

MANDATES OF THE STANDING COMMITTEES OF THE BOARD OF GOVERNORS

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APPEALS COMMITTEE

The mandate of the Appeals Committee is to review any matter which is referred to it by the Chair of the Board of Governors in accordance with Article 40 of the By-Laws, which grants the Board a superintending and reforming power over all decisions affecting or connected with the University.

The Committee is composed of at least three (3) Governors. When requested by the Chair of the Board of Governors, it shall supplement its membership with up to two (2) persons who are chosen from among the members of the Student Tribunal Pool, Faculty Tribunal Pool or Administrative and Support Staff Tribunal Pool established under the *Policy on the Establishment of Tribunal Hearing Pools* (BD-6). The Committee is chaired by an external Governor and meets at the call of the Chair.

AUDIT COMMITTEE

The mandate of the Audit Committee includes:

- a) monitoring the internal audit function as set out in the *Policy on the Internal Audit Function* (BD-13), including the approval and monitoring of the annual internal audit plan;
- b) ensuring that appropriate and effective internal control mechanisms are in place;
- c) ensuring that the necessary follow-ups are carried out with the external auditors;

- d) monitoring the enterprise risk management process for the conduct of the University's affairs as set out in the *Policy on Enterprise Risk Management* (BD-14), including:
 - the review of quarterly Compliance Reports in areas of significant risk to the University, including, but not limited to, legal claims, health and safety matters, environmental issues and other regulatory matters;
 - the review of insurance protection pertaining to all property and liability of the University. A presentation on such insurance protection shall be made annually to the Committee.
- e) reviewing any activity likely to be detrimental to the University's financial situation which is brought to the Committee's attention by the internal auditors or any other person;
- f) dealing with complaints brought to its attention pursuant to the *Code of Ethics and Safe Disclosure Policy applicable to Employees* (BD-4);
- g) recommending changes to the accounting policies and practices of the University;
- h) ensuring the quality of the financial statements, reviewing them with the external auditors and recommending their approval; and
- i) recommending the appointment of the external auditors and the payment of the audit fees.

The Committee must notify the Board of Governors in writing of the discovery of operations or management practices that are unsound or do not comply with the law or regulations or with the University's policies.

The Committee is composed of at least five (5) members, all of whom shall be external Governors. The Committee shall include members who possess accounting or financial expertise, at least one of whom is a member of the professional orders of accountants governed by the Professional Code. The Committee meets at the call of the Chair or, because of an unusual situation, at the request of the President and Vice-Chancellor, the senior financial officer or the internal auditor of the University.

EMPLOYEE BENEFITS COMMITTEE

The mandate of the Employee Benefits Committee includes:

- a) reviewing and monitoring benefits provided to active and non-active employees under the Pension Plan;
- b) recommending modifications to the Pension Plan to the Board;

- c) reviewing and monitoring group insurance and other benefit plans provided to active and retired employees;
- d) recommending to the Board annual premium renewals for the group insurance plans that are cost-shared (Employee-University), except for plans that are exclusively for employee groups with primary membership of part-time employees;
- e) recommending to the Board design changes and all modifications to the group insurance plans, except for plans that are exclusively for employee groups with primary membership of part-time employees; and
- f) recommending to the Board design changes and modifications to other benefit plans.

The Committee consists of the following:

- Three (3) members appointed by the Board from among Board members or former Board members, with the exception of remunerated officers, employees or students of the University, and from whom the Board shall designate one member to act as Chair of the Committee and one member to act as Vice-Chair;
- Two (2) members who are members of the Pension Plan representing active full-time faculty members, to be nominated by the full-time faculty association and appointed by the Board. The term of these members shall be two (2) years. For purposes of continuity within the Committee, the two year terms shall be staggered;
- Two (2) members who are members of the Pension Plan representing the active administrative and support staff to be nominated by such members through the Administrative and Support Staff Electoral College and appointed by the Board. The term of these members shall be two (2) years. For purposes of continuity within the Committee, the two year terms shall be staggered;
- One (1) non-voting member representing active employees belonging to employee groups other than those included in the Administrative and Support Staff Electoral College or CUFA, to be nominated from among those employee groups and appointed by the Board. At a given meeting, in the absence of any of the four (4) voting members representing active employees (designated under the second and third bullet above), this member acquires voting rights pertaining to the matters listed under sections a) and b) of the above mandate as well as to matters listed under sections c), d), e) and f) with respect to the benefits applicable to the employee groups they represent. The term of this member shall be two (2) years;
- One member, as well as one alternate member who acquires voting rights at a given meeting in the absence of the regular member, who are members of the Pension Plan representing the non-active Pension Plan members nominated by such members and appointed by the Board. The term of these members shall be two (2) years;
- The President and Vice-Chancellor or designate;
- The Vice-President, Services or designate;
- The Chair of the Board or designate (non-voting); and
- The University Treasurer and Investment Officer who shall act as Secretary (non-voting).

