



## ***Governance and Planning Committee***

### **TERMS OF REFERENCE**

Approved by the Board of Governors on June 19, 2018

Revised on March 24, 2020

#### **1. PURPOSE**

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

- ensuring the Board has an effective governance framework and the Board is effective in carrying out its responsibilities;
- developing and recommending Capilano University's approach to good governance;
- overseeing the development and review of matters relating to Board-specific policies, in accordance with section 4 below;
- assisting the Board in fulfilling its strategic oversight responsibilities by providing advice as needed on strategic planning for the University; and
- 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.<sup>1</sup>

Committee quorum will be a majority of the Committee members.<sup>2</sup>

#### **3. DUTIES AND RESPONSIBILITIES**

The principal duties of the Committee are to:

##### Governance

- (a) annually review the Committee's Terms of Reference, orient new Committee members and develop a work plan for the coming year;

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<sup>1</sup> Bylaws Policy B.306, article 11.1.

<sup>2</sup> 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, including the BRDO’s BC Governance and Disclosure Guidelines for Governing Board of Public Sector Organizations; 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;
- (d) provide oversight for the Board’s Codes of Conduct and Ethics;
- (e) 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;

#### Policy

- (f) oversee develop and review board policy and make recommendations for developing, updating, or rescinding board policies to the Board for approval, in accordance with section 4 below;
- (g) annually establish policy priorities for approval by the Board;
- (h) 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;
- (i) liaise with Senate as necessary;

#### Planning

- (j) review and provide advice as needed on strategic planning for the University, including the strategic plan and initiatives and operational and capital plans; monitoring, on a regular basis, performance against strategic and operational plans, with a focus on key risks and strategies; and
- (k) annually reviewing the draft Institutional Accountability Plan and Report (IAPR).

#### **4. POLICY DEVELOPMENT AND REVIEW BY BOARD COMMITTEES**

The duties and responsibilities of the Executive and Human Resources, Finance and Audit and Investment Management committees include policy development and 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 developing and 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.<sup>3</sup>

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.<sup>4</sup>

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

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

#### **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.

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<sup>3</sup> Board Charter (Policy B.308), article 2.5.

<sup>4</sup> Board Bylaws (Policy B.306), article 10.4.

<sup>5</sup> Board Bylaws (Policy B.306), article 10.4.

<sup>6</sup> 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.<sup>7</sup>

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.<sup>8</sup> 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. TIMETABLE**

The timetable outlines the Committee's annual schedule of activities. The Committee Chair may amend the timetable without Board approval if necessary to accomplish the work of the Committee.

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<sup>7</sup> Board Bylaws (Policy B.306), article 9.1(c).

<sup>8</sup> Board Bylaws (Policy B.306), article 9.1(e).

|   | Activity   | Jan         | Feb | Mar | Apr | May | Jun | Jul | Aug | Sep | Oct | Nov | Dec |
|---|--|-------------|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|
| 1 | Orientation and Planning   |             |     |     |     |     |     |     |     | X   |     |     |     |
| 2 | Review Terms of Reference  |             |     |     |     | X   |     |     |     |     |     |     |     |
| 3 | <b>Governance</b>  |             |     |     |     |     |     |     |     |     |     |     |     |
|   | Review Governance Framework and Manual                             |             |     |     |     | X   |     |     |     |     |     |     |     |
|   | Review Board evaluation process                                    | X           |     |     |     |     |     |     |     |     |     |     |     |
|   | Conduct Board evaluation   |             |     | X   |     |     |     |     |     |     |     |     |     |
|   | Board orientation  |             |     |     |     |     |     |     | X   |     |     |     |     |
|   | Recommend and lead professional development for Board members      | As required |     |     |     |     |     |     |     |     |     |     |     |
| 4 | <b>Policy</b>  |             |     |     |     |     |     |     |     |     |     |     |     |
|   | Establish Annual Policy Priorities                                 |             |     |     |     | X   |     |     |     |     |     |     |     |
|   | Develop and review Board policies and any recommended changes      | As required |     |     |     |     |     |     |     |     |     |     |     |
|   | Review and provide advice on strategic planning for the University | As needed   |     |     |     |     |     |     |     |     |     |     |     |
| 5 | <b>Planning</b>  |             |     |     |     |     |     |     |     |     |     |     |     |
|   | Planning advice - strategic planning                               | As required |     |     |     |     |     |     |     |     |     |     |     |
|   | Planning advice - operational and capital plans                    |             |     | X   |     |     |     |     |     |     |     |     |     |
|   | Monitor strategic plans  | As needed   |     |     |     |     |     |     |     |     |     |     |     |
|   | Review IAPR  |             |     |     |     |     | X   |     |     |     |     |     |     |