



**Board of Governors Meeting
Tuesday, December 3, 2024
4:00 – 7:00 p.m.
Alumni Hall, Room 102 and Via Teams**

OPEN AGENDA

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| 1. Call to Order, Welcome and Land Acknowledgement | 4:00 pm |
| 2. Conflict of Interest | 4:03 pm |
| 3. Approval of Open Agenda
<i>Motion: Approval of Agenda</i> | 4:05 pm |
| 4. Approval of Minutes
a. October 8, 2024
<i>Motion: Approval of October 8, 2024 Minutes</i> | 4:07 pm |
| 5. Business Arising from the Minutes of October 8, 2024 | 4:12 pm |
| 6. UPEI Cairo Campus Presentation – Dr. Kim Critchley, Provost of UPEI Cairo | 4:15 pm |
| 7. Chair's Report – S. MacDonald | 4:30 pm |
| 8. President's Report – W. Rodgers | 4:35 pm |
| 9. Student Perspective Update – G. Jiang | 4:45 pm |
| 10. Senate Report to Board – M. A. McMahon | 4:50 pm |
| 11. Board Committees Updates
a. Property and Asset Committee – S. Bellamy
b. Finance and Audit Committee – A. MacBeath
<i>Motion: Approval of CISCO Contract</i>
<i>Motion: Approval of Direct Travel</i>
<i>Motion: Approval to Modify International Student Deposits</i>
c. Development, Fundraising & External Relations Committee – P. Montgomery
d. Governance and Appeals Committee – B. Thompson
<i>Motion: Approval to Repeal Policies</i>
<i>Motion: Approval of Revised Policy</i>
e. Campus Culture Oversight Committee – C. Simpson | 4:55 pm |

- f. Human Resources Committee – D. MacKenzie
- g. Executive Committee – S. MacDonald

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| 12. Break | 5:25 pm |
| 13. Strategic Planning Process Update
<i>Motion: Approve Strategic Planning Process</i> | 5:45 pm |
| 14. MOVE TO CLOSED AGENDA
<i>Motion: Move to Closed Agenda</i> | 5:55 pm |
| 15. RETURN TO OPEN AGENDA | |
| 16. Adjournment
<i>Motion: Meeting Adjournment</i> | |



**UPEI BOARD OF GOVERNORS
BOARD OF GOVERNORS MEETING
Tuesday, October 8, 2024
Alumni Hall, Room 102 and Via Zoom
4:00 pm**

DRAFT MINUTES

Members Present: Ms. Shannon MacDonald, Chair; Dr. Wendy Rodgers, President; Mr. Steve Bellamy; Ms. Kateri Coade; Ms. Karen Creighan; Ms. Lynn Ellsworth; Dr. Gary Evans; Hon. Diane Griffin; Mr. George Jiang; Dr. Geraldine Johnston; Ms. Kristi Kelly; Dr. Christian Lacroix; Mr. Alex MacBeath; Dr. Sandy MacDonald; Mr. Don MacKenzie; Ms. Camille Mady; Mr. Kevin Magee; Ms. Mary Anne McMahon; Dr. William Montelpare; Ms. Pam Montgomery; Dr. Ajay Sahajpal; Mr. Brian Thompson; Ms. Sara Underwood; and Prof. William Waterman

Regrets: Hon. Mary Robinson and Ms. Carolyn Simpson

Staff Present: Ms. Sue Connolly, Vice-President, People and Culture (Interim); Ms. Tara Judson, Vice-President, Administration and Finance (Interim); Dr. Greg Naterer, Vice-President, Academics and Research; Mr. Dana Sanderson, Chief Information Officer; Ms. Pam Trainor, Advisor to the Board of Governors; and Ms. Kim Porter, Administrative Assistant to the Board of Governors

1. Call to Order, Welcome and Land Acknowledgement

As Chair, S. MacDonald attended virtually, Vice-Chair A. MacBeath who was present in the room called the meeting to order at 4:03 pm and gave a land acknowledgement.

2. Conflict of Interest

No conflicts were declared by Board members.

3. Approval of Open Agenda

MOVED by W. Montelpare, SECONDED by A. MacDonald that the October 8, 2024 open agenda was approved as presented. CARRIED.

4. Consent Agenda

MOVED by D. Griffin, SECONDED by A. MacDonald that the consent agenda was approved. CARRIED.

On August 15, 2024, the following motion was approved via e-vote:

MOTION: That the UPEI Board of Governors approve the Dr. F. Allan Curran gift and the naming of the 5th Floor networking space in the Faculty of Medicine as the "Catherine Bernadette MacDonald Suite" and the Special Collections Area in the Robertson Library be named "Curran Family Special Collections and Student Learning Commons", as recommended by the Development, Fundraising and External Relations Committee.

On August 22, 2024, the following motion was approved via e-vote:

MOTION: That the UPEI Board of Governors approves the new Selection of Vice-Presidents and Senior Executives Policy and repeals the Selection of Vice-President Administration and Finance Policy and the Senior Administrative Appointments Policy, as supported by the Human Resources Committee and recommended by the Governance and Appeals Committee.

