

**BOARD OF GOVERNORS BYLAW**

**Bylaw 1: General Bylaw on the Transaction of the Affairs of the University of Windsor**

APPROVED by Board: 22 Feb 11

AMENDED by Board: 18 Oct 11, 22 Nov 11

**SECTION I**

**1. DEFINITIONS**

- 1.1 **Act**, means *The University of Windsor Act, 1968-69* (as amended);
- 1.2 **Board**, means the Board of Governors of the University of Windsor;
- 1.3 **Board Member**, means a duly appointed or elected Member of the Board;
- 1.4 **Chair**, means the Chair of the Board;
- 1.5 **Committee**, means a Committee of the Board;
- 1.6 **Committee Chair**, means Chair of a Board Committee
- 1.7 **Committee Vice-Chair**, means Vice-Chair of a Board Committee.
- 1.8 **Committee Member**, means a Board Member, or an individual who is not a Board Member, appointed to serve on a Committee;
- 1.9 **President**, means the President and Vice-Chancellor of the University;
- 1.10 **Secretary**, means the University Secretary or designate.
- 1.11 **University**, means the University of Windsor;
- 1.12 **Vice-Chair**, means a Vice-Chair of the Board;
- 1.13 **Officer of the University**, means any of the President, the Provost and Vice-President, Academic, the Vice-President, Planning and Administration, the Vice-President, Research, the Vice-President, University Advancement, the Associate Vice-President, Academic Affairs, Executive Director, Finance, Secretary (but not the Secretary's designate), the Director of Legal Services, and such other officers as the Board may designate from time to time from among University staff;
- 1.14 **Indemnified Person**, means every Board Member, or Committee Member, or Officer of the University or other person who has undertaken or is about to undertake any liability on behalf of the University.
- 1.15 **Person**, includes firms, corporations and associations;
- 1.16 **Security**, means a financial instrument representing ownership, a debt agreement or the rights to ownership which can be traded;
- 1.17 **Senate**, means the Senate of the University of Windsor;
- 1.18 **“External Member” position on a Committee**, means any Board Member who is not University of Windsor faculty, staff or students;
- 1.19 **University Secretariat**, means office charged with administering the governance of the University by providing advisory and administrative support to the Board and the Senate.

**2. Head Office**

The head office of the University shall be in the City of Windsor in the County of Essex in the Province of Ontario.

**3. Corporate Seal**

There shall be a corporate seal of the University and it shall be in the custody of the Director of Legal Services, or such other person or persons as the Board may from time to time designate.

**4. Execution of Documents**

- 4.1 Contracts, documents or instruments in writing pursuant to decisions of the Board requiring execution on behalf of the University shall be signed by any two Officers of the University, or one of the Board Chair or a Board Vice Chair and any one Officer of the University. All contracts, documents and instruments in writing so signed shall be binding upon the University without further authorization or formality. The University's corporate seal shall, when required, be affixed to such signed contracts, documents or other instruments by any Officer of the University.

