



Executive Committee Terms of Reference

1. Authority

Pursuant to Article 3.3 of the Bylaws, the Executive Committee may exercise all the powers and authority of the Governors during intervals between meetings of the Governors, except those requiring more than a simple majority to approve.

2. Mandate / Purpose

This committee adheres to the Bylaws of St. Mary's University. When the Board is not in session, the Executive Committee can make decisions on behalf of the Board on a timely basis if necessary. The Committee shall:

2.1 Review and make recommendations concerning:

- government and external relations;
- fund-raising and development; and
- matters not assigned to other committees.

2.2 Co-ordinate activities of other Board Committees.

2.3 Oversee succession planning with respect to the Chair and Vice-Chair of the Board of Governors.

2.4 Appoint Committee Chairs.

2.5 Act as a consultative body to Chair.

2.6 Ensure liaison with President and administration

2.7 Approve agendas and attachments for regular Board meetings

2.8 Deal with such other matters with respect to which the Board may from time to time deem it expedient to delegate its authority to the Executive Committee.

2.9 Act on any urgent matter which, in the opinion of the Chair or Vice-Chair of the Board, time does not permit the calling of a regular or special meeting of the Board

2.10 Review any matters relating to the property, revenue, business and affairs of the University prior to the submission of such matters to the Board, and prepare or cause to be prepared and submitted to the Board such information and data as the Executive Committee considers pertinent to assist in the consideration of such matters by the Board.

2.11 Review succession plans for senior administration.

2.12 Annually review the terms of reference of the Committee and recommend to the Board any required changes.

Approval Authority	Responsible Office	Effective Date	Date Last Revisited	Review Frequency
Board of Governors	Governance & Nominating Committee	December 4, 2025		Annual

3. Chairperson and Membership

In accordance with Article 3.3 of the Bylaws, the Executive Committee shall consist of the Chair and Vice-Chair of the Board, the Chancellor, the President, and at least two and up to four other Governors who are committee chairs to be nominated by the Chair and confirmed by the Governors. The committee shall be chaired by the Chair of the Board.

4. Limits on Authority

The Committee has decision-making power pursuant to Article 3.3 of the Bylaws and to the extent authority is expressly delegated or assigned by the Board in these Terms of Reference or by a resolution of the Board. If the Committee has occasion to act, it shall report its action for ratification at the first meeting of the Governors after such action has been taken.

5. Reliance on Management and Experts

The Committee may enlist the assistance of any member of the University and any professional that it deems useful in its work.

6. Limitations on Committee's Duties

In contributing to the Committee's work, each member of the Committee shall be obligated only to exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. No Committee member is subject to a standard of care or diligence that is in any way more onerous or extensive than the standard to which all Governors are subject.

7. Meetings

The Executive Committee shall meet at the discretion of the Chair after 7 days written notice to the members. Normally, the Executive Committee meets at least seven to fourteen days before the next scheduled general Board of Governors meeting. Meetings may be called at any time when the Board is not in session to deal with unforeseen issues.

The agenda shall be set by the Chair of the Board in consultation with the President. Minutes of the meetings and a record of documentation shall be kept by the Governance Officer. Minutes or notes shall be circulated to the Executive Committee members within the first week after the meeting. A quorum shall consist of a majority of members.

8. Decision-Making Process

The Committees will vote on motions with a simple majority required. The Chair shall only vote in the event of a tie. All members of this committee shall be voting members, including the President.

9. Reporting to the Board

The chair will provide a written and / or verbal report for each Board Meeting and as required.

10. Annual Work Plan

The Committee shall develop and approve an annual work plan to be provided to the Board for information.

11. Review of Terms of Reference

The Committee shall review its Terms of Reference annually and recommend any necessary revisions to the Board of Governors for approval.