



NUMBER **GP 150**

TITLE **TERMS OF REFERENCE OF BOARD
COMMITTEES AND TASK GROUPS**

BOARD OF GOVERNORS POLICY

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NEXT REVIEW June 15, 2026

1. PURPOSE

This policy outlines the general terms of reference for all committees of the Board. It is intended to supplement the specific terms of reference established for each standing committee. This policy also provides guidelines on appointments to Board liaison and representative roles.

2. MANDATE AND AUTHORITY

Board committees are established to support the Board's ability to effectively and efficiently fulfill its governance and oversight responsibilities. Board committees specialize in key areas of the Board's mandate, and where appropriate, develop recommendations that go to the full Board for approval. Committees review and analyze, in depth, policies and strategies recommended by management, as well as performance, reporting, risks, and other matters consistent with the Committees' terms of reference. Committees operate under delegated authority from the Board and shall not act or make decisions on behalf of the Board unless specifically mandated to do so.

3. MEMBERSHIP AND INDEPENDENCE

Board members are expected to serve on at least one standing committee. All standing Board committees shall be comprised of no less than three voting members of the Board. Committee members shall possess the qualifications and experience necessary to fulfill the relevant committee mandate. In accordance with good governance principles, and to ensure the appropriate level of Board independence, voting members of the Finance/Audit, and Human Resources Committees shall have no direct or indirect material relationship with the college.

Once a board member is assigned to a committee, attendance and participation is expected. The President attends meetings and participates as an ex-officio member of Board committees, but shall not have any voting rights. Committee members shall act independently from the college's management and shall have the best interests of the college, students and other stakeholders as their primary consideration.

4. APPOINTMENTS

The three standing committees of the Board are: Finance/Audit, Human Resources, and Governance.

5. COMMITTEE OPERATIONS

i. Committee Chairs

Annually, the Finance/Audit Committee and the Human Resources Committee shall elect a chair to a one-year term. Chairs shall be eligible for re-election. The Vice Chair will chair the Governance Committee.

ii. Terms of Reference

Each Committee shall maintain and adhere to a Terms of Reference (TOR) that shall reflect a work plan and timetable. Annually, each Committee shall review its TOR and recommend changes as appropriate.

iii. Committee Support

The Corporate Secretary (or a nominee in their absence) shall serve as recording secretary for each committee meeting, and will provide additional committee support as required. Each individual committee shall identify designated management resources as appropriate.

iv. Reporting

Each committee must keep the Board regularly informed of its activities and bring forward on a timely basis any important matters or recommendations required under its mandate. The chair of each committee shall provide written minutes to the Board after every committee meeting, summarizing the significant items discussed or actions taken, and tabling any recommendations for consideration by the Board.

v. External Advisors

Subject to advance consultation with the Board Chair, each committee may engage any external advisor that the committee considers necessary in order for it to fulfill its duties. Such engagements shall be at the expense of the college, and will be reasonable under the circumstances.

vi. Meetings

Frequency

Each committee will meet as frequently as necessary in order to fulfill its responsibilities and carry out its mandate. The TOR for each standing committee specifies the minimum meeting frequency each year.

Notice and Agendas

The chair of each committee, in consultation with the committee members, the Executive Assistant and designated management shall determine the agenda for each meeting. Committee members shall receive advance notice of each meeting and related materials in sufficient time for the members to adequately prepare for the meeting. In an urgent situation, the committee chair will give as much notice as is practicable in the circumstances. In all cases, committee members may unanimously waive notice.

Quorum and voting

Decision making at the committees is normally by consensus. When a vote is required, the majority of voting members shall constitute a quorum. A simple majority of committee members present at a meeting is sufficient to pass a resolution of the committee.

Telephone or virtual meetings

Committee meetings may take place by telephone or by other communications device that permits all persons participating in the meeting to speak and hear one another. A member who participates in the meeting by such means is counted as present at the meeting.

Conduct of Meetings

The committee chair shall preside at each committee meeting, and shall ensure the meeting is conducted effectively and efficiently, with timely follow up of issues. The committee chair shall arrange for an alternate in their absences.

In-Camera sessions

All committees may hold an in-camera session without management present as a regular feature of each committee meeting.

Minutes

The minutes of all Committee meetings shall be approved by the committee members and executed by the committee chair and recording secretary.