- 4.2 The Board may, by resolution, appoint any other person or persons on behalf of the University to sign contracts, documents or instruments in writing generally, or to sign specific contracts, documents, or instruments in writing, or to affix the University's corporate seal, or any combination of the preceding.
- 4.3 All cheques, drafts and orders for the payment of money shall be signed by Officers of the University on behalf of the University, as the Board may from time to time by resolution determine.
- 5. Maintenance of Records**  
The Board shall assure that all necessary books and records (including records of the proceedings of all Board meetings) of the University required by the bylaws of the University or by any applicable statute or law are regularly and properly kept.
- 6. Fiscal Year**  
The fiscal year of the University shall terminate on the 30th day of April in each year.
- 7. Auditors**  
The Board shall annually appoint an external audit firm to audit the University's accounts. The firm shall normally hold office until its successor is appointed.
- 8. Securities**  
The Securities of the University shall be deposited for safe keeping with one or more financial institutions to be selected by the Board. Any and all Securities so deposited may be withdrawn from time to time only upon the written order of the University signed by such Officer(s) of the University, or agent(s) of the University in such manner as shall from time to time be determined by the resolution of the Board and such authority may be general or confined as specific instances.
- 9. Indemnification and Insurance**
- 9.1 Except where otherwise prohibited by law, any Indemnified Person and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless by the University, from and against all costs, charges and expenses whatsoever (including amounts paid to settle an action or to satisfy a judgment or order) that such Indemnified Person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against such Indemnified Person for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by such Indemnified Person in or about the execution of the duties of such Indemnified Person's office or in respect of any such liability and all other costs, charges and expenses which such Indemnified Person sustains or incurs in or about or in relation to the affairs thereof, if:
- (i) such person acted honestly and in good faith with a view to the best interests of the University; and
  - (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, such person had reasonable grounds for believing that his or her conduct was lawful.
- Nothing in this Bylaw 1 shall limit the right of any person entitled to indemnity apart from the provisions of this Bylaw.
- 9.2 No Indemnified Person shall be liable for the acts, receipts, neglects or defaults of any other Indemnified Person or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the University through the insufficiency or deficiency of any Security in or upon which any of the monies of or belonging to the University shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act or any Person with whom or which any monies, Securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatsoever which may happen in the execution or supposed execution of the duties of his/her respective office or in trust or in relation thereto unless the same shall happen by or through his/her own wilful act or his/her own wilful default.
- 9.3 In exchange for the presentation of these provisions of indemnity (section I, paragraphs 9.1-9.2), such Indemnified Person shall cooperate fully to the best of their ability with the University in the defence of such proceedings and shall be subject to such reasonable direction as the University or its legal counsel shall deem appropriate, failing which such provision of indemnity provided hereby shall forthwith lapse and be of no further force and effect.

10. **Interpretation**

In all Board bylaws, where the context requires, the singular shall include the plural and the plural the singular.

**SECTION II: Board Composition and Rules of Procedures**

**1. Composition and Election/Appointment Procedures**

1.1 The Board shall consist of thirty-two members, whose membership shall be appointed by the Board, each of whom shall have voting rights. The Board shall seek to ensure representation from all designated groups. The membership shall be:

1.1.1 President (ex-officio)

1.1.2 Six persons appointed by the Board of Assumption University.

1.1.3 Two persons appointed by the Alumni Association from among its own number.

1.1.4 Four persons appointed by the Lieutenant Governor in Council.

1.1.5 Four members of the teaching staff elected by and from the Senate.

A faculty member whose leave will end by September 1 is eligible for election to the Senate at the Spring election just prior to his/her return.

The term of office for faculty representatives on the Board shall be three years, provided that they remain on Senate for the duration of the term.

The University Secretariat shall issue the call for nominations. Nominations shall be in writing, signed by the nominator and the person nominated. Nominations must be received within ten calendar days of the "call for nomination". Elections will be conducted by secret ballot at a Senate meeting.

1.1.6 Fifteen other persons to be elected by the Board, as the Board may from time to time determine.

1.1.7 Appointments made to the board shall normally be made taking into consideration the knowledge areas where the Board may be strengthened, in accordance with the *Policy on the Identification of Board Members*.

**1.2 Term of Office**

With the exception of the President and members appointed under section II, paragraph 1.3, Board Members shall hold office for three years, and shall be eligible for reappointment or re-election, as the case may be, for a total of three consecutive three-year terms, provided they continue to represent the constituency for which they were appointed or elected.

**1.3 Replacement of Unexpired Terms**

Where a vacancy on the Board occurs before the term of office for which a Board Member has been appointed or elected expires, the vacancy shall be filled by an appointee from the appropriate body (as defined under 1.1.2-1.1.6) at its earliest convenience, and the board member so appointed or elected shall hold office for the remainder of the term of office of his/her predecessor, at which time s/he shall be eligible for re-election or re-appointment for three successive terms.

