

1.B-2003: Board of Governors Committee Meetings

1. Committees of the Board

1.1 Organization

The Board may establish such special or standing committees as it from time to time determines and may dissolve, suspend, or re-establish such committees. The Board shall define the powers and duties of committees and may appoint the Chair of each committee. Each committee (unless otherwise provided) may fix its quorum, elect its Chair and establish its rules of procedure. Committee membership will be presented to the Board at the first meeting of each new calendar year.

1.2 Appointment of Committee Members

Members to committees shall be appointed by the Board on recommendation of the Governance & Nominating Committee and may be removed by the Board at any time. Filling of vacancies occurring in the membership of a committee shall be recommended by the Governance & Nominating committee, and brought before the Board at the next meetings after the vacancies occur, or as soon thereafter as may be convenient. Notwithstanding, the remaining members of the committee shall have authority to exercise the full powers of the committee, providing that a quorum remains in office.

Only committee members shall attend committee meetings unless the Committee Chair, the Board Chair or the President request the attendance of non-committee persons for the purpose of providing information that could be of benefit to the committee.

1.3 Ex-Officio Members

The President of the University is an ex-officio member of all Board committees except the Audit & Risk Committee. The President of the University is an ex-officio member of all internal committees.

Approval Authority	Responsible Office	Effective Date	Date Last Revisited
Board of Governors	President's Office	February 28, 2003	December 9, 2019

1.4 Committee Reports

The Chair of each Standing Committee shall submit a report of the proceedings of such committee at the next following general meeting of the Board, or whenever required by the Board. A record of the minutes of all committee meetings shall be kept by the Recording Secretary and will be distributed to committee members via e-mail following each meeting. Committee reports will be included in appendices with the minutes of the general Board meetings, and will be kept with the official records of the minutes in the Office of the Secretary of the Board. When available, committee reports will also be posted on the University internal computer site. Items of business and record of process will be made available to the Board and senior administrative staff, who are observers of and advisors to the Board, on request unless otherwise ordered by the Board.

1.5 Committee Meetings

Meetings shall be held at the call of the Chair of the committee or in their absence, at the call of any two members of a committee and shall be held at such place and at such time as the Chair or two members respectively may appoint. The Secretary to the Board will notify members of the time and place of said meeting at least 48 hours in advance of the meeting. Notification will take place by e-mail or telephone.

Any such committee so appointed may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit provided, however, that a majority of the members of each committee shall constitute a quorum thereof for the transaction of business. Questions arising at any meeting of a committee shall be decided by a majority of votes and in the case of an equality of votes the Chair of the meeting shall have a second or casting vote.

A record shall be kept of the proceedings of every meeting of each committee, and it is the responsibility of the Chair of the committee to submit a report of such proceedings to the Secretary of the Board as soon as conveniently possible thereafter.