

POLICY TYPE:	Governance Process
POLICY TITLE:	Committee Terms of Reference
EFFECTIVE DATE:	June 2022
REVISION DATE:	
RENEWAL DATE:	May 2026

In this policy, unless otherwise defined herein or the context requires otherwise, words have the same meaning as they do in the Definitions Schedule to By-law No. 1 of the College.

1. COMMITTEE PRINCIPLES

- 1.1 A Committee shall conduct its affairs in accordance with By-law No. 1 and College policies.
- 1.2 Subject to Section 2, except as specifically provided for in this By-law, a policy, or a resolution of the Board:
 - (a) a Committee cannot make a decision that binds the Board or the College, except as provided for in By-law No.1 and this policy;
 - (b) a Committee may not speak or act for the Board; and
 - (c) a Committee does not have authority over College Employees or operations.
- 1.3 The Board shall review and approve all actions taken at a Committee meeting and all recommendations made by a Committee.
- 1.4 The Board shall appoint the members of the Committees who shall hold office at the pleasure of the Board.
- 1.5 Every Governor shall be appointed to a minimum of one (1) Committee.
- 1.6 Internal Governors are permitted to serve as Vice-Chair of a Committee; however, an Internal Governor cannot be appointed as Chair of a Standing Committee as they cannot serve as a member of the Executive Committee.
- 1.7 Unless provided otherwise, the term of appointment to a Committee is one year and Committee members are eligible for re-election or re-appointment for additional terms.
- 1.8 The Chair and Vice-Chair of a Committee can serve successive one-year terms.

- 1.9 A Governor not appointed to a particular Committee can attend a meeting of another Committee as a guest, with the exception of Internal Governors who cannot attend a meeting of the Executive Committee. When attending as a guest, the Governor is permitted to sit at the table and participate in discussion, but is not entitled to vote on any matter.
- 1.10 Committees shall act in support of the College's mission, vision, values and strategic plan.

2. EXECUTIVE COMMITTEE

- 2.1 The Board shall establish an Executive Committee. Subject to Section 2.4 and the direction of the Board, the terms of reference of the Executive Committee are:
- (a) To recommend to the Board the composition of a Presidential Search Committee, as required, to conduct a search and recommend the appointment of a President.
 - (b) To recommend the appointment and/or reappointment of a President, including the terms of employment of the President, to the Board.
 - (c) To annually review the President's performance.
 - (d) To annually review and approve the salary changes for all staff reporting to the President.
 - (e) To review and approve College organizational changes affecting the senior leadership team.
 - (f) To review and approve the expense accounts of the President.
 - (g) To review and approve the expense accounts of the Governors.
 - (h) To consider and recommend to the Board the attendance of Governors at relevant, external educational functions.
 - (i) To annually conduct a formal review of the Board.
 - (j) To review all major legal actions and contractual arrangements and prepare recommendations for consideration by the Board.
 - (k) To recommend for approval by the Board, the conferring of the title "president emeritus".
 - (l) To act on behalf of the Board in any matter which may arise, subject to Board approval at the next meeting of the Board:

- (i) requiring such prompt attention that it is not practical to convene a special meeting of the Board; or
 - (ii) during periods when a quorum of the Board cannot be obtained.
- (m) To exercise the powers of the Board in respect of such matters as the Board may refer to it from time to time.

2.2 **Membership**

The membership of the Executive Committee shall consist of:

- (a) The Chair of the Board, who will also be the Chair of the Executive Committee;
- (b) The Vice-Chair of the Board, who will also be the Vice-Chair of the Executive Committee;
- (c) The Chairs of each of the Audit and Finance Committee, the Nominating Committee, and the Governance Review Committee; and
- (d) The President.

The Board Secretary shall be entitled to attend meetings of the Executive Committee and shall act as a resource of the Executive Committee.

2.3 **Meetings**

Meetings shall be held as established by the schedule referred to in Section 18 of By-law No. 1 or at the request of the Chair of the Executive Committee. All meetings will be held in-camera.

2.4 **Non-Delegable Matters**

The Executive Committee shall not have any of the following powers:

- (a) To appoint Governors.
- (b) To appoint the auditor of the College.
- (c) To issue debt obligations except as authorized by the Board.
- (d) To approve financial statements in place of the Board.
- (e) To adopt, amend or repeal By-laws.

3. AUDIT AND FINANCE COMMITTEE

3.1 The Board shall establish an Audit and Finance Committee. Subject to the direction of the Board, the terms of reference of the Audit and Finance Committee are:

- (a) To oversee College financial practices, reporting processes, systems of internal control, and review appropriateness of existing College accounting policies, disclosures and reserves.
- (b) To oversee the audit process, including recommending the independent auditor and reviewing: audit fees, audit scope of work, annual audited financial statements and management letter.
- (c) To review the annual operating and capital budgets.
- (d) To monitor risk through the annual risk register and assessment of long-term capital projects.
- (e) To review proposed private-public partnerships and regular progress reports of major projects.
- (f) To investigate any financial matter brought to its attention by the Board Chair or President.
- (g) To receive the annual College investment report.
- (h) To review the Schedule of Authorities policy.
- (i) To perform such other oversight functions as may be assigned to the Committee by the Board.

The Committee shall fulfill its responsibilities consistent with Board and institutional policy, financial literacy and the Canadian public sector accounting standards for government not-for-profit organizations (PSAB).

3.2 Membership.

Subject to Section 3.3, the membership of the Audit and Finance Committee shall consist of:

- (a) The Chair of the Board;
- (b) A minimum of four (4) other Governors appointed by the Board; and
- (c) The President.