A member whose term of office has expired shall remain in office until reappointed or replaced.

The Committee meets as required.

EXECUTIVE COMMITTEE

The mandate of the Executive Committee includes:

- a) reviewing the draft agendas and documentation of Board of Governors meetings, making recommendations on the proposals presented to the Board of Governors and ensuring that the Board of Governors' decisions are carried out;
- b) deciding on matters referred to it under a specific delegation of authority from the Board and within the limits defined in the By-laws. All such decisions shall be reported to the Board of Governors at the next meeting;
- c) deciding on matters requiring an urgent or immediate decision between meetings of the Board of Governors and within the limits defined in the By-Laws, in which case any such decisions shall be submitted for ratification by the Board of Governors at the next meeting;
- d) receiving reports and taking any other action prescribed in the *Policy on the Remuneration and Evaluation of Senior Administrators* (BD-8);
- e) acting in an advisory capacity and making recommendations to the Board on all matters related to strategic planning; and
- f) acting in an advisory capacity and making recommendations to the Board of Governors on such other issues which may be referred to it by the Board of Governors, the Chair of the Board of Governors, or the President.

The Committee is composed of at least seven (7) members, and all members shall be Governors. The Chair of the Board of Governors and the President are ex-officio members of the Committee. Of the remaining members, no fewer than three (3) shall be external Governors, one (1) of whom shall be a Vice-Chair of the Board of Governors, and no fewer than two (2) shall be internal Governors, one (1) of whom shall be a Vice-Chair of the Board of Governors. The Committee is chaired by the Chair of the Board of Governors and meets at the call of the Chair.

FINANCE COMMITTEE

The mandate of the Finance Committee includes:

- a) recommending approval of the annual operating and capital budgets, examining the quarterly results and projections relating to the annual operating and capital budgets,

and reporting such to the Board as necessary;

- b) reviewing the use of credit facilities by the University;
- c) recommending all University borrowings or financings over \$1 million including those relating to any matter under the purview of the Real Estate Planning Committee;
- d) recommending all expenditures over \$3 million as well as those expenditures of importance, as defined in the *Policy on Contract Review, Signing and Required Approvals* (BD-1), irrespective of the value of the expenditure; and
- e) reviewing the long-term financial situation of the University.

The Committee is composed of at least seven (7) members, and all members shall be Governors. The Chair of the Board of Governors and the President and Vice-Chancellor are ex-officio members of the Committee. Of the remaining members, no fewer than three (3) shall be external Governors, two (2) of whom shall be members of the Audit Committee, and no fewer than two (2) shall be internal Governors. The Committee is chaired by one of the members of the Audit Committee who does not chair the Audit Committee. The Committee meets at the call of the Chair.

GOVERNANCE AND ETHICS COMMITTEE

The mandate of the Governance and Ethics Committee includes:

- a) recommending governance rules and related policies and a code of ethics for the conduct of the University's affairs;
- b) recommending a code of ethics applicable to Board members and the University's personnel, subject to applicable law;
- c) recommending the expertise and experience profiles to be used in appointing Board members, except for the Chair of the Board of Governors and the President;
- d) recommending the appointment of external Board members based on the aforementioned profiles;
- e) recommending the appointment of the Chair of the Board of Governors as well as the two (2) Vice-Chairs of the Board of Governors;
- f) recommending the appointment of the Chancellor and the Deputy Chancellor as well as the candidates for the titles of Chancellor Emeritus, Governor Emeritus and President Emeritus;
- g) recommending the criteria for evaluating the performance of the Board of Governors and its members;

- h) evaluating the performance of the Board of Governors according to the criteria approved by the Board of Governors and submitting an annual summary of its evaluation to the Board of Governors; and
- i) developing and implementing programs for orientation and ongoing education of Board members.

The Committee is composed of at least six (6) members, and all members shall be Governors. The Chair of the Board of Governors and the President and Vice-Chancellor are ex-officio members of the Committee and except for the Chair of the Board of Governors and President and Vice-Chancellor, no other member of the Committee may also be a member of the Executive Committee. Of the remaining members, no fewer than three (3) shall be external Governors and no fewer than one (1) shall be an internal Governor. The Committee is chaired by an external Governor and meets at the call of the Chair.