**1.4 Board Members Office Deemed Vacated**

A Board Member's office shall be deemed to be vacated if:

- a. such Board Member becomes bankrupt;
- b. such Board Member is convicted of a criminal offense under the Criminal Code of Canada (for which a pardon has not been granted) as a result of which the Board determines such individual to be unfit or inappropriate to act as a Board Member;
- c. an order or a decision of a court or tribunal of competent jurisdiction is made declaring such board member to be mentally incompetent or incapable of managing his or her own affairs;

- d. after thirty days notice to any Board Member, the Board passes a resolution at a meeting at which at least two-thirds of the Board Members are present;
- e. such board member contravenes any University bylaw or policy as a result of which the Board determines such individual to be unfit or inappropriate to act as a Board Member.
- f. such board member has missed three consecutive meetings of the Board, with the exception of meetings missed due to serious health circumstances, or other circumstances acceptable to the Board.

## **1.5 Chair and Vice-Chairs**

- 1.5.1 The Chair shall be elected by the Board upon the recommendation of the Governance Committee. The term of office shall be two years. The Chair monitors agreed upon goals and objectives of the President and acts in an advisory and supportive capacity to the President.
- 1.5.2 The Board, upon the recommendation of the Governance Committee, shall elect two Vice-Chairs, one designated first Vice-Chair, the other, second Vice-Chair. The first Vice-Chair shall normally succeed to the office of Chair upon the expiry of the Chair's term. The second Vice-Chair shall normally succeed to the office of first Vice-Chair upon the latter's succession to Chair. The term of office for Vice-Chairs shall normally be two years, renewable upon the recommendation of the Governance Committee.

The Vice-Chairs shall be informed of the Chair's duties and act in the place of the Chair in the event of the absence or inability to act of the Chair.

## **2. Rules of Procedures**

### **2.1 Board Meetings**

The Board shall hold a minimum of four (4) regular meetings a year. Such regular meetings shall normally be held on the fourth Tuesday of the month at 4pm. A notice of the meeting dates for the upcoming academic year shall be circulated by the University Secretariat, by July of each year.

- 2.1.1 Special meetings of the Board may be called by the Chair (or Vice-Chair(s) acting as designate) or by any three Board Members, or by the President. Five calendar days' notice of the special meeting shall be provided to Board Members.
- 2.1.2 The accidental failure to give notice of a regular or special meeting to any Board Member or any accidental irregularity in connection with the giving of notice shall not invalidate the proceedings at the relevant meeting.

### **2.3 Open and Closed/In-Camera Meetings**

- 2.3.1 Subject to limitations of space, regular and special Board meetings shall be open to the public except for those matters which may be deemed to be confidential including, but not limited to, matters whose disclosure would adversely affect the business, professional or personal reputation of Persons, matters whose disclosure may be prejudicial to the best interests of the University, and matters relating to labour relations, personnel, nominations of the Board Members or Committee Members, real estate, confidential government policies, legal advice and litigation.

A decision to consider a matter at an in-camera meeting shall be taken reasonably. Such a decision may be made by:

- 2.3.1.1 The Chair, the President and the Secretary in accordance with section II, paragraph 2.5.2; or
- 2.3.1.2 The Chair, or in his/her absence, the first Vice-Chair, or in the absence of both the Chair and the first Vice-Chair, the second Vice-Chair, may direct a matter be considered in-camera; or
- 2.3.1.3 The Board may resolve, upon adoption of a motion which shall be non-debatable, to direct that a particular matter be considered in-camera.

- 2.3.2 Confidentiality: All materials, reports, data and other documentation submitted to Board Members for in-camera sessions are confidential until disclosed in an open meeting of the Board or officially announced after the meeting by the President (or his/her designate). (see also section II, paragraph 2.11) Nevertheless, the Chair, the Vice-Chairs, and the President may agree to the release of materials for the purpose of public disclosure, if necessary. Board Members and Committee Members shall observe strictly the confidential nature of business dealt with in in-camera sessions and it shall be their responsibility to ensure that such

information is not divulged to unauthorized persons. Decisions reached during the in-camera session that are to be announced after the meeting will be made public by official announcement or press release only and such publication does not free members of the obligation to hold in confidence the discussions which took place in the meeting or the material involved.

