



SUBJECT	Terms of Reference Amendments – Governance Committee
SUBMITTED TO	Governance Committee
MEETING DATE	March 17, 2022
SESSION CLASSIFICATION	Recommended session criteria from Board Meetings Policy: OPEN
REQUEST	APPROVAL REQUESTED IT IS HEREBY RESOLVED that the Governance Committee recommends to the Board of Governors approval of amendments to the Governance Committee’s Terms of Reference to update the list of the Board’s Working Groups as follows: i. to add the newly established Advisory Committee on Campus Vision 2050 and Rapid Transit; and, ii. to remove reference to the Leadership Council for UBC Line Advocacy Strategy.
LEAD	Karen Hakkarainen, Board Secretary
SUPPORTED BY	N/A

EXECUTIVE SUMMARY

At its meeting of January 25, 2022, the Board of Governors approved the establishment of the Advisory Committee on Campus Vision 2050 and Rapid Transit. It is anticipated that the Governance Committee will, under authority delegated by the Board of Governors, dissolve the Leadership Council on UBC Line Advocacy Strategy as a working group of the Property Committee.

Amendments to the Governance Committee’s Terms of Reference are attached, where Appendix B has been updated with a current list of the Board’s Working Groups.

APPENDIX

1. Blackline of Governance Committee Terms of Reference Amendments



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, 2021, 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.
- 2.1.8. to approve the *Code of Conduct and Conflict of Interest Guidelines for the Board of Governors* and any amendments thereto;
- 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,
- 2.1.10. 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 ~~March 31, 2022.~~ ~~September 21, 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 ~~September 21~~March 17, 2022, 2021.

- a) Academic Renewal Working Group
- ~~b) Leadership Council for UBC Line Advocacy Strategy~~
- b) Land Use & Operational Sustainability Committee
- c) Advisory Committee on Campus Vision 2050 and Rapid Transit



**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.