5. Approval of Minutes

a. June 14, 2024

The draft minutes of the UPEI Board of Governors' meeting of June 14, 2024 were circulated to Board members prior to the meeting. The following motion was proposed:

MOVED by G. Johnston, SECONDED by K. Kelly that the minutes of the June 14, 2024 meeting of the UPEI Board of Governors were approved as presented. CARRIED.

6. Business Arising from the Minutes of June 14, 2024

There was no business arising from the minutes.

7. President's Report

W. Rodgers provided a written report which was circulated prior to the meeting and provided an update that the former Chief Information Officer (CIO) role will have a new title, Vice-President of IT and CIO. The senior administration searches currently underway are going well.

W. Rodgers also reported that she travelled to the UPEI Cairo campus last week, which was very interesting. The UPEI Cairo campus has a tremendous opportunity to grow.

A question was asked if UPEI will be including international student recruiting as part of strategic planning or strategic enrollment. Both strategic planning and the strategic enrollment management plan will be a focus of the recruitment of international students.

8. Chair's Report

S. MacDonald reported on the activities that have occurred since the last Board meeting:

- Two town hall sessions have been hosted jointly with President Rodgers. One was to discuss the Governance Review and the UPEI Action Plan and the other focused on the President's goals and priorities, which are available on the UPEI website.
- The Governance Review has been a large piece of work and will continue to take some time to complete the action items that came from the Review.

9. Student Perspective Update

G. Jiang provided a written report which was circulated prior to the meeting and spoke to the main topics that are impacting students:

- This year more branding of UPEI and the Panthers was available for new students.
- More engagement is needed between students and UPEI.
- From the annual student engagement survey, areas of concern include affordability of housing, tuition and student financial aid.
- The Student Union has been increasing communication with UPEI with the SU Executive having met with the Vice-President of Administration and Finance and the Vice-President of People and Culture.

10. Senate Report to the Board

M.A. McMahon provided a verbal report on recent Senate activities:

- Senators held their first meeting of the year on September 13th. Reports were received from the President and the Vice-President of Academic and Research. Senators approved a Curriculum Report and approved in principle the Master of Cleantech Leadership and Transformation program.

11. Board Committee Update

a. Property and Asset Committee

S. Bellamy reported the Property and Asset Committee met on September 11, 2024 and received an update on the following capital projects: construction of the Faculty of Medicine building, repaving of parking lot D, refresh of Blanchard Hall, the AVC green roof replacement and new holding pens for the AVC cattle/equine holding area. There are several new projects in the planning and design phase.

Committee members also discussed the lack of a capital budget, the joint responsibilities with other Board Committees for reviewing capital priorities, and reviewed the Committee's Terms of Reference and Workplan.

b. Finance and Audit Committee

A. MacBeath reported that the Finance and Audit Committee (FAC) met on September 23, 2024 and is submitting two motions for approval to the Board.

A. MacBeath gave a presentation to the Board of Governors on the Audited Consolidated Financial Statements highlighting numbers in the areas of international student tuition, staffing, post-retirement benefits and long-term debt. Board members asked questions on the post-retirement benefits, the pension plan, the international enrollment situation and the long-term debt from the medical school.

MOVED by S. Bellamy, SECONDED by A. MacDonald that the UPEI Board of Governors approve the Audited Consolidated Financial Statements for the Fiscal Year ending April 30, 2024, as recommended by the Finance and Audit Committee. These financial statements have been audited by the independent auditor Grant Thornton LLP, and their opinion states that the consolidated financial statements present fairly, in all material respects, the consolidated financial position of the University of Prince Edward Island as of April 30, 2024. CARRIED.

Also, during the September 23, 2024 meeting, the Committee discussed the appointment of external auditors for UPEI. Best practice indicates that a comprehensive review should be completed every five years. Grant Thornton LLP has been appointed as the external auditor of

UPEI for several years. An external auditor comprehensive review will be conducted this fiscal year for future external audits.

MOVED by A. MacBeath, SECONDED by A. MacDonald that the UPEI Board of Governors approve the reappointment of the auditing firm Grant Thornton LLP as the external auditor for the fiscal year ending April 30, 2025, as recommended by the Finance and Audit Committee. This appointment is based on a review of past experience with the firm and their qualifications. CARRIED.

c. Development, Fundraising and External Relations Committee

P. Montgomery reported that the Development, Fundraising and External Relations Committee met on September 10, 2024 and approved the naming of the Faye and David Heustis Leadership Award. Updates were received on Development and Fundraising, Marketing and Production and Communications and External Relations areas.

d. Governance and Appeals Committee

B. Thompson reported that the Governance and Appeals Committee met on August 14, 2024 to review the recommendations of the Governance Review and identify draft timelines and committee assignments. Committee members were reassured that if the timelines to complete the activities are not accurate, that they can be adjusted.

Also, at this meeting, the Committee recommended approval of the new Selection of Vice-Presidents and Senior Executives Policy and the repeal of two outdated policies – Selection of Vice-Presidents and Senior Executives Policy; Selection of Vice-President Administration and Finance Policy and Senior Administrative Appointments Policy.