2.3.2.1 Upon appointment, each Board Member or Committee Member shall sign an attestation regarding Confidentiality and Conflict of Interest. (see also section II, paragraph 2.12)

2.3.3 Except by permission of the Chair, members of the public shall not be permitted to address a meeting or to disturb the conduct of a meeting in any way. A member of the public who wishes to address the Board must submit his/her request, including details of the matter for discussion, to the Chair through the University Secretariat at least 14 calendar days prior to the relevant Board meeting. The decision to grant the request shall be at the discretion of the Chair.

## 2.4 **Notice of Agenda**

The Board agenda, minutes of the previous Board meeting, and all reports and other materials to be considered shall be circulated to all Board Members at least five calendar days prior to the meeting.

## 2.5 **Submission of Agenda Items**

All reports, proposals and matters for inclusion on the Board agenda shall come to the Board through a Committee or the President, as appropriate. Notices of motion, Committee reports and all other materials for consideration by the Board must be submitted to the University Secretariat in accordance with the timelines set out by that Office. No other matter, other than that of privilege, shall be dealt with at any regular Board meeting, unless the introduction of such matter is approved by a majority of all Board Members present at such meeting or approved by the Chair in accordance with 2.5.1.

2.5.1 Agendas for Board meetings shall be set by the Chair, the President, and the Secretary.

## 2.6 **Consent Agenda**

Items that normally do not require debate or discussion either because they are routine, standard, or non-controversial, shall be "starred" (identified by an asterisk (\*)) on the agenda. "Starred" items will not be discussed during a meeting unless a member specifically requests that a "starred" agenda item be 'unstarred', and therefore open for discussion/debate. A request to "unstar" an agenda item can be made at any time before (by forwarding the request to the Secretary) or during the meeting. By the end of the meeting, agenda items which remain "starred" (\*) will be deemed approved or received by the Board, as the case may be. No individual motion shall be required for the adoption of "starred" agenda items.

## 2.7 **Motions, Debate and Voting**

2.7.1 All questions at a meeting of the Board shall be decided by a simple majority of the votes cast, with the exception of section II, paragraph 2.7.3, or a motion to reconsider or rescind.

2.7.2 The Chair shall have the right to vote in situations involving a secret ballot. In the case of a secret ballot, the Chair does not have the right to break a tie. In all other methods of voting, the Chair shall have the right to vote only in the case of a tie.

2.7.3 In order to change the Bylaws of the Board, other than to suspend the rules of order, the approval of a two-thirds majority of Board members is required, in a vote cast at a meeting, provided that this be a regular meeting of the Board, or at a meeting of the Board called for this purpose and provided that seven calendar days' notice is given of any proposed change in the Bylaws.

2.7.4 A resolution signed by all Board Members shall have the same force and effect as if passed at a regularly constituted meeting of the Board.

2.7.5 A resolution approved by electronic mail ballot permitted by the Chair and passed by a majority of the Board Members shall have the same force and effect as if passed at a regularly constituted meeting of the Board.

2.7.6 Subject to the Board's own authority to make a special rule of order or procedure, Robert's Rules of Order shall act as a guide to the Board where there are matters of concern that arise for which rules of order or procedure of its own have not been adopted.

