

September 2020

## **Governance and Nominations Committee**

### **Membership:**

Chair of the Board  
Vice-Chair of the Board – as Chair of the Committee  
Past Chair (if available) or another board member as appointed  
Chancellor  
President and Vice-Chancellor

### **Resource Person:**

Executive Director, University Governance (University Secretary)

### **Duties:**

The role of the Governance and Nominations Committee, on behalf of the Board of Governors, is to provide strategy and executive oversight on matters regarding the Board's governance, policies and bylaws, including the Board governance processes. This Committee also oversees the University's strategic plan development and all matters regarding oversight of the President's performance and compensation.

#### *Strategic Direction*

1. Review and recommend to the Board approval of the University's strategic plan, and develop mechanisms for the Board to participate in its development.
2. Review and recommend to the Board approval of the University's Performance Measurement Framework. Receive and review for information periodic reports on the Performance Measurement Framework.

#### *Presidential Search*

3. Oversight of the presidential search process, including recommendations to the Board on presidential search consultant, development of position profile, and composition of the presidential search advisory committee.

#### *Executive Oversight*

4. Recommend to the Board approval of the President's annual objectives that will be used to measure the President's performance. At least annually, review and report to the Board on the performance of the President, and on all policies governing the President. Make recommendations to the Board regarding the President's annual performance bonus and compensation.
5. Receive annually reports from the President on executive priorities, and on the development of the leadership team.

#### *Governance*

6. Develop and propose to the Board approval of a work plan for the Board each year.
7. Periodically review the Board's committee structure and recommend approval of any changes.
8. Through the Board Chair, conduct exit interviews for retiring members of the Board.

9. From time to time, review and recommend approval of good governance practices to the Board.
10. Annually review its terms of reference and recommend changes to the Board as appropriate.

Nominations

11. Annually update the membership skills needed by the Board, completing the Board skills assessment matrix.
12. When required, solicit, receive and review names of potential members of the Board, maintaining a proposed suite of candidates for presentation to the government for order-in-council appointments as vacancies arise. Review and recommend individuals for re-appointment to the Board, as required.
13. Review and recommend to the Board approval of the standing committee chairs.
14. Review composition of standing committees and, using the Board members' declared preferences, recommend to the Board approval of the annual assignment of Board members to committees.
15. Initiate and oversee the process for Chair and Vice-Chair succession.
16. Ensure compliance with the Protocol Agreement that outlines the relationship between the Government and the Board.

Act on behalf of the Board

17. Deal with duties or matters delegated to it by the Board in the intervals between meetings of the Board.
18. Deal with issues or matters which may arise and for which a specific committee of the Board is unavailable or has not been struck.
19. In the event of an emergency issue arising between Board meetings that require immediate action, meet as a Committee and determine whether to call an emergency meeting of the Board.

**Annual Work Plan and Reporting:**

| <b>Key Agenda Items/Activities</b>   | <b>Sept</b> | <b>Dec</b> | <b>Mar</b> | <b>May</b> | <b>Jul</b> | <b>At least annually or as required</b> |
|--|-------------|------------|------------|------------|------------|---|
| Committee Terms of Reference and work plan – for approval  | √           |            |            |            |            |   |
| DSA Committee Terms of Reference and work plan – for approval  | √           |            |            |            |            |   |
| Board of Governors annual work plan – for approval   | √           |            |            |            |            |   |
| President's report – for information   | √           | √          | √          | √          | √          |   |
| Performance Measurement Framework with measures updated where available – for approval/information   | √           | √          | √          | √          | √          |   |
| Board of Governors strategic question – for discussion   | √           | √          | √          | √          | √          |   |
| Key Messages – for information   | √           | √          | √          | √          | √          |   |
| Annual board evaluation report – for information   | √           |            |            |            |            |   |
| Discuss process and if a tender is required to hire a consultant to perform the annual President's performance review process – for discussion | √           |            |            |            |            |   |

| <b>Key Agenda Items/Activities</b>  | <b>Sept</b> | <b>Dec</b> | <b>Mar</b> | <b>May</b> | <b>Jul</b> | <b>At least annually or as required</b> |
|---|-------------|------------|------------|------------|------------|---|
| Senate report – for approval/information  |             | √          | √          |            | √          |   |
| Plan annual meeting with Ministry and officials pursuant to the Protocol Agreement  |             | √          |            |            |            |   |
| Summary of University of Regina Board External Directorships – for information  |             | √          |            |            |            |   |
| Complete the annual board skills matrix – once annually and in time to inform upcoming board member vacancies                     |             | √          |            |            |            |   |
| Upcoming annual board meeting schedule for the next fiscal year – for approval  |             | √          |            |            |            |   |
| Annual policy update – for information  |             |            | √          |            |            |   |
| Initiate President’s performance review process with consultant – for approval  |             |            | √          |            |            |   |
| Review President’s performance review criteria – for approval   |             |            | √          |            |            |   |
| Annual survey on Board Governance – for decision  |             |            |            | √          |            |   |
| Initiate annual call for committee and officer preference from board members – for information                                    |             |            |            | √          |            |   |
| President’s annual performance review – for discussion and approval   |             |            |            | √          |            |   |
| President’s performance objectives for the year following – for approval  |             |            |            | √          |            |   |
| President’s report on VP’s and USEC performance – for information   |             |            |            |            | √          |   |
| President’s annual salary review – for discussion and approval  |             |            |            |            | √          |   |
| Review recommendation for acting President – for approval   |             |            |            |            | √          |   |
| Committee appointments (including Committee Chairs) – for approval  |             |            |            |            | √          |   |
| Board chair and vice-chair election – for approval  |             |            |            |            | √          |   |
| Initiate annual Board evaluation  |             |            |            |            | √          |   |
| Hire a consultant to perform the annual President’s performance review process – for approval                                     |             |            |            |            |            | √                                       |
| Receive reports from Board chair on exit interviews   |             |            |            |            |            | √                                       |
| Receive reports on the implementation and progress of the strategic plan  |             |            |            |            |            | √                                       |
| Recommend chancellor and president emeritus appointments – for approval   |             |            |            |            |            | √                                       |
| Act on behalf of the Board in between Board meetings – calling the Board together for emergency matters                           |             |            |            |            |            | √                                       |
| Deal with issues or matters which may arise and for which a specific committee of the Board is unavailable or has not been struck |             |            |            |            |            | √                                       |
| Meet to discuss renewals and new appointments for Order-in-councils   |             |            |            |            |            | √                                       |
| Approve/review/initiate changes to the Board of Governors by-laws and governance related polices                                  |             |            |            |            |            | √                                       |

| <b>Key Agenda Items/Activities</b>  | <b>Sept</b> | <b>Dec</b> | <b>Mar</b> | <b>May</b> | <b>Jul</b> | <b>At least annually or as required</b> |
|---|-------------|------------|------------|------------|------------|---|
| Assess when to offer financial refresher and/or other Board development opportunities |             |            |            |            |            | √                                       |
| Oversight of presidential search process  |             |            |            |            |            | √                                       |