



Governance and Planning Committee

TERMS OF REFERENCE

Approved by the Board of Governors on June 19, 2018

Revised on February 28, 2023

1. PURPOSE

The purpose of the Committee is to oversee the Board's governance activities and policy responsibilities, including:

- (a) ensuring the Board has an effective governance framework and the Board is effective in carrying out its responsibilities;
- (b) developing and recommending Capilano University's approach to good governance;
- (c) overseeing the review of matters relating to Board-specific policies, in accordance with section 4 below;
- (d) assisting the Board in fulfilling its strategic oversight responsibilities by providing advice as needed on strategic planning for the University; and
- (e) leading processes to support and evaluate the effectiveness of the Board, committees, the Board Chair and individual Board members.

2. COMPOSITION AND QUORUM

The Board Chair will appoint at least four members to the Committee and the chair of the Committee.¹

Committee quorum will be a majority of the Committee members.²

3. DUTIES AND RESPONSIBILITIES

The principal duties of the Committee are:

3.1. Governance

- (a) annually review the Committee's Terms of Reference and orient new Committee members;

¹ Bylaws Policy B.306, article 11.1.

² Bylaws Policy B.306, article 11.1

- (b) annually review the Board's governance framework, including:
 - i. reviewing the Board Manual for effectiveness, relevance and clarity;
 - ii. reviewing the roles and responsibilities of the Board, the Chair, and other Board members;
 - iii. reviewing the relevance of individual committees and committee terms of reference;
 - iv. taking into account changes to the *University Act* and other governing legislation, policy and/or strategic direction that affect the duties and responsibilities of the Board;
 - v. taking into account developments and emerging best practices in corporate governance and ensuring compliance by the University with all applicable regulatory requirements relating to corporate governance;
- (c) assist and support the annual review processes for evaluating the effectiveness of the Board, committees, Chair and individual Board members, including the Board's annual self-assessment survey, and make recommendations to the Board to improve its effectiveness; provide oversight for the Board's Codes of Conduct and Ethics;
- (d) ensure appropriate Board member orientation, and ongoing professional development taking into account the Board's Skills and Competencies Matrix and the Board's annual self-evaluation.

3.2. Policy

- (a) oversee the review of Board policies and make recommendations for developing, updating, or rescinding board policies to the Board for approval, in accordance with section 4 below;
- (b) receive from management the annual policy priorities list, in accordance with section 4 below;
- (c) seek and receive the advice of Senate on Board educational policies pursuant to section 35.2(6) of the University Act. The Committee will inform the Board of Senate's advice;
- (d) liaise with Senate as necessary
- (e) receive annual report on B.401 Sexual Violence Policy as per sections 15.2 and 15.4 of the policy.

3.3. Strategic Oversight

- (a) Review and provide advice as needed on strategic planning for the University;
- (b) Review and recommend to the Board approval of the strategic plan;
- (c) Review and recommend to the Board approval of the academic plan;
- (d) Review strategic initiatives and the integrated plans and key performance indicators;
- (e) Monitor, on a regular basis, performance against strategic plans, with a focus on key risk and strategies; and
- (f) Annually review and recommend to the Board approval of the draft Institutional Accountability Plan and Report (IAPR).

4. POLICY REVIEW BY BOARD COMMITTEES

The duties and responsibilities of the Executive and Human Resources, Finance Committee, Audit and Risk Committee and Investment Management Committee include policy review on certain matters as set out in the terms of reference for those committees. Each of the committees is responsible for making recommendations for developing, updating, or rescinding board policies on those matters to the Board for approval.

The Governance and Planning Committee is responsible for reviewing board policy and making recommendations for developing, updating, or rescinding board policies to the Board for approval on matters not covered in the terms of reference for the other Board committees.

5. ACCOUNTABILITY

The Committee is accountable to the Board.

The Committee has no power to make decisions on behalf of the Board, except as specifically directed by the Board or authorized by the Board through the Committee's Terms of Reference or otherwise.³

The Committee shall carry out its duties and responsibilities and the work assigned from time to time by the Board, shall report to the Board, and may make recommendations to the Board. All recommendations presented to the Committee for consideration shall be reported to the Board.⁴

The Committee will review its Terms of Reference annually and recommend any changes to the Board for approval.⁵

The Committee is accountable to remain informed about emerging best practices in corporate governance relevant to the work of the Committee.⁶

6. MEETINGS

The Committee will meet at least once each year, or more frequently as deemed necessary by the Committee.

The Committee Chair, in consultation with the senior administrator(s) assigned to support the Committee or designate, schedules the meetings and develops the agenda for each Committee meeting.

³ Board Charter (Policy B.308), article 2.5.

⁴ Board Bylaws (Policy B.306), article 10.4.

⁵ Board Bylaws (Policy B.306), article 10.4.

⁶ Board Charter (Policy B.308), article 2.5.

Committee members may participate in a Committee meeting by means of conference telephones or other communication facilities by which all participants in the meeting can understand and communicate with each other.⁷

Committee meetings may be held by electronic means when in person meetings are not practical. When synchronous meetings are held by electronic means the same rules as for in- person meetings will apply.⁸ Asynchronous meetings may be held over email when synchronous meetings are not practical in accordance with the rules set out in article 9.1(e) of the Board Bylaws (Policy B.306).

In accordance with article 10.3 of the Board Bylaws (Policy B.306), Committee meetings are not public and shall be attended by Board members only, with any guests invited by the Committee chair, and with University administrators assigned to serve as resource persons or who are requested to attend by the Chair.

The Committee shall maintain minutes of its meetings.

7. EXTERNAL ADVISORS

The Committee may engage independent advisors at the expense of the University when it deems necessary, subject to the approval of the Board Chair.

8. COMMITTEE CALENDAR

The chart below summarizes the Committee’s meetings for the academic year and the work priorities as per the terms of reference. The Committee Chair may amend the chart without Board approval if necessary to accomplish the work of the Committee.

⁷ Board Bylaws (Policy B.306), article 9.1(c).

⁸ Board Bylaws (Policy B.306), article 9.1(e).

	Activity	Information /Approval	Meetings				
			#1 September	#2 November	#3 February	#4 April	#5 June
3.1	Governance						
a)	Review Terms of Reference	Approval	X				
	Orient new Committee members		X				
b)	Review Governance Framework and Manual	Approval	X				
c)	Review effectiveness of Board, Committees, Chair and individual Board members (Annual Board Self-Assessment Survey) and make recommendations to the Board to improve its effectiveness						X
d)	Provide oversight for Board's Code of Conduct and Ethics		As required				
e)	Board member orientation		X				
	Professional development for Board members		As required				
3.2	Policy						
a)	Review Board policies and make recommendations to Board	Approval	As required				
b)	Receive annual policy priorities	Information	X				
c)	Seek and receive advice of Senate on Board educational policies and inform Board of Senate's advice	Information	As required				
d)	Liaise with Senate		As required				
e)	Receive annual report on B.401 Sexual Violence Policy as per sections 15.2 and 15.4 of the policy						X
3.3	Strategic Oversight						
a)	Review and provide advice as needed on strategic planning for the University		As required				
b)	Review and recommend to the Board approval of the strategic plan	Approval	As required				
c)	Review and recommend to the Board approval of the academic plan	Approval	As required				
d)	Review strategic initiatives and the integrated plans and key performance indicators	Information					
e)	Monitor, on a regular basis, performance against strategic plans with a focus on key risk and strategies	Information					X
f)	Annually review and recommend to the Board approval of the Institutional Accountability Plan and Report (IAPR)	Approval					X