

Board Special Resolution I.1:

Executive Committee Terms of Reference

Category: Board of Governors

Approval: Board of Governors

Responsibility: University Secretary

Date: December 12, 2008; revised April 30, 2010; April 1, 2016; June 15, 2018; May 10, 2019; October 14, 2022; February 7, 2025

The Role of the Executive Committee - Overview

The Executive Committee is established as a standing committee of the Board of Governors by the By-laws of the University.

Committee Terms of Reference

Human Resources

On human resource related matters, the Executive Committee has been delegated authority to act on behalf of the Board of Governors, as set out below:

The Presidency:

- setting the terms and conditions of employment of the President and entering into such instruments in this regard as may be required;
- conducting an annual review of the President's performance pursuant to the Board's policy;
- initiating a review of the presidency in accordance with Board policy (Special Resolution III.2).;
- initiating presidential searches in accordance with Board policy (Special Resolution III.2).

The Board of Governors reserves to itself the power to appoint or terminate the President and Vice- Chancellor.

Senior Administration:

On the recommendation of the President,

- Appointment, promotion, or termination of the Provost, Vice-President(s), or Secretary of the Board shall be presented to the Executive Committee, for approval in advance of invoking the specific action.
- Interim/acting appointments of Provost, Vice-President(s), or Secretary of the Board shall be presented to the Executive Committee for approval in advance of invoking the specific action.

- approving the appointment, contract terms, annual salary ranges, salaries and other matters related to compensation as may be appropriate for the Vice-Presidents and other executive officers of the University, including the University Secretary.

Other Employees:

On the recommendation of the President,

Appointment, promotion, or terminationⁱ of employees at and below the classification of Associate Vice-President or Academic Dean (or equivalent) are deemed to be routine in nature and undertaken pursuant to approved University policy and procedures. These employment changes shall be reported to the Executive for approval ex post facto at a minimum of three times per year. In these instances, the Executive Committee may approve the appointment, promotion, or termination of employees by e-mail vote or other electronic means. The Executive Committee shall provide an annual summary report to the Board of Governors at the last Board meeting of the academic year.

Exempt Personnel:

On the recommendation of the President,

- Reviewing and approving the overall compensation policy and annual adjustments for exempt personnel;
- Considering such other matters affecting exempt employees as are presented to the Committee by the President, from time to time.

Labour Relations:

On the recommendation of the President,

- approving the negotiations frameworks and other matters relating to terms and conditions of employment and collective bargaining;
- reviewing, and recommending for approval by the Board of Governors draft collective agreements for ratification; and
- considering such other labour relations matters as are presented to the Committee by the President, from time to time.

Major Partnerships

- reviewing, consulting with other Board committees as appropriate and making recommendations to the Board on proposals for major partnerships, corporate strategic alliances and strategic positioning.

Risk Management

- overseeing the University's enterprise risk management process and the Board's exercise of its risk oversight responsibilities;
- considering risks related to the Committee's responsibilities for human resources,

labour relations and major partnerships.

General

- Reviewing, and recommending for approval to the Board of Governors those draft policies which are within the jurisdiction of the Board of Governors that do not otherwise fall within the mandate of another committee of the Board;
- Review of matters to be brought before the Board as presented by committee chairs:
 - to ensure the thoroughness of reports, and thereby facilitating productive discussion by the Board of Governors; and
 - to ensure that matters that have cross-committee implications are appropriately managed.
 - to set the Board agenda.
- Where matters arise that are of a time-sensitive nature, the Executive Committee is delegated to exercise any or all of the powers of the Board, between meetings of the Board, on matters to a maximum value of ten (10) million dollars. In fulfilling its mandate, the Executive Committee shall have the following responsibilities: Review and determine matters which, in the opinion of the Chair of the Board and on the advice of the President, shall not be postponed to the next regularly scheduled meeting of the Board and which do not warrant the calling of a special meeting of the Board. The Executive Committee exercises careful consideration to refrain from dealing with any matter that can wait until a regularly scheduled meeting of the Board, or that should be dealt with by a special meeting of the whole Board. Actions taken under delegated authority will be reported to the Board at the next scheduled meeting or at the earliest opportunity.
- Should the Board of Governors not achieve, or maintain, quorum at any meeting, the Executive Committee shall meet under delegated authority to exercise any or all of the powers of the Board.

In carrying out any of these duties, the Executive Committee will meet in camera. The Committee shall have access to such administrative personnel and consultants as it considers appropriate.

Composition:

- Chair of the Board (ex-officio)
- Vice-Chair(s) of the Board
- President (ex-officio)
- Chairs of the Finance & Property Committee, Audit & Investment Committee Nominating & Governance Committee, and Trent Lands Committee.
- One additional external member of the Board, as the Board may deem appropriate in any year, at the Board's discretion.
- As noted in the Board By-Law – The Board shall appoint one of the members of the Executive Committee, other than the Chair or the President, as chair of the Executive Committee.

Next Review:

January 2030

ⁱ Involuntary termination of an employee that may establish precedent, affect institutional reputation, or lead to administrative proceedings shall be reported to the Executive Committee at the earliest opportunity, but preferably discussed with the Executive Committee in advance of invoking the specific action.