- 2.8 **Attendance**  
Board members are expected to attend Board meetings in person. A Board Member's absence from three consecutive regular or special meetings of the Board will result in his/her loss of membership on the Board unless otherwise excused by the Board. Where attendance in person is not possible, Board Members may attend meetings by teleconference or other electronic communication facilities, as permit all individuals participating in the meeting to communicate. Requests for such accommodation must be submitted to the Secretary no later than three calendar days' prior to the meeting at which the accommodation is being sought. (see also section II, paragraph 1.4)
- 2.9 **Quorum**  
Sixteen (16) members of the Board shall constitute a quorum at any meeting, of which a minimum of fourteen (14) board members must be attending in person. The quorum must remain throughout the entire meeting.
- 2.10 **Public Distribution**  
Agendas, minutes and supporting documentation for open meetings of the Board, and updated Board Bylaws shall be available on the Board webpage. Agendas, minutes and supporting documentation for in-camera meetings of the Board shall be available to Board Members and to those authorized by the Board, the Chair or the President.
- 2.11 **Spokespersons**  
The President (or his/her designate) is the spokesperson for the University. In matters pertaining to the President or the functioning of the Board, the Chair (or Vice-Chairs when acting in the capacity of Chair) is the spokesperson for the University. While Board Members are not precluded from speaking about the proceedings held in public meetings, they must declare that they are expressing their personal views and not those of the Board. All matters of business transacted in in-camera sessions shall remain confidential (see section II, paragraph 2.3.2), and when inquiries are made concerning such matters, Board Members shall refer the questioner to the President without comment, with the exception of matters pertaining to the President or the functioning of the Board which shall be referred to the Board Chair without comment.
- 2.12 **Conflict of Interest**  
All Board members must abide by the Board's Conflict of Interest Policy and sign an attestation to this effect. (see also section II, paragraph 2.3.2)
- 2.13 **Rules of Order for Board Committees and Subcommittees**  
The rules of order and meeting procedures adopted for Board proceedings are the rules for all Committees where separate rules based on particular needs or circumstances have not been formally adopted. This includes all Board standing committees and ad hoc committees, but does not include task forces, working groups, and subcommittees of Committees.
- 2.14 Board Committee meetings shall be closed and not open to the public.

### **SECTION III: Board Committees**

#### **1. Principles that apply to all Board Committees**

- 1.1 Board Standing Committees shall have responsibility for broad areas and shall carry out such duties as may be assigned to them from time to time by the Board.
- 1.1.1 Board Standing Committees may create subcommittees, working groups, task forces or other bodies to address issues of specific concern. These special bodies may adopt their own rules of order, including inviting any persons (from or outside of the Board) to serve as voting or non-voting members.
- 1.2 *Ad hoc* Committees may be established by the Board from time to time to attend to matters not within the jurisdiction of a Board Standing Committee. On completion of their mandate such bodies are dissolved.
- 1.3 Unless otherwise specified, the quorum for committee meetings is a majority of the members of that Committee. All members of committees have full participating and voting rights.

- 1.3.1 The Board Chair and the President are ex-officio voting members of all Board Standing Committees, with the exception of the Audit Committee for which only the Chair is an ex-officio member. Should one or both choose to not participate on a specific committee, quorum will be determined based on the participating members of the Committees.
- 1.4 All Board Standing Committees should pursue the highest possible commitment to diversity.
- 1.5 Board Standing Committees, *Ad hoc* Committees, subcommittees, working groups, task forces or other bodies shall have a chair, and may have a vice-chair. (see section III, paragraph 2.3.2.7)
- 1.6 Board Members appointed to Board Standing Committees shall hold office for three years. Terms shall be staggered to ensure consistency and continuity on committees. An “External Member” position on a Committee cannot be filled by Board Members who are University of Windsor faculty, staff or students.
- 1.7 Current membership lists of Board Standing Committees shall be posted to the web and available from the University Secretariat, which shall provide secretariat functions to the standing committees, on campus.
- 1.8 Every attempt will be made to hold committee meetings in person. However, where it would be more expeditious to do so, a meeting may be held by teleconference or other electronic communication facilities, as permit all individuals taking part in the meeting to communicate and participate. The normal rules of order and rules of procedures for the conduct of meetings will hold.
- 1.8.1 At the discretion of the chair of a Committee, where the agenda for a scheduled Committee meeting is composed only of one or two non-controversial matters, the meeting may be cancelled and business conducted by telephone or e-vote, provided that there is no objection by any member of the Committee as to the procedure or the proposed recommendations concerning the agenda matters.
- 1.8.2 Telephone or e-votes may be conducted on business that was thoroughly discussed at a meeting but was not officially dealt with.

