, affiliated and associated organizations, and trusts;
- h) an integrity infrastructure policy which includes statements of values, mission, and vision, and standards and guidelines for conduct, including conflict of interest and communications policies, and systems for confidential submission, review, and response to concerns; and
- i) a communications policy and protocols for communication among governance parties including Ministries, Board Governors, the UBC Executive, and the UBC community of students, staff, faculty, and the public.