

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:

Chief Governance Officer

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. Support important relationships including with the Minister of Advanced Education and Boards of federated college partners.

Presidential Search and Renewal

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.
4. Oversight of reappointment process, to commence during the penultimate year of the President's term.

Executive Oversight

5. 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. Make recommendations to the Board regarding the President's annual performance bonus and compensation.
6. Receive annually reports from the President on executive priorities, and on the development of the leadership team.

Governance

7. Develop and propose to the Board approval of a work plan for the Board each year.

8. Periodically review the Board's committee structure and recommend approval of any changes.
9. Through the Board Chair, conduct exit interviews for retiring members of the Board.
10. From time to time, review and recommend approval of good governance practices to the Board.
11. Propose Board retreat dates and content, and lead planning of Board retreat topics and activities.
12. Annually review its terms of reference and recommend changes to the Board as appropriate.

Nominations

13. Annually update the membership skills needed by the Board, considering the Board skills survey results.
14. 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.
15. Review and recommend to the Board approval of the standing committee chairs.
16. 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.
17. Initiate and oversee the process for Chair and Vice-Chair succession.
18. Ensure compliance with the Protocol Agreement and/or current accepted practice that outlines the process for Government appointees to the Board.

Act on behalf of the Board

19. Deal with duties or matters delegated to it by the Board in the intervals between meetings of the Board.
20. Deal with issues or matters which may arise and for which a specific committee of the Board is unavailable or has not been struck.
21. 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:

Key Agenda Items/Activities	Sept	Dec	Mar	Apr	Jul	At least annually or as required
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	√					

Key Agenda Items/Activities	Sept	Dec	Mar	Apr	Jul	At least annually or as required
President's annual performance review and feedback – for approval	√					
President's annual compensation review – for discussion and approval	√					
President's report – for information	√	√	√	√	√	
Board of Governors strategic question – for discussion	√	√	√	√	√	
Review and confirm the annual President's performance review process and timelines, and bonus criteria framework – for approval		√				
Summary of University of Regina Board External Directorships – for information		√				
Initiate annual Board self-evaluation (review survey questions and confirm process) – for discussion		√				
Senate report – for approval/information		√	√		√	
Complete the annual board skills survey – once annually and in time to inform upcoming board member vacancies		√				√
Annual board self-evaluation report – for information			√			
Annual policy update – for information			√			
Initiate annual call for committee and officer preference from board members – for information			√			
Review President's draft Objectives for the upcoming year and provide feedback				√		
Committee appointments (including Committee Chairs) – for approval				√		
Board chair and vice-chair election – for approval				√		
Upcoming annual board meeting schedule for the next fiscal year – for approval					√	
Annual assessment of Board Governance – for decision					√	
President's Objectives for the year following – for approval					√	
President's report on VP's and USEC performance – for information					√	
Review recommendation for acting President – for approval					√	
Plan meeting with Ministry and officials pursuant to the Protocol Agreement						√
When appropriate, hire a consultant to perform the annual President's performance review – for approval						√
Receive reports from Board chair on exit interviews						√

Key Agenda Items/Activities	Sept	Dec	Mar	Apr	Jul	At least annually or as required
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 Order-in-Council renewals and new appointment recommendations						√
Approve/review/initiate changes to the Board of Governors by-laws and governance related polices						√
Assess when to offer financial refresher and/or other Board development opportunities						√
Propose Board retreat timing and topics, and lead planning of retreat activities						√
Meet with the Board leadership and President of Campion College, First Nations University of Canada, and Luther College						√
Oversight of presidential search and renewal processes						√