

1. PURPOSE

The Governance, Nominating and Appeals Committee (The “Committee”) is established by the University of Prince Edward Island Board of Governors (The “Board”) pursuant to the provisions of the *University Act R.S.P.E.I. 1988 Cap. U-4* (The “Act”) to assist the Board in setting and overseeing governance practices of the University of Prince Edward Island (The “University”) and its Board and to hear and dispose of appeals that fall under the jurisdiction of the University Act.

2. VALUES

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

3. MANDATE

The Committee’s mandate is to assist the Board in fulfilling its governance responsibilities and in hearing and disposing of appeals that fall under Section 14(1) (l) of the Act.

4. AUTHORITY

4.1. The Committee has the authority to:

4.1.1. 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.

4.1.2. At the University’s expense, and with prior approval of the Executive Committee, retain independent consultants or other expertise to advise the Committee.

4.1.3. Invite key personnel to their meetings to provide information and report on the areas overseen by the Committee.

4.1.4. Make recommendations to the Board on matters falling within the mandate of the Committee.

4.2. The Committee has the authority to appoint an Appeal Panel to hear appeals that fall under Section 14 (1) (l) of the Act:

To hear appeals from the decision of any organization, member of faculty, officer of employee of the University by any person affected thereby, but only when that decision would otherwise be final, and the decision of the Board or a committee of the Board authorized under clause (k) to hear the appeal shall be final within the University – University Act, Section 14 (1) (l)

- 4.3. The Committee recognizes that the Senate is authorized to, pursuant to Section 24 (j) of the Act, “render a final decision on academic appeals and on student discipline appeals”.
- 4.4. Notwithstanding Section 24 (j) of the Act, the final decision on all appeals, including decisions on academic and student discipline appeals, remains under the authority of the Committee, as provided by Section 14 (1) (l) of the Act. In reaching their final decision on student appeals, the Committee shall, however, accord deference to the Senate Committee’s decision.
- 4.5. With respect to appeal hearings, the Committee has the authority to:
 - 4.5.1. Hear and dispose of appeals made to the Board pursuant to the *Rules and Procedures for Appeals* issued by the Board of Governors.
 - 4.5.2. Dispose of appeals in a summary manner or stay a decision under appeal in appropriate circumstances and pursuant to the *Rules and Procedures for Appeals*.

5. COMPOSITION AND TERMS OF OFFICE

- 5.1. Committee members shall be appointed annually by the Board and shall consist of four (4) or more Board Governors appointed on the recommendation of the Committee. At least one member shall have a background in policy development. At least one member shall have expertise or a designation in board governance.
- 5.2. The Chair of the Board shall be an ex-officio voting member of the Committee.
- 5.3. The President shall be an ex-officio voting member of the Committee.
- 5.4. Appeal Panel
 - 5.4.1. The Committee as delegated by the Board of Governors, shall appoint an Appeal Panel of three (3) or more non-conflicted members from its appointed membership, to consider, hear, and make decisions on behalf of the Board with respect to any matter under appeal falling within Section 14 (1) (l) of the University Act.
 - 5.4.2. The Chair shall also act as Chair of the Appeal Panel.
- 5.5. Vacancies
 - 5.5.1. Appointed voting members shall hold office until their successors are appointed or they cease to be Board members, whichever comes first.
 - 5.5.2. The Committee shall advise the Board of vacancies on the Committee.
 - 5.5.3. The Board, on the recommendation of the Governance, Nominating and Appeals Committee, may fill vacancies of members of the Committee for the remainder of the current term of appointment.

6. THE CHAIR

- 6.1. The Board, on the recommendation of the Governance, Nominating and Appeals Committee, shall appoint a Committee Chair to preside at its meetings.
- 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 Chairs 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.

8. WORKPLAN AND REPORTING

The Committee shall:

- 8.1. Develop and approve an annual work plan to be provided to the Board for information.
- 8.2. Report to the Board after each meeting and annually with respect to its work plan and the fulfillment of its Terms of Reference.

9. MEETING AGENDA

The agenda for each meeting will be prepared by the University Secretary, in consultation with the Committee Chair and the Chair of the Board and will be approved by the Committee Chair.

10. MEETINGS

- 10.1. The Committee shall meet at least four (4) times annually, or more frequently as required.
- 10.2. The Committee Chair may also call special meetings outside the regular calendar of Board meetings or request electronic voting to attend to time-sensitive matters.
- 10.3. Meeting materials shall be provided to the Committee in enough time to allow for proper preparation and, ideally, at least one week before the scheduled meeting.
- 10.4. It is expected that Committee members shall make every effort to attend all meetings in person or by teleconference.

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. Board and Standing Committees Membership and Succession Planning

The Committee shall:

- 13.1.1. Assist the Board and its Standing Committees in reaching a balanced membership representation based on the Board's Competencies Matrix developed by the Governance, Nominating and Appeals Committee.
- 13.1.2. Assist the Board in recruiting new Board members, including selection of nominees, and proposing their appointment to the Board.
- 13.1.3. Assist the Board in processing resignations of Board members and filling in Board and Standing Committees vacancies in a timely manner.
- 13.1.4. Assist the Board in determining when a Board member's membership on the Board should be rescinded.
- 13.1.5. Recommend to the Board the appointment of Committee Chairs and members of Standing Committees.
- 13.1.6. Develop a succession plan for Board and Standing Committees membership to ensure continuity in Board leadership.
- 13.1.7. Receive membership attendance reports from Standing Committee Chairs and report annually to the Board.

13.2. Standing Committee Structure and Terms of Reference

The Committee shall:

- 13.2.1. Assist the Board in ensuring responsibilities and authorities are appropriately assigned to Standing Committees through Committee terms of reference.
- 13.2.2. Review the standing committee structure annually and make recommendations to the Board, as needed.

13.3. Role Descriptions

The Committee shall conduct an annual review of and approve role descriptions of the Chair of the Board, the University President, and Standing Committee Chairs.

13.4. Board Code of Conduct and Conflict of Interest

13.4.1 The Committee shall assist the Board in monitoring compliance with the Board of Governors Code of Conduct.

13.4.2 The Committee shall assist the Board with monitoring compliance with Conflict of Interest policies and procedures.

13.5. Evaluation

The Committee shall oversee the development of a process for evaluating the effectiveness of the Board and its Committees annually.

13.6. Board Education

The Committee shall:

13.6.1. Oversee the development of an orientation program for new members.

13.6.2. Oversee the development of a training plan for all members of the Board.

13.7. Appeals

13.7.1. The Appeal Panel of the Committee shall consider, hear, and make decisions on behalf of the Board on any matter of concern arising from an appeal falling within Section 14 (1) (I) of the University Act.

13.7.2. The Committee shall report to the Board on metrics related to the overall appeals process in the University annually.

13.7.3. The Committee may refer to the Board any matter of concern arising from an appeal as circumstances dictate.

13.8. Board Policies

The Committee shall:

13.8.1. Advise the Board on policies falling within the mandate of the Committee.

13.8.2. The Committee shall review all new, revised and to be repealed Board policies and make recommendations to the Board.

13.8.3. Assist the Board in ensuring Board policies are adequate, up-to-date and communicated effectively.

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

14. REVIEW OF TERMS OF REFERENCE

The Terms of Reference shall be reviewed annually unless indicated otherwise by the Board.