At the September 20, 2024 Governance and Appeals Committee, members reviewed the Governance Review recommendations assigned to the Committee as well as the Terms of Reference and the Workplan.

e. Campus Culture Oversight Committee

S. MacDonald, in the absence of Chair C. Simpson, reported that during the September 15, 2024 Campus Culture Oversight Committee meeting, members reviewed the Governance Review recommendations and the Terms of Reference and Workplan. The Committee also received an update on the Action Plan progress. An employee engagement survey is being conducted to get a baseline measurement of campus culture, which is one of the Action Plan activities.

f. Human Resources Committee

D. MacKenzie reported that at the September 17, 2024 meeting, the Human Resources Committee reviewed the Governance Review recommendations, the Committee Terms of Reference and the Committee Workplan.

g. Executive Committee

A. MacBeath left the meeting room for the discussion.

S. MacDonald reported that from the September 25, 2024 Executive Committee meeting, two motions are being proposed. Board member Alex MacBeath's term has expired and he is reoffering.

MOVED by S. MacDonald, SECONDED by A. Sahajpal that the UPEI Board of Governors reappoint Mr. Alex MacBeath for a three-year term, effective October 8, 2024, as recommended by the Executive Committee. CARRIED.

A. MacBeath returned to the meeting room.

The Executive Committee also proposed changes to the Board of Governors Committee membership.

MOVED by S. MacDonald, SECONDED by K. Kelly that the UPEI Board of Governors approve the following appointments to the UPEI Board of Governors Committees, as recommended by the Executive Committee as follows:

<p><u>Campus Culture Oversight Committee</u></p> <p>Ms. Carolyn Simpson, Chair Dr. Christian Lacroix Ms. Shannon MacDonald (Ex-Officio) Ms. Camille Mady Dr. William Montelpare Hon. Mary Robinson <i>Dr. Wendy Rodgers (Ex-Officio)</i> Dr. Ajay Sahajpal <i>Mr. Nabeel Zafar (Ex-Officio, Non-Voting)</i></p>	<p><u>Development, Fundraising and External Relations Committee</u></p> <p>Ms. Pam Montgomery, Chair Ms. Kateri Coade Mr. George Jiang Ms. Shannon MacDonald (Ex-Officio) Dr. William Montelpare Dr. Wendy Rodgers (Ex-Officio) Ms. Sara Underwood</p>
<p><u>Executive Committee</u></p> <p>Ms. Shannon MacDonald, Chair Mr. Steve Bellamy Mr. Alex MacBeath Mr. Don MacKenzie Ms. Pam Montgomery Dr. Wendy Rodgers (Ex-Officio) Ms. Carolyn Simpson Mr. Brian Thompson</p>	<p><u>Finance and Audit Committee</u></p> <p>Mr. Alex MacBeath, Chair Ms. Karen Creighan Mr. George Jiang Ms. Kristi Kelly Ms. Shannon MacDonald (Ex-Officio) Mr. Kevin Magee Ms. Mary Anne McMahon <i>Dr. Wendy Rodgers (Ex-Officio, Non-Voting)</i></p>
<p><u>Governance and Appeals Committee</u></p> <p>Mr. Brian Thompson, Chair Ms. Karen Creighan Dr. Gary Evans Ms. Kristi Kelly Dr. Christian Lacroix Ms. Shannon MacDonald (Ex-Officio) Ms. Mary Anne McMahon Dr. Wendy Rodgers (Ex-Officio)</p>	<p><u>Human Resources Committee</u></p> <p>Mr. Don MacKenzie, Chair Ms. Lynn Ellsworth Ms. Shannon MacDonald (Ex-Officio) Ms. Pam Montgomery Dr. Wendy Rodgers (Ex-Officio) Ms. Carolyn Simpson Ms. Sara Underwood</p>

<u>Property and Asset Management Committee</u>	<u>Board-Senate Liaison Committee</u>
Mr. Steve Bellamy, Chair Ms. Lynn Ellsworth Dr. Geraldine Johnston Ms. Shannon MacDonald (Ex-Officio) Dr. Wendy Rodgers (Ex-Officio) Mr. William Waterman	Ms. Shannon MacDonald Dr. Sandy MacDonald Mr. Steve Bellamy

CARRIED.

MOVED by W. Rodgers, SECONDED by W. Montelpare to move to a closed agenda. CARRIED.

MEETING MOVED TO CLOSED SESSION

MEETING RETURNED TO OPEN SESSION

12. Adjournment

MOVED by W. Montelpare, SECONDED by A. MacDonald that the meeting adjourned at 5:50 pm.

Open Session Report

President & Vice-Chancellor
December 3, 2024, Board of Governors' Meeting

REPORT PERIOD – October 9 - December 3, 2024

We continue to move forward with many initiatives.

The searches for the Vice Presidents are now underway – and we are making good progress.

Congratulations to Athletics and Recreation for successfully hosting the national championships in women's rugby, and to the Panthers field hockey team that competed in the national championships.