## **2. Board Standing Committees**

### **2.1 Audit Committee**

#### **2.1.1 Membership:**

- Chair
- Five External Members of the Board elected by the Board (per section I, paragraph 1.18, and section III, paragraph 1.6)
- Such other persons, who are non-Board Members and from outside the University, as the elected members of the Committee may from time to time appoint, to a maximum of three. Such persons should have experience or expertise in financial accounting, financial controls and auditing practices, health and safety, and/or environmental risk management practices.

2.1.2 Terms of Reference: The Audit Committee is responsible for ensuring that appropriate controls and accountabilities exist within the University with respect to finance and areas of material risk, including but not limited to, environmental issues and health and safety, and submits recommendations to the Board for approval, as appropriate. Specific responsibilities include:

21.2.1 Ensuring that the University's financial reporting processes are sound and that the internal and external audit functions are competently addressed according to the following process:

#### **In the case of External Audit functions**

- a. reviewing and recommending the appointment of the External Auditor, including the fee.
- b. reviewing the External Auditor's Letters of Engagement and Independence and Scope of Services.
- c. reviewing the External Auditor's comprehensive audit plan, scope of the examination, and the nature and level of support to be provided by the internal audit function.
- d. meeting privately with the External Auditor, at least once a year.
- e. monitoring the performance of the external audit function and meeting prior to the year-end with the External Auditor of the University to approve the year-end planning document;

#### In the case of Internal Audit functions

- a. reviewing and approving the Work Plan(s) of the internal audit function as well as reviewing significant findings or recommendations submitted by the Internal Audit Manager and follow-up on resultant action plans.
- b. meeting privately with the Internal Audit Manager, at least once a year, to confirm that the function is objective (free of conflicts), has the capacity and capabilities to perform the Work Plan(s) and the reporting relationship ensures independence from management.
- c. monitoring the performance of the internal audit function.

#### In the case of Financial Statements

- a. reviewing and recommending the University's Annual Audited Financial Statements as well as reviewing significant findings or recommendations submitted by the External Auditor.
- b. reviewing and recommending the University's Annual Audited Pension Plans Statements as well as reviewing significant findings or recommendations submitted by the External Auditor or Investment or Pensions Committees.

2.1.2.2 Ensuring that appropriate processes are in place to identify, report and control areas of significant risk to the University by:

- a. ensuring that appropriate processes are in place to determine management's risk parameters and risk appetite, and to identify, report and control areas of material risk across the organization.
- b. meeting confidentially with the University employee(s) with the responsibility for risk management function, at least once a year, to confirm that the function is objective (free of conflicts), has the capacity and capabilities to perform the work plans, and sufficient organizational authority to facilitate the provision of complete, accurate and timely reports to the Committee.
- c. ensuring that significant material risks are being reported to the Board.

2.1.2.3 Perform such functions as may from time to time be assigned to the Committee by the Board.

## 2.2 Executive Committee

2.2.1 Membership:

- Chair
- Vice-Chairs
- Immediate Past Chair of the Board (if present)
- President
- chair of the Audit Committee
- chair of the Resource Allocation Committee
- One External Member of the Board elected by the Board (per section I, paragraph 1.18, and section III, paragraph 1.6)

2.2.2 Terms of Reference: The Executive Committee is a standing committee of the Board with powers of executive authority as delegated by the Board, as follows:

2.2.2.1 Between regular meetings of the Board, the Executive Committee shall have the power and authority to exercise all the powers of the Board, except to repeal, amend or modify the University Act or bylaws; or to appoint a President or Board Members; or to approve collective bargaining agreements; or to approve the University's strategic plan; or to approve the operating budget. At each regular meeting of the Board, it shall report on all matters with which it has dealt through power to exercise the powers of the Board.

2.2.2.2 The Executive Committee will also be responsible for:

#### Personnel

- a. reviewing and reporting on policies pertaining to the presidential search, performance review framework and succession planning processes.
- b. establishing, on behalf of the Board, the terms and conditions of employment for the President, as well as the starting salary, benefits and other forms of compensation for the President.
- c. reviewing and making recommendations to the Board on the President's performance review and associated salary increase, if any.