HONORARY DEGREE AND CONVOCATION COMMITTEE

The mandate of the Honorary Degree and Convocation Committee includes:

- a) approving all matters relating to convocation policy, including the spring and fall convocation exercises;
- b) conveying proposals regarding honorary degree nominees to Senate for recommendation to the Board of Governors;
- c) conveying proposals regarding Faculty awards of distinction to Senate for recommendation to the Board of Governors;
- d) conveying proposals regarding the establishment of new University-wide awards to be granted at convocation to Senate for recommendation to the Board of Governors; and
- e) coordinating, when called upon to do so, special ceremonial functions that fall under the responsibility of the Board of Governors.

The Committee is composed of (i) at least six (6) Governors including the Chair of the Board of Governors and the President and Vice-Chancellor who are ex-officio members of the Committee, and (ii) three (3) Senators, one of whom shall be a Faculty Dean. The Committee is chaired by an external Governor and meets at the call of the Chair.

HUMAN RESOURCES COMMITTEE

The mandate of the Human Resources Committee includes:

- a) recommending and overseeing the implementation of the human resources policies for the University's employees;

- b) recommending collective bargaining mandates in accordance with the University's budget envelope;
- c) recommending tenure and sabbatical leave of academic personnel in accordance with the multi-year hiring plan;
- d) recommending and overseeing the application of the appointment, remuneration and evaluation policies for senior management personnel;
- e) ensuring that an external legal opinion is sought, as appropriate, in the case of termination of senior management personnel; and
- f) acting in an advisory capacity and making recommendations to the Board on all matters related to human resources.

The Committee is composed of at least seven (7) Governors and all members shall be Governors. The Chair of the Board of Governors and the President are ex-officio members of the Committee. Of the remaining members, no fewer than three (3) members shall be external Governors and no fewer than two (2) shall be internal Governors. The Committee is chaired by an external Governor and meets at the call of the Chair.

PART-TIME EMPLOYEE BENEFITS COMMITTEE

The mandate of the Part-Time Employee Benefits Committee includes:

- a) recommending to the Board annual premium renewals for the group insurance plans that are cost-shared (Employee-University) and that are exclusively for employee groups with primary membership of part-time employees; and
- b) recommending to the Board design changes and modifications to the group insurance plans that are exclusively for employee groups with primary membership of part-time employees;

The Committee consists of the following:

- One (1) member appointed by the Board from among Board members or former Board members, with the exception of remunerated officers, employees or students of the University, to act as Chair of the Committee;
- Three (3) members representing active employees belonging to employee groups with primary membership of part-time employees, i.e. employee groups other than those included in the Administrative and Support Staff Electoral College or CUFA, to be nominated from among those employee groups and appointed by the Board. The term of these members shall be two (2) years. For purposes of continuity within the Committee, the two year terms shall be staggered;
- The Chair of the Board of Governors or designate;

- The Vice-President, Services or designate; and
- The University Treasurer and Investment Officer who shall act as Secretary (non-voting).

A member whose term of office has expired shall remain in office until reappointed or replaced.

The Committee meets as required.

REAL ESTATE PLANNING COMMITTEE

The mandate of the Real Estate Planning Committee includes:

- a) recommending a comprehensive short and long-term strategic plan for the management and development of the University's real estate and proposing ways in which this plan can be harmonized with the mission of the University as well as its overall strategic planning objectives;
- b) recommending policies with respect to the construction of new buildings and the expansion and renovation of existing buildings at the University;
- c) recommending proposals to maximize the use and advantages to the University of all property and physical plant occupied by the University, particularly those facilities which are owned by the University;
- d) recommending all expenditures over \$3 million as well as those expenditures of importance, as defined in the *Policy on Contract Review, Signing and Required Approvals* (BD-1), irrespective of the value of the expenditure, relating to the construction of new buildings and the expansion, repairs, and renovation of existing buildings and premises at the University; and
- e) recommending proposals regarding the acquisition or the disposal of buildings or properties.

The Committee is composed of at least seven (7) Governors including the Chair of the Board of Governors and the President and Vice-Chancellor who are ex-officio members of the Committee. Of the remaining members, no fewer than three (3) members of the Committee shall be external Governors and no fewer than two (2) members of the Committee shall be internal Governors. The Committee may also include persons who are not Governors. The Committee is chaired by an external Governor and meets at the call of the Chair.

*As approved by the Board of Governors of Concordia University on January 17, 1990;
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