I was able to attend Mawi'omi at MacMillan hall on October 25th – it was moved due to bad weather on September 30th – but it was an opportunity to note that we are always engaged in reconciliation – not only on National Day of Truth and Reconciliation – but it is important that a lot of the 'truth' tends to be shared in conjunction with that day. I encourage everyone to consider how we can each come to terms with that 'truth' that is the foundation of the reconciliation – and how we can ensure that our institution is working towards reconciliation in big and small ways all the time.

I was able to attend a Universities Canada meeting in Ottawa with the other University presidents. Topics included Canadian and American politics and their impacts on post-secondary in Canada, the impact of the IRCC changes on Canadian post-secondary. Minister Mark Miller did a 'fire side chat' with the President of Universities Canada who is also the President of McGill, Deep Saini. Minister Miller is committed to controlling immigration to Canada and notes that post-secondary students are often temporary workers in Canada and that many have been tricked into thinking their enrolment in Canadian institutions is a fast-track to immigration. I think there remains some confusion about 'bad actors' in the system and the broader post-secondary landscape. However – the changes are here to stay for the foreseeable future.

On that note – UPEI is down about 172 international students overall. This is due to about 200 less in 1st year, but some pick ups in years 2 through 4. This is resulting in a \$3M negative budget impact. We were able to cover that impact with savings we were able to put in place since January 2024 when the first IRCC announcement was made. We are projecting a further decline in international enrolment in the coming year – 2025/26. We are working with a guess of a further 50% decline in enrolment – about another \$3M loss – if we do nothing. That said – we are not doing nothing. We are working on ways to recapture interest in UPEI from



international students to see if we can recover some application pressure. We are also working on an enrolment and marketing strategy to attract more Island students and more out-of-province domestic students. We are also coming up with other revenue generating strategies that might include ancillaries (e.g., conference services, bookstore, etc), continuing education and professional development, and other means. We will be looking at cost containment as well – this might include cleaning up cumbersome processes (this is a popular idea among administrative and leadership). It might also look at how we can do our work more efficiently.

We are working on other strategies to improve our cash flow. I am working with the Senior Leaders of the University to establish institutional priorities and brainstorming revenue generation activities.

We had visits from the Chair of the Board and the President of Universities Canada Egypt, and the Provost of UPEI Cairo Dr. Kim Critchley, and the Dean of Engineering at UPEI Cairo was also here this week. They met with all the deans, who asked all the questions they had in a group setting, and then met with several deans separately, the registrar, the finance team, and others. Their goal is to ensure that UPEI Cairo is successful and that they are delivering high quality programming to our students in Cairo. There are opportunities for UPEI Charlottetown faculty to engage with UPEI Cairo faculty – and likewise for students, and to visit the Cairo Campus. We are going to arrange for overview presentations on UPEI Cairo to governance bodies – including Senate if Senate has an appetite for that.

We are heavily into the development of our Strategic Plan – this is assisted by the Chapman Group out of New Brunswick. Sessions are being scheduled for specific groups – we have heard from staff, faculty, undergrad students, grad students, and the student's council, and have visited 3 communities – although we haven't had great community engagement – in Summerside, Montague, and O'Leary along with a few on-campus town halls. We have met twice with the Steering Committee and once with the shadow steering committee – those who volunteered but were not selected to the steering committee. We will be continuing with consultation through to January or so – when the steering committee will begin compiling input to reflect back themes. A few themes emerging include sustainability, the need to be more connected to communities across the Island, to be more inclusive of the needs and contributions of graduate students, and the need to live our values and to continue to build a culture of trust, safety, and inclusion. The students have pointed to a need to be more clear and consistent with our curricular requirements and offerings, and also for training on how to be inclusive. We will be compiling the feedback as we go along and bringing snapshots to various gatherings. Students are also noticing continuing incidents of exclusion in classrooms. We have received a number of different observations about communications, internal and external.

The Action Plan and Implementation Plan are progressing well. Progress has been reported to the Campus Culture Committee. On Nov 26 we launched the process to replace the Fair



Treatment Policy, one of the larger obligations in the Action Plan. We are aiming to have a recommended policy in place for March 31, 2025 so it can go through the May governance cycle.

Finally, we are looking into planning a Joint Session of Board and Senate. So far it seems a good topic would be finances and budget. I am proposing to both bodies that we do a Budget Café session. Senate has agreed to this proposal. This is a format I have been implementing with senior leadership. The purpose is to present the structure and content of the university budget, to come to a common understanding of its components, the sources of revenue and expense, to enable everyone to understand the basics of the financial planning for the university, and our current strategy for enhancing the financial stability of the university.

Open Session Report

Property and Asset Management Committee

December 3, 2024, Board of Governors' Meeting

COMMITTEE ACTIVITY SINCE LAST REPORT

At the scheduled November meeting the Committee received an update on major capital projects, including status of the interior and exterior of the Faculty of Medicine Building. The building remains on schedule. The new Foreign Animal Testing Lab at AVC is scheduled to be completed in December 2024. The AVC green roof has been replaced. Roofing repair or replacement projects also occurred at Steel Hall, Main Building, Cass Science Center and Memorial Hall. Planning is underway for an upgrade of the SDU Main Building Ventilation. Design work is underway for the Andrew Hall retaining wall. A study is underway to develop a restoration plan for the service tunnel. The Canadian Centre for Climate Change and Adaptation Center (CCCCA) Outdoor Amphitheatre is scheduled to be completed in Summer 2025. Space challenges continue. Smaller projects are underway to address space pressures. Expansion projects for AVC and Robertson Library are in the planning stages.