- d. ensuring the President has appropriate recruitment processes and evaluation mechanisms for the appointment and review of senior administration; reviewing information from the President on the trends and approaches to determining compensation for vice-presidents and other senior administration; and approving, on behalf of the Board, the compensation framework for the senior administration and monitoring its implementation.
- e. approving, on behalf of the Board, an annual report from the President on all faculty and staff hiring appointments.
- f. providing oversight and advice to the President, on behalf of the Board, on the University's negotiations frameworks and related objectives of the University for collective and other employment agreements with its unionized and non-unionized employees.
- g. receiving ongoing information on the status of labour negotiations.
- h. reviewing and forwarding for approval to the Board, negotiated collective and other compensation agreements.
- i. ensuring that there are appropriate human resources and other policies and procedures in place to comply with statutory responsibilities; and reporting to the Board, as required, on the University's compliance with employment-related legislation.

## 2.3 Governance Committee

### 2.3.1 Membership:

- Chair
- President
- Three members elected by and from the Board, who are not members of the Executive Committee, at least two of whom must be External Members (per section I, paragraph 1.18, and section III, paragraph 1.6)

2.3.2 Terms of Reference: The Governance Committee will make recommendations to the Board with respect governance policies and procedures and nomination/election policies and procedures. Specifically it will be responsible for:

- 2.3.2.1 advising on governance policies and procedures to expedite the Board's ability to fulfill its responsibilities under the University of Windsor Act.
- 2.3.2.2 reviewing and making recommendations to the Board on issues designed to improve the governance structures and practices of the Board.
- 2.3.2.3 continually researching new methods for improving the quality of information provided to Board members.
- 2.3.2.4 ensuring the University is governed by a Board that has the necessary competencies, that is diverse, and that is representative of its constituencies as outlined in the University of Windsor Act.
- 2.3.2.5 providing a slate of potential candidates to the Board for consideration for Board vacancies as per the Board policy, and making recommendations for the reappointment of Board Members and the appointment/reappointment of members to Committees and other bodies as may be appropriate, with a view to ensuring that the skills and expertise required for the Board and each of the Committees are met.
- 2.3.2.6 recommending Lieutenant Governor Order-in-Council candidates to the Minister of Training Colleges and Universities.
- 2.3.2.7 ensuring succession planning and monitoring the leadership needs of the Board and its committees, and recommending to the Board for appointment or reappointment the Chair, Vice-Chairs, Committee chairs, and Committee vice-chairs. Such officers shall be appointed from among the External Members of the Board. (as defined in section III, paragraph 1.6)
- 2.3.2.8 establishing and implementing a program to evaluate the performance of the Board, Board Standing

Committees, and individual Board/Board Committee Members, and making recommendations to the Board as appropriate.

2.3.2.9 acting as the bylaw/policy review and drafting committee and making recommendations for change to Board bylaws and policies, as appropriate.

2.3.2.10 reviewing, at least biennially, the terms of reference of the standing committees and making recommendation to the Board, as appropriate.

## 2.4 Investment Committee

### 2.4.1 Membership:

- Chair
- President
- Two External Members of the Board elected by the Board (per section I, paragraph 1.18, and section III, paragraph 1.6)
- Two elected or appointed members of the Pension Committee who are plan members, elected by the Pension Committee
- Such other persons, who are non-Board Members and from outside the University, as the Chair and the President may from time to time appoint, to a minimum of one and a maximum of three.

2.4.2 Terms of Reference: The Investment Committee will make recommendations to the Board with respect to strategic and operating matters pertaining to investments. Specifically it will be responsible for:

2.4.2.1 reviewing the University's investment strategies, policies and procedures.

2.4.2.2 making recommendations to the Board on the Statement of Investment Policy and Procedures for the University Endowment Fund, Working Capital, and Pension Plans.

