

1. PURPOSE

The Executive Committee (The “Committee”) is established by the University of Prince Edward Island Board of Governors (The “Board”) pursuant to the provisions of Section 14 (1) (k) of the *University Act R.S.P.E.I. 1988 Cap. U-4* to assist the Board in its oversight of matters related to the appointment, performance and remuneration of the President; the relationship with Senate; the functioning of the Board; and to act on behalf of the full Board under exceptional circumstances, as provided for in these Terms of Reference.

2. VALUES

The Committee contributes to the effective governance of the University by promoting a culture of transparency, accountability, honesty, and ethical behaviour.

3. MANDATE

The Committee’s mandate is:

- 3.1. To assist the Board in providing oversight of evaluation and remuneration of the President.
- 3.2. To assist the Board in evaluation and compensation of the University Secretary.
- 3.3. To act on behalf of the Board in exceptional circumstances.
- 3.4. To develop Board agendas.
- 3.5. To coordinate the development of Board and standing committee workplans.
- 3.6. To monitor the Board’s relationship with Senate.
- 3.7. To advise the Board on strategic and reputational matters.

4. AUTHORITY

The Committee has authority to:

- 4.1. Use University resources, in accordance with University policies and internal control systems, to conduct or request the conduct of any research or investigation into any matter within the scope of its mandate.
- 4.2. At the University’s expense, retain independent consultants or other expertise to advise the Committee.
- 4.3. Invite key personnel to their meetings to provide information and report on the areas overseen by the Committee.

4.4. Act on behalf of the Board under exceptional circumstances as detailed in 13.3 below.

5. COMPOSITION AND TERMS OF OFFICE

5.1. The composition of the Committee is established by the Board as follows:

- 5.1.1. The Chair of the Board
- 5.1.2. Vice-Chair of the Board
- 5.1.3. Secretary of the Board
- 5.1.4. Chairs of all Standing Committees of the Board
- 5.1.5. The President

6. THE CHAIR OF THE COMMITTEE

- 6.1. The Chair of the Board shall serve as the Committee Chair.
- 6.2. In the absence or unavailability of the Committee Chair, one of the other members of the Committee present shall be chosen by the Committee to act in place of the Chair.
- 6.3. The Chair does not vote unless it is needed to break a tie.
- 6.4. The Committee Chair shall fulfil the role assigned to the Committee Chair in the University by-laws, in any role description, and as may be assigned by the Board.

7. QUORUM

Fifty percent of voting Committee members present in person or by teleconference shall constitute quorum at a meeting.

8. WORKPLAN AND REPORTING

The Committee shall:

- 8.1. Develop and seek Board approval of an annual Board workplan.
- 8.2. Develop and approve an annual workplan to be provided to the Board for information.
- 8.3. Report to the Board after each meeting and annually with respect to its workplan and the fulfilment of its Terms of Reference.

9. MEETING AGENDA

The agenda for each Committee meeting will be prepared by the University Secretary in consultation with the Committee Chair.

10. MEETINGS

- 10.1. The Committee shall meet at least five (5) times annually or more frequently as required.
- 10.2. The Committee may additionally call special meetings outside the regular calendar of Board meetings, or request electronic voting, to attend to matters that are time sensitive.
- 10.3. Meeting materials shall be provided to the Committee in sufficient time to allow for proper preparation and, ideally, at least one week prior to the date of the scheduled meeting.
- 10.4. It is expected that Committee members shall make every effort to attend all meetings in person or by teleconference. The Committee Chair shall report to the Governance, Nominating and Appeals Committee on member attendance.

11. CONFLICT OF INTEREST

Committee members shall adhere to the Board of Governors Code of Conduct, the University's Conflict of Interest Policy and the University's values on accountability and integrity.

12. RESOURCES

The Office of the President shall provide all necessary resources the Committee may require for its proper functioning.

13. RESPONSIBILITIES

13.1. Evaluation and Remuneration of the President

The Committee shall support the Board Chair to facilitate the performance management process for the President including annual objective setting, evaluation of performance against objectives, deciding on the President's performance rating after consultation with the Board as to their views on the extent to which objectives were filled, and compensation adjustments, if any.

13.2. Evaluation and Compensation of the University Secretary

- 13.2.1. The Committee shall work with the President to set annual objectives for and conduct an evaluation of the performance of the University Secretary on an annual basis.
- 13.2.2. The Committee shall review and approve compensation changes, if any, for the University Secretary.

13.3. Act on behalf of the Board

- 13.3.1. The Committee may, under exceptional circumstances and, where the calling of a Board meeting is not practical, act on behalf of the Board to address an urgent matter posing a significant and imminent risk to the University or its community.

13.3.2. The Committee, at the next scheduled Board meeting, must provide full details of such meetings to the Board, including when they were held and decisions taken, if any.

13.4. Board Agenda

The Committee shall:

- 13.4.1. Develop the agenda for Board meetings in consultation with the President and the University Secretary.
- 13.4.2. Ensure that all relevant matters are brought before the Board on a timely basis.
- 13.4.3. Ensure that supporting documentation to agenda items are comprehensive and complete.

13.5. Board and Standing Committee Workplans

The Committee shall:

- 13.5.1. Establish an annual workplan for the Board and report on progress at the annual meeting of the Board.
- 13.5.2. Coordinate the development of committee workplans, including facilitating alignment among work of committees.

13.6. Oversight of Relationship with Senate

The Committee shall:

- 13.6.1. Monitor the Board and Senate relationship and address identified gaps.
- 13.6.2. Identify and recommend to the Board mechanisms to facilitate an effective working relationship with the Senate.

13.7. Strategic and Reputational Matters

The Committee shall make recommendations to the Board regarding its involvement in important strategic and reputational matters, including, but not limited to, academic quality and research.

13.8. Other Matters

The Committee shall:

- 13.8.1. Examine matters that are brought forward by the President for advice.
- 13.8.2. Advise the Board on policies falling within the mandate of the Committee.

13.9. The Committee shall carry out such other responsibilities as may be delegated by the Board.

14. REVIEW OF THE TERMS OF REFERENCE

The Terms of Reference shall be reviewed on an annual basis unless indicated otherwise by the Board.