The Committee also received a presentation on the Campus Master Plan. The Plan was completed in 2006 and updated in 2018. The North Campus Master Plan map was updated in Spring 2024 to reflect the Faculty of Medicine Building, parking lots and the new access road to Alumni Hall. The Map contemplates additional buildings at the North end of campus.

The Committee reviewed a revised version of its terms of reference. The document was amended to incorporate recommendations in the recent Governance Review, to ensure alignment to Board by-laws currently in development and to create consistency across all Board of Governors Committee Terms of Reference with respect to format, language, etc.

ITEMS FOR DISCUSSION

A revised Committee Terms of Reference is provided for review by the Board. A motion to approve the Committee Terms of Reference will be brought to the February Board meeting.

Highlights of changes to the terms of reference are as follows:

Committee Name

- Recommend changing to Property and Environmental Sustainability Committee

Composition and Terms of Office

- Qualifications for Committee members added
 - At least two members with capital project management background



- At least one member with environmental sustainability background

Responsibilities

- Campus master plan – broadened to oversee the development and maintenance of the plan and to recommend any updates to BOG
- Property and physical infrastructure
 - added clarity related to ensuring alignment with University strategy
 - added information technology requirements
 - added “overseeing and ensuring the maintenance and renewal of the University’s property and assets”
- Environmental Sustainability
 - created separate responsibility with sub activities
- Capital projects
 - created separate responsibility area for capital projects
 - included requirement for project analysis reports for proposed capital projects
 - added requirement to provide recommendations to the Finance and Audit Committee based on project analysis reports
- Committee Liaison
 - Added responsibility to meet with the Finance and Audit Committee and the Development, Fundraising and External Relations Committee to discuss capital infrastructure priorities and capacity

ITEMS FOR APPROVAL

No motions

1. PURPOSE

The Property and Environmental Sustainability Committee (The “Committee”) is established by the University of Prince Edward Island’s Board of Governors (The “Board”), pursuant to the *University Act R.S. P.E.I. 1988 Cap. U.4*, to assist the Board in its oversight role with respect to the University’s property and equipment.

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 providing oversight of the Campus Master Plan, property and physical infrastructure, environmental sustainability, maintenance and renewal of university property, long term assets, and capital projects.

4. AUTHORITY

The Committee has the 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, and with prior approval of the Executive Committee, 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. Make recommendations to the Board on matters falling within the mandate of the Committee.

5. COMPOSITION AND TERMS OF OFFICE

- 5.1. The Committee shall be composed of three (3) or more Governors, appointed by the Board on the recommendation of the Governance, Nominations and Appeals Committee. At least two members of the Committee should have a background in capital project management. At least one member should have a background in environmental sustainability.
- 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. Vacancies

5.4.1. Appointed voting members shall hold office until their successors are appointed or they cease to be Board members, whichever comes first.

5.4.2. The Committee Chair shall advise the Chair of the Governance, Nominations and Appeals Committee of vacancies on the Committee.

5.4.3. The Board, on the recommendation of the Governance, Nominations 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, Nominations and Appeals Committee, shall appoint, from among the Committee members, a Chair to preside at Committee meetings.

6.2. In the absence or unavailability of the Chair, one of the other appointed 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 fulfill the role assigned to Committee Chairs in the University by-laws, any role description, and as assigned by the Board.

7. QUORUM

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

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 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, the Chair of the Board, and the Vice-President, Administration and Finance, 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 additionally call special meetings outside of 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 meetings in person or by teleconference. The Committee Chair shall report to the Governance, Nominations 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. Campus Master Plan

The Committee shall oversee the development and maintenance of a university campus master plan and review and recommend to the Board approval of the plan and any updates.

13.2. Property and Physical Infrastructure

13.2.1. The Committee shall oversee the property and physical infrastructure of the University to ensure alignment with University Strategy, in particular with respect to:

- 13.2.1.1. Physical space requirements,
- 13.2.1.2. Land planning and development,
- 13.2.1.3. Sustainable acquisition, maintenance and disposal of property, and
- 13.2.1.4. Information Technology requirements.

13.2.2. The Committee shall review annual compliance reports to ensure the University is in compliance with laws relevant to the Committee's Mandate.

13.2.3. The Committee shall oversee and ensure the maintenance and renewal of the University's property and assets.

13.3.Environmental Sustainability

The Committee shall:

13.3.1. Oversee the development and implementation of the University's approach to environmental sustainability.

13.3.2. Oversee or ensure that environmental sustainability is embedded in University policies and decision-making processes.

13.4.Capital Projects

The Committee shall:

13.4.1. Oversee the University's capital projects, planning and priorities.

13.4.2. Review project analysis reports for proposed capital projects and assess alignment with University strategy and priorities, options, costs and risks.

13.4.3. Oversee the effectiveness of capital projects management by receiving reports and assessing programs in implementation of capital projects.

