

December 19, 2018

VICTORIA UNIVERSITY

**MANDATE OF THE
GOVERNANCE AND UNIVERSITY AFFAIRS COMMITTEE
OF THE BOARD OF REGENTS**

1 Purpose

The purpose of the Governance and University Affairs Committee (“the Committee”) is to provide assistance to the Board of Regents (“the Board”) in fulfilling its legal obligations under the *Victoria University Act* (“the Act”) and its By-laws with respect to the development and monitoring of governance principles and guidelines for Victoria University (“the University”), and oversight of university advancement activities and non-academic student policies.

In addition to the foregoing, the Nominating and Appointments Sub-Committee (“the Sub-Committee”) of the Committee provides assistance to the Board in fulfilling its legal obligations with respect to nominations to the Board and its standing committees, and appointments of the officers of the University under approved policies. The Sub-Committee is also charged with the assessment of the performance of the Board, its standing committees and its members.

2 Authority

The Committee is established pursuant to By-law Number One.

3 Membership

3.1 Committee

The Committee shall include the Chair of the Board; the President of the University; the two Principals; three student members (including the VUSAC president and the ECSS President); one teaching staff member of the Board; at least four external members of the Board, one of whom will be appointed Chair of the Committee; advisory and non-voting members consisting of the Executive Director, Alumni Affairs and Advancement; Dean of Students; Bursar; and Registrar.

3.2 Sub-Committee

The Sub-Committee shall consist of the Chair of the Committee, the Chair of the Board, the President of the University, the two Principals, one student member of the Board and two external members of the Board.

4 Responsibilities

4.1 The Committee shall have the following responsibilities:

(a) To generally oversee governance matters and in connection therewith, to develop and review the University's approach to governance, including developing and updating from time-to-time a set of governance principles and guidelines that are specifically applicable to the University;

(b) To receive on a regular basis reports from the Executive Director, Alumni Affairs and Advancement, and the Dean of Students;

(c) To review and recommend approval of non-academic policies that affect student life at or associated with the University; and

(d) To set up sub-committees and special task forces that may be required for specific tasks and projects. (e) To report to the Board annually as required by the *Policy on Diversity Within the Board of Regents*; and

(f) To provide to each Board member for signature (i) a document outlining the Board's expectations of its members, and (ii) a Declaration of confidentiality.

4.2 The Sub-Committee shall have the following responsibilities:

(a) To oversee the elections of members of the Board prescribed by the Act and/or the By-laws;

(b) To make recommendations for appointments to the Board under Section 4(2) of the Act. The Sub-Committee will seek the advice of the Principal of Emmanuel College and the General Secretary of The United Church of Canada on nominations of members of the Board. Some of the members under this Section shall be familiar with theological education and, in particular, with the principles and polity of The United Church of Canada. Nominees may include one member of the administrative staff of the University;

(c) To prepare a slate of nominees for the Board's Standing Committees and their Sub-Committees for the Board's review and approval, taking into account the skills, knowledge and abilities required in the membership of the committees and discussing proposed membership with the committee chairs;

(d) To assist in the appointments of the officers of the University according to approved policies;

(e) To assess the competencies and skills of the Board as a whole and of each Board member and to assess the performance of the Board, its standing committees and members, and provide a recommended plan of action to the Board, as required.

5 Meetings of the Committee

The Committee shall meet with such frequency and at such intervals as it shall determine are necessary to carry out the Committee's duties and responsibilities, but shall meet not less than three times in each calendar year.