2.4.2.3 overseeing and monitoring the investment management of the Endowment Fund, Working Capital Funds, and Pension Plans, and reporting annually to the Board on investment performance.

2.4.2.4 making recommendations to the Board on the appointment and termination of all external fund managers, reviewing regularly the portfolio and the performance of the external fund managers and taking action as may be deemed appropriate.

2.4.2.5 reviewing and making recommendations to the Board with regard to long-term financial borrowing and debt retirement strategies.

2.4.2.6 reviewing with management developments and legislative changes that may have an impact on investment performance of the Endowment Fund, Working Capital and Pension Plans, and reporting annually to the Audit Committee of the Board.

2.4.2.7 ensuring compliance with pension legislation, regulations and regulatory policies with respect to Pension Plan investments.

2.4.2.8 appointing an investment consultant as required.

2.4.2.9 provide updates to the Pension Committee on changes to investment policies and on investment performance with respect to the Pension Plans.

## 2.5 Pension Committee

### 2.5.1 Membership:

- Chair
- President
- Five External Members of the Board elected by the Board (per section I, paragraph 1.18, and section III, paragraph 1.6)
- Three currently employed faculty members
- Three currently employed staff members representing the different employee groups
- One retired faculty member and one retired staff member

- Vice-President, Planning and Administration
- Chief Human Resources Officer (CHRO)
- Executive Director of Finance

2.5.2 Terms of Reference: The Pension Committee will make recommendations to the Board with respect to the administration of the Pension Plans. Specifically it will be responsible for:

2.5.2.1 making and enforcing such rules and regulations as it shall deem necessary for the effective and efficient administration of the Pension Plans, ensuring compliance with pension legislation, regulations and regulatory policies other than with respect to Pension Plan investments, and the filing of appropriate reports, and deciding all questions concerning the pension plan, including who is eligible to participate.

2.5.2.2 reviewing the annual audited financial statements of the University Pension Plans.

2.5.2.3 appointing a consulting actuary and a custodian, and commissioning research on pensions, as required.

2.5.2.4 receiving the valuations of the Pension Plans prepared by the actuary.

2.5.2. reviewing and making recommendations to the Board on the governance of the Pension Plans.

## 2.6 Resource Allocation Committee

2.6.1 Membership:

- Chair
- President
- Vice-Chairs
- Five members elected by and from the Board, at least three of whom must be External Members (per section I, paragraph 1.18, and section III, paragraph 1.6)
- Such other persons, who are non-Board Members and from outside the University, as the Chair and the President may from time to time appoint, to a maximum of three.

2.6.2 Terms of Reference: The Resource Allocation Committee will make recommendations to the Board with respect to the oversight of the property and financial resources of the University. Specifically it will be responsible for:

2.6.2.1 Ensuring that the University has appropriate finance and budget policies in place and making recommendations to the Board on such policies.

2.6.2.2 reviewing the University annual audited financial statements.

2.6.2.3 reviewing and making recommendations to the Board regarding the annual operating budget including academic and non-academic fees, ancillary fees, operating expenditures, one-time funding and expenditures, and overall long-term financial goals and long-term revenue and expense projections.

2.6.2.4 reviewing campus planning and development initiatives and recommending to the Board proposals for the acquisition, disposition or construction of University lands, buildings and infrastructure, in keeping with Board-approved threshold levels.

2.6.2.5 receiving reports and regularly updating the Board on the current operating budget and capital projects.

2.6.2.6 reviewing and making recommendations on annual and long-range plans for the University's physical assets, including standards for facilities renewal and maintenance.

2.6.2.7 ensuring there are processes in place to manage the assets of the University.

2.6.2.8 ensuring that the University has appropriate policies and procedures in place for cost estimating, competitive tendering of bids, awarding of contracts, contract administration, cost control and payment to contractors for all site work, new construction, alterations and major repair.

2.6.2.9 On behalf of the Board, the Committee may approve any consultancies, operating budget variances, or capital projects, in accordance with Board policies or as otherwise delegated by the Board.