3.3 The Chair and Vice-Chair of the Committee will be appointed by the Board. At least one member of the Committee shall have accounting or

related financial experience. A majority of the Audit and Finance Committee members must not be Officers or Employees of the College or of any of its affiliates.

- 3.4 The Board Secretary and Treasurer shall be entitled to attend meetings of the Audit and Finance Committee and shall act as resources of the Audit and Finance Committee.
- 3.5 The auditor of the College is entitled to notice of the time and place of any Audit and Finance Committee meeting.
- 3.6 Meetings

Meetings shall be held a minimum of five (5) times per year, as established by the schedule referred to in Section 18 of By-law No. 1 or at the request of the Chair of the Board, the Chair of the Committee, or at the direction of the Board. All meetings will be held in-camera.

4. NOMINATING COMMITTEE

- 4.1 The Board shall establish a Nominating Committee. Subject to the direction of the Board, the terms of reference of the Nominating Committee are:
 - (a) To recommend to the Board the composition of the Committees following a review of the skill requirements for the Committees and their Chairs, Governor relevant experience, and preferences indicated in surveys.
 - (b) To ensure the election of a Chair and Vice-Chair of the Board occurs in accordance with the Roles and Duties of Officers Policy.
 - (c) To solicit and review nominations to fill External Governor vacancies and to make recommendations to the Board regarding potential external candidates, based on current legislation, policies and By-laws. When making its recommendations and nominations, the Committee shall consider the skills and expertise required by the Board of Governors and its Committees at that time.
 - (d) To oversee the reappointment process for External Governors and recommend reappointments to the Board.
 - (e) To oversee the implementation of the procedures set out in By-law No. 4, which regulates the election of Internal Governors.
 - (f) To support and monitor and the Board's mentorship program.
 - (g) To annually review the Board skills matrix.

4.2 Membership

The membership of the Nominating Committee shall consist of

- (a) The Chair of the Board;
- (b) A minimum of four (4) other Governors appointed by the Board; and
- (c) The President.

4.3 The Chair and Vice-Chair of the Committee will be appointed by the Board.

4.4 The Board Secretary shall be entitled to attend meetings of the Nominating Committee and shall act as a resource of the Nominating Committee.

4.5 Meetings

Meetings shall be held a minimum of twice (2) per year, as established by the schedule referred to in Section 18 of By-law No. 1 or at the request of the Chair of the Board, the Chair of the Committee, or at the direction of the Board. All meetings will be held in-camera.

5. GOVERNANCE REVIEW COMMITTEE

5.1 The Board shall establish a Governance Review Committee. Subject to the direction of the Board, the terms of reference of the Governance Review Committee are:

- (a) To review current governance practice to ensure effective operation of the Board.
- (b) To confirm how the current governance policy structure is serving the College and explore ways to build on these strengths.
- (c) To assist the Board in fulfilling its governance oversight responsibilities.
- (d) To develop strategies to assist new Governors to develop advanced governance knowledge.
- (e) To develop an effective communication mechanism for the flow of information between Committees and the Board.
- (f) To review each By-law and each policy at least once every 5 years and more often where: (i) otherwise required by a review schedule prescribed in the policy, (ii) the By-law or policy is affected by new legislation, Directives or rules, or (iii) is otherwise appropriate.

- (g) To receive and review the President's annual compliance report.
- (h) To plan annual Board retreat.

5.2 Membership

- (a) The Chair of the Board;
- (b) A minimum of four (4) other Governors appointed by the Board; and
- (c) The President.

5.3 The Chair and Vice-Chair of the Committee will be appointed by the Board.

5.4 The Board Secretary shall be entitled to attend meetings of the Governance Review Committee and shall act as a resource of the Governance Review Committee.

5.5 Meetings

- (a) Meetings shall be held a minimum of twice (2) per year or at the request of the Chair of the Board, the Chair of the Committee, or at the direction of the Board.
- (b) All meetings will be held in public, unless a matter meets the requirements for an in-camera meeting under subsection 16.2 of By-law No. 1, at which time the Committee shall move in-camera.

6. GENERAL

6.1 The Board may fill any vacancies occurring on such Committees.

6.2 Minutes of the proceedings of any Committee shall be kept in a book or books for that purpose, which shall always be open for inspection by any Governor. Minutes of the Governance Review Committee shall be open for inspection by members of the public.

6.3 The Board shall receive an information report outlining recommended actions for approval at the next regular Board meeting following the meeting of a Committee.

6.4 Any Committee may meet for the transaction of business, adjourn and, except as provided in this By-law or the resolution establishing the Committee, regulate its meetings as it thinks fit. Motions arising at any meeting of a Committee shall be decided by a majority of votes cast. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.

6.5 Section 19 of By-law No. 1 (Conflict of Interest) applies to Committees.

6.6 Quorum:

- (a) A quorum for each Committee consists of a simple majority of the voting members (half plus one).
- (b) Only Governors listed as members of the Committee may make motions and vote at Committee meetings.
- (c) When a Governor declares a conflict of interest at a Committee meeting, the quorum shall be a majority of the remaining Governors.

7. MONITORING

As part of its annual self-evaluation, the Board will review the effectiveness of its Committees and recommend any changes to structure, format or policy to the Executive Committee.

8. RELATED LEGISLATION, MINISTER'S BINDING POLICY DIRECTIVES AND OTHER DOCUMENTS

8.1 Durham College By-law No. 1

8.2 Ministry's Binding Policy Directive – Governance and Accountability