



Governance and Planning Committee

TERMS OF REFERENCE

Approved by the Board of Governors on June 19, 2018

Revised on November 26, 2024

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.¹

Annually, a chair and a vice-chair of the Committee will be appointed by the Board Chair.

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

¹ Board Governance Manual, 35 (e).

² Board Governance Manual, 32 (e)

3. DUTIES AND RESPONSIBILITIES

Subject to the powers and duties of the Board, the Committee will perform the following duties:

3.1. Terms of Reference

- a) annually reviews the Committee's Terms of Reference and orients new Committee members;
- b) reviews changes to all standing Committees' Terms of Reference and makes recommendation for Board approval;
- c) receives at the end of the year, a year in review report from management to confirm that the work set out in the committees' duties and responsibilities was completed.

3.2. Policy

- a) oversees 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) receives at the first meeting of the year Committee's policy list (in accordance with section 4 below) and workplan for the year and receives at the end of the year a summary report on what was actually completed against the plan.
- c) seeks and receives 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) liaises with Senate as necessary
- e) receives an annual report on B.401 Sexual Violence Policy as per section 15.2 of the policy.

3.3. Governance

- a) annually review the Board's governance framework, including:
 - i. reviewing the Board Governance 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;

- b) assist and support the Board’s annual self-assessment survey process for evaluating the effectiveness of the Board, committees, Chair and individual Board members, including:
 - i. reviewing and finalizing questions in the Board’s self-assessment survey. Questions are shared with the Board as part of the consent agenda for closed board meeting;
 - ii. reviewing the annual attendance record and self-assessment survey report and making recommendations including changes to board orientation and survey for the following year for the Executive and Human Resources Committee’s consideration.
- c) provide oversight for the Board’s Codes of Conduct and Ethics; and
- 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.

3.4. 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):
 - i. review draft IAPR and provide feedback to Institutional Research;
 - ii. review final IAPR and recommend to the Board for approval.

4. POLICY REVIEW BY BOARD COMMITTEES

The duties and responsibilities of the Executive and Human Resources Committee, Finance Committee, and Audit and Risk 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 will review its Terms of Reference annually and recommend any changes to the Board for approval.⁴

The Committee will review proposed changes to all standing committees Terms of Reference and recommend to the Board for approval.

The Committee will carry out the work assigned in the Committee Terms of Reference as well as any additional mandates as approved from time to time by the Board. Standing committees will report to the Board on work completed and recommendations for Board's 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 (1) 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.

Committee members may participate in a Committee meeting by means of online platforms 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 section 32 (a) of the Board Governance Manual.

³ Board Governance Manual, 35 (a) (e)

⁴ Board Governance Manual, 35 (d)

⁵ Board Governance Manual, 35 (d)

⁶ Board Governance Manual, 18 (a)

⁷ Board Governance Manual, 32 a

⁸ Board Governance Manual, 32 a

In accordance with 35 (c) of the Board Governance Manual, 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 duties and responsibilities of the Committee as per section 3 of the terms of reference. The Committee Chair may amend the chart without Board approval if necessary to accomplish the work of the Committee.

	Activity	Information /Approval	Meetings				
			#1 September	#2 November	#3 February	#4 April (if needed)	#5 June
3.1	Terms of Reference						
a)	Review Committee's Terms of Reference and orient new committee members	Approval	X				
b)	Reviews changes to all standing committees' terms of reference and makes recommendation for Board approval		X				
c)	Receives year in review report to confirm work set out in the committee's duties and responsibilities was completed						X
3.2	Policies						
a)	Review Board policies and make recommendations to Board	Approval	As required				
b)	Receives Committees' policy list and workplan of expected activities for the year.	Information	X				
	Receives summary report on policies work completed during the year against the workplan.	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	Governance						
a)	Review Governance Framework and Board Manual	Approval	X	As required			
b)	Board's Self-Assessment Survey:						
b i)	Review and finalize questions in the Board's self-assessment survey. *Questions are shared with the Board as part of the consent agenda for closed board meeting	Approval			X		
b ii)	Review annual attendance record	Information					X
	Review self-assessment survey report	Information					X

	make recommendations including changes to board orientation and survey for the following year for the Executive and Human Resources Committee's consideration	Approval						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					
3.4 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	X	X	X			
e)	Monitor, on a regular basis, performance against strategic plans with a focus on key risk and strategies	Information						X
f)	Institutional Accountability Plan and Report (IAPR):							
f i)	Review draft IAPR and provide feedback to Institutional Research	Information						X
f ii)	Review final IAPR and recommend to the Board for approval	Approval	X					