13.4.4. Provide recommendations to the Finance and Audit Committee on capital projects, based on assessment of project analysis reports.

13.5.Policies

The Committee shall advise the Board on policies falling within the mandate of the Committee.

13.6.Board Liaison

The Committee shall meet, at least annually, with the Finance and Audit Committee, and the Development, Fundraising and External Relations Committee, to review and coordinate capital infrastructure priorities and capacity.

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

14. REVIEW OF TERMS OF REFERENCE

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



Property and ~~Environmental Sustainability~~~~Asset Management~~ Committee Terms of Reference
Approved by the Board of Governors, ~~February 13, 2024~~~~[Insert Date Here]~~

1. PURPOSE

The Property and ~~Environmental Sustainability~~~~Asset Management~~ Committee (The “Committee”) is established by the ~~University of Prince Edward Island’s~~ Board of Governors (The “Board”) ~~of the University of Prince Edward Island (The “University”),~~ pursuant to the *University Act R.S. P.E.I. 1988 Cap. U-4*, to assist the Bord in its oversight role with respect to the University’s property and equipment.

2. VALUES

The Committee contributes to the overall 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 providing oversight of the Campus Master Plan, property and physical infrastructure, environmental sustainability, maintenance and renewal of university property, long term assets, and capital projects. regarding:

~~3.1. Acquisition, maintenance and disposal of university property and equipment~~

~~3.2. University environmental sustainability, and accessibility practices~~

~~3.3. University compliance with applicable legislation, and~~

~~3.4. The University Campus Master Plan~~

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4. AUTHORITY

The Committee has the authority to:

~~4.1.~~

~~4.1. u~~Use University resources, with prior approval of the Executive Committee and 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.

~~4.1.1.~~

~~4.2. a~~At the University’s expense, and with prior approval of the Executive Committee, retain independent consultants or other expertise to advise the Committee.

~~4.1.2.~~

~~4.3. i~~Invite key personnel to their meetings to provide information and report on the areas overseen by the Committee.

~~4.1.3-4.4.~~ make recommendations to the Board on matters falling within the mandate of the Committee.

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5. DEFINITIONS

5.1. ~~Assets~~ mean the property and equipment of the University.

5.2. ~~Property~~ means land, site improvements and buildings of the University.

5.3. ~~Equipment~~ means tangible items that are held for use in the production of goods or services and are expected to be used over more than one fiscal year.

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6.5. COMPOSITION AND TERMS OF OFFICE

~~6.1.5.1.~~ The ~~CC~~Committee ~~members~~ shall be composed of three or more Governors, appointed ~~annually~~ by the Board on the recommendation of the ~~Governance, Nominations and Appeals~~Executive Committee. ~~At least two members of the Committee should have a background in capitol project management. At least one member should have a background in environmental sustainability.~~

Membership (ex officio, voting)

~~6.2.5.2.~~ The President and the Chair of the Board shall be ex-officio, voting members of the Committee.

Membership (ex officio, non-voting)

~~6.3.~~ The Vice-President, Administration and Finance shall be an ex-officio, non-voting member of the Committee.

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~~7.5.3.~~ ~~Vacancies~~**VACANCIES**

~~7.1.5.3.1.~~ Appointed, voting members shall hold office until their successors are appointed or they cease to be Board members, whichever comes first.

~~7.2.5.3.2.~~ The Chair of the Committee shall advise the Chair of the ~~Governance, Nominations and Appelas~~Executive Committee of vacancies on the Committee.

~~7.3.5.3.3.~~ The Board, on the recommendation of the ~~Governance, Nominations and Appeals Committee~~Executive Committee, may fill vacancies of members of the Committee for the remainder of the current term of appointment.

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8. CONFLICT OF INTEREST

~~8.1.~~ 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.

~~8.2. It is the responsibility of Committee members to disclose any conflict of interest or appearance of a conflict of interest to the Committee. If any questions arise as to whether a Committee member(s) should recuse themselves from a vote, the Committee shall vote to determine whether the member(s) should recuse themselves or not.~~

9.6. THE CHAIR

~~9.1-6.1. The Board, on the recommendation of the Governance, Nominations and Appeals Committee, shall appoint, from among the Committee members, ^{hip}, a Chair chair to preside at Committee meetings, on the recommendation of the Executive Committee.~~

~~9.2-6.2. In the absence or unavailability of the Chair, one of the other appointed members of the Committee shall be chosen by the Committee to act in place of the Chair.~~

~~6.3. The Chair does not vote unless a casting vote is needed to break a tie.~~

~~9.3-6.4. The Committee Chair shall fulfill the role assigned to Committee Chairs in the University by laws, any role description as assigned by the Board.~~

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10.7. QUORUM

~~10.1. Fifty percent of appointed Committee members present in person or by teleconference shall constitute a quorum at a meeting.~~

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11.8. WORKPLAN AND REPORTING

~~The Committee shall:~~

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~~8.1. develop and approve an annual work plan to be provided to the Board for information.~~

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~~4.1-1-8.2. report to the Board after each meeting and annually with respect to its workplan and the fulfilment of its Terms of Reference.~~

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12.9. MEETING AGENDA

~~12.1. -The Committee Chair shall set the agenda for each committee meeting will be prepared by the University Secretary in consultation with the Committee Chair, the Chair of the Board, in consultation with and the Vice-President, Administration and Finance, and will be approved by the Committee Chair.~~

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13.10. MEETINGS

~~13.1-10.1. The Committee shall meet at least four (4) times annually or more frequently as required.~~

~~13.2. The Committee Chair shall establish, the frequency of meetings and review such frequency from time to time, as considered appropriate or as requested by the Board.~~

~~13.3.10.2. The minutes of the Committee shall be recorded and maintained. Chair may additionally call special meetings outside of 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 meetings in person or by teleconference. The Committee Chair shall report to the Governance, Nominations and Appeals Committee on member attendance virtually. Attendance reports will be provided to the Executive Committee after each meeting.~~

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.~~

~~It is the responsibility of Committee members to disclose any conflict of interest or appearance of a conflict of interest to the Committee. If any questions arise as to whether a Committee member(s) should recuse themselves from a vote, the Committee shall vote to determine whether the member(s) should recuse themselves or not.~~

~~13.4.~~

14.12. RESOURCES

~~14.1. The Office of the President shall provide all necessary resources the Committee may require for its proper functioning.~~

13. RESPONSIBILITIES

15.13.1. Campus Master Plan

~~Review and recommend to the Board, approval of updates made to the University's Campus Master Plan.~~

~~13.1.1. The Committee shall oversee the development and maintenance of a university campus master plan and review and recommend to the Board approval of the plan and any updates.~~

13.2. Property and Physical Infrastructure

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~~15.1.~~

~~15.2.13.2.1. The Committee will oversee the Review~~ property and physical infrastructure of the University ~~to ensure alignment with University Strategy,~~ in particular with respect to:

~~15.2.1.13.2.1.1. Physical space requirements,~~

~~15.2.2.13.2.1.2. Land planning and development,~~

~~13.2.1.3. Sustainable acquisition, maintenance and disposal of property, and~~

~~15.2.3.13.2.1.4. Information Technology requirements.~~

~~13.2.2. The Committee will rReview annual compliance reports to ensure and approve the Unviersity's property maintenance and renewal plan, including with respect to restoration, repair, replacement or upgrades. is in compliance with laws relevant to the Committee's Mandate.~~

~~13.2.3. The Committee will ovesee and ensure the maintenance and renewal of the University's property and assets.~~

13.3.Environmental Sustainability

~~15.3.~~

~~15.4. Support the development of environmental sustainability, and accessibility plans for the University and monitor their implementation.~~

The Committee will:

13.3.1. Oversee the development and implementation of the University's approach to environmental sustainability.

13.3.2. Oversee or ensure that environmental sustainability is embedded in University policies and decision making processes.

13.4.Capital Projects

The Committee will:

13.4.1. Oversee the University's capital projects, planning and priorities.

13.4.2. Review project analysis reports for proposed capital projects and assess alignment with University strategy and priorities, options, costs and risks.

13.4.3. Oversee the effectiveness of capital projects management by receiving reports on, and assess programs in implementation of capital projects.

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13.4.4. Provide recommendations to the Finance and Audit Committee on capital projects, based on assessment of project analysis reports.

13.5.Policies

13.5.1. The Committee shall advise the Board on policies falling within the mandate of the Committee.

13.6.Board Liaison

13.6.1. The Committee will meet, at least annually, with the Finance and Audit Committee, and the Development, Fundraising and External Relations Committee, to review and coordinate capital infrastructure priorities and capacity.

13.7.The Committee will

— carry out such other responsibilities as may be delegated by the Board.

15.5.Review annual compliance reports to ensure the University is in compliance with applicable laws on buildings and premises.

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

15.7.Board Reporting

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

15.7.2. — Report to the Board after each meeting on its activities.

15.8.The Committee may request a call for a meeting of the Board to consider any matter of concern to the Committee.

15.9. Such other responsibilities as may be delegated by the Board.

16.14. REVIEW OF TERMS OF REFERENCE

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

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Open Session Report

Finance and Audit Committee

December 3, 2024, Board of Governors' Meeting

COMMITTEE ACTIVITY SINCE LAST REPORT

The Committee added a meeting October 9, 2024, to address the Committee's heavy fall workload. The Committee reviewed and provided feedback on the draft internal audit plan and a request for an extension of an agreement with CISCO to deliver network hardware and software technology. The Committee reviewed the 2023-2024 and the first trimester of 2024-2025 budget to actual expenditures. A briefing on the Faculty of Medicine budget was provided. The Committee approved an extension for Matt O'Neill on the Board of Trustees for the Pension Plan for the Employees of the University of Prince Edward Island.

The Committee's scheduled November meeting included a presentation on the extension to the CISCO agreement to deliver network hardware and software technology, initially discussed at the October 9th meeting.

The Committee reviewed and approved the 2024-2025 to 2026-2027 Internal Audit Plan.

The Committee reviewed a request to extend an agreement with CISCO to deliver network hardware and software technology (*see motion below*), a Direct Travel proposal (*see motion below*) and a request to modify International Student Tuition Deposits (*see motion below*).

The Committee approved the issuance of two requests for proposals as follows:

- i. for financial audit services effective Fiscal Year 2025-2026 for a five-year term, with the option for a 5-year renewal, dependent on a comprehensive review prior to exercising the option; and
- ii. for non-financial services, effective Fiscal Year 2025-2026 for a five-year term.

The Committee received an annual presentation on Insurance and received the Endowment and Special Purpose Funds Annual Report for information.

The Committee reviewed a revised version of its terms of reference. The document was amended to incorporate recommendations in the recent Governance Review, to ensure alignment to Board by-laws currently in development and to create consistency across all Board of Governors Committee Terms of Reference with respect to format, language, etc.

ITEMS FOR DISCUSSION

A revised Committee Terms of Reference is provided for review by the Board. A motion to approve the Committee Terms of Reference will be brought to the February Board meeting.

Highlights of changes to the terms of reference are as follows:

Title:

- Committee name changed to Finance, Audit and Risk Committee

Purpose:

- Added “budgeting” to the purpose statement
- Removed reference to “governance”

Mandate

- Streamlined and aligned with “responsibilities”
- Added
 - Endowment and Special Purpose Funds
 - Pension plan

Authority

- Included authority to “Appoint employee representatives to the Sponsor Board and the Board of Trustees for the Pension Plan for the Employees of the University of Prince Edward Island.”
- Increased requirement from one to two members “shall be a financial expert”

In-Camera Sessions

- Streamlined – no longer meet with VPAF and Comptroller after each meeting. Seen as possible overcorrection

Responsibilities

- Added section on Financial Accounting and Reporting Processes
- Enhanced section on Budget
- Under External Audit 14.3.4 – added requirement for policy respecting non-audit services.
- Clarified Board’s role related to risk oversight
- Added responsibilities for cybersecurity, digital transformation and IT renewal under Information Systems.
- Added section on Governance and administration of the University’s Endowment and Special Purpose Funds – 14.8
- Added section on Governance and administration of the pension plan -14.9
- Added “Committee Liaison” – 14.12.1 to include requirement for Committee to meet, at least annually, with the Properties and Sustainability Committee and the Development, Fundraising and External Relations Committee to review capital infrastructure priorities and capacity.

ITEMS FOR APPROVAL**Motion:**

Whereas the UPEI Spending Authority Policy states any expenditure greater than \$1,000,000 requires approval by the UPEI Board of Governors before a commitment can be made; and,

Whereas there is a need to purchase CISCO Enterprise Agreement for the ongoing software and hardware subscription licensing for the UPEI CISCO network to support the teaching research and administrative needs of the UPEI campus; and,

Whereas the University engaged in a process to determine the best option a CISCO agreement, which adheres to university procurement policies; and,

Whereas the UPEI procurement policy and procedures were adhered to in the selection of the supplier of the CISCO Enterprise Agreement for the UPEI network through use of the GPEI standing offer.

It is therefore recommended that the UPEI Board of Governors approves the purchase of a 7-year CISCO Enterprise Agreement from IMP Solutions for the ongoing software and hardware subscription licensing for the UPEI CISCO network in the amount of \$1,688,863.78 Canadian dollars plus applicable taxes, as recommended by the Finance and Audit Committee.

Motion:

Whereas the UPEI Spending Authority Policy states any expenditure greater than \$1,000,000 requires approval by the UPEI Board of Governors before a commitment can be made; and,

Whereas the University is a member of Interuniversity Services Incorporated (ISI), a not-for-profit organization that represents a membership of nineteen universities and colleges from throughout Atlantic Canada to optimize procurement and contract management; and

Whereas ISI engaged in a competitive procurement process in 2023 for travel management services for which Direct Travel was the successful provider; and,

Whereas the UPEI procurement policy and procedures were adhered to in the selection of the supplier of Direct Travel for the UPEI travel management services through use of the ISI master service agreement.

It is therefore recommended that the UPEI Board of Governors approves the expenditures as per the contract with Vision Travel DT Ontario – West Inc (Direct Travel) for travel management services for the period of December 3, 2024, to December 1, 2029, with the estimated contract value being between \$1,500,000 and \$5,000,000, as recommended by the Finance and Audit Committee.

Motion:

Whereas the Finance and Audit Committee regularly reviews and recommends the tuition deposits within the Tuition and Fees Appendix as included in the University’s annual operating budget to the Board of Governors; and,

Whereas in March 2024, the international undergraduate student tuition deposit was increased as a response to the Immigration, Refugees and Citizenship Canada (IRCC) restriction on international student permit applications announced in January 2024; and,

Whereas the IRCC has announced a further 10% reduction in the intake cap on international student study permits available in 2024, for the 2025 year; and,

Whereas a balanced reduction in the tuition deposit rate for international undergraduate students will act as less of a deterrent for applicants in a competitive environment; and,

Whereas the IRCC intake restrictions have been extended to include international graduate students for 2025/26.

It is therefore recommended that the UPEI Board of Governors approves the following changes to the international student tuition deposits, as recommended by the Finance and Audit Committee:

1. International student tