



BOARD OF GOVERNORS
EXECUTIVE COMMITTEE
Terms of Reference

- NAME:** Executive Committee.
- STATUS:** The Executive Committee is a standing committee of the Board of Governors.
- MANDATE:** The Executive Committee is established to assist the Board of Governors of MSVU to respond to matters when it is impractical to call a full Board of Governors meeting, and to manage the affairs of the Board between meetings.
- MEMBERSHIP:** Membership of the Committee shall consist of the following
- Ex officio (voting) Members**
- Chair of the Board of Governors, who shall act as Chair of the Committee;
 - Vice-Chair of the Board, who shall act as Vice-Chair of the Committee;
 - Chair, Audit and Risk Committee;
 - Chair, Finance and Campus Planning Committee;
 - Chair, Human Resources and Compensation Committee;
 - Chair, Nominating and Governance Committee.
- Appointed Members (Voting)**
- Two members-at-large (from the Board of Governors) may be appointed at the discretion of the Chair.
- Ex officio (non-voting) Members**
- These ex officio members will be recused during in camera sessions, at the discretion of the Chair.**
- President of the University;
 - Vice-President Academic and Provost;
 - Vice-President Administration.
- Resources**
- University staff as required.
- MEETINGS:** The Executive Committee shall meet no fewer than four times per year.
- QUORUM:** A majority of the total voting membership shall constitute a quorum.
- FUNCTIONS:** It is the general intent of the Board of Governors that all substantial matters not in the ordinary course of business be brought to the full Board for action. In delegating to the Executive Committee authority to act between meetings of the Board, the Board recognizes the need for flexibility – the Executive Committee is empowered to act on matters where action may be necessary between Board meetings and the calling of a special Board meeting, in the opinion of the Chair and the President, is not warranted. In this regard, the Executive Committee will also be responsible for:

1. Acting between meetings of the Board to address any urgent matters that pose an imminent risk to the University or University community. For these purposes, an urgent matter is defined as:
 - a) matters that could impede the continuity of the University or cause imminent risk to the University/University community;
 - b) urgent matters affecting sustainability of the University;
 - c) For clarity, this authority extends to matters of labour relations, including setting the mandate for negotiations, providing guidance and advice, and reporting to the Board of Governors with recommendations for ratification of Collective Agreement terms.
2. Acting between meetings of the Board to address any unforeseen or time-sensitive opportunities.

Any decisions taken at the Executive Committee must be sent to the Board for ratification at its next scheduled meeting. Urgent action taken by the Executive Committee shall be communicated by e-mail to the Board of Governors prior to the next Board of Governors meeting. The Board Chair will take responsibility for this communiqué.

3. Reviewing the macro-agenda of the Board at least twice per year to ensure that the Board is discharging its responsibilities as efficiently and effectively as possible.

Based on the macro-agenda the Executive Committee will develop and plan the agenda for each regular Board meeting and the Annual meeting to ensure:

- a) all appropriate matters are brought before the Board on a timely basis;
 - b) supporting documentation for matters to be decided by the Board are comprehensive and complete.
4. The Executive Committee may act on matters delegated by the Board, with subsequent ratification at the Board's next scheduled meeting, including;
 - a) Such other matters with respect to which the Board may from time to time deem it expedient to delegate its authority to the Executive Committee;
 - b) Any matter arising during the summer months which, in the judgment of the Chair, a Vice-Chair, or in their absence, the President, does not warrant the calling of a special meeting of the Board, subject to any such approval being reported for information to the next regular meeting of the Board.
5. The Executive Committee will monitor the performance of any Board functions that have been delegated.
6. The Executive Committee will review draft minutes of Board meetings and provide feedback to the Governance Secretary on revisions.

REPORTING:

The Executive Committee shall report to the Board as required.

Approved by the Executive Committee: April 11, 2018

Approved by the Board of Governors: April 18, 2018 (consent agenda)

Approved by the Executive Committee: June 12, 2019

Approved by the Board of Governors: June 20, 2019 (consent agenda)

Approved by the Executive Committee: July 9, 2026

Approved by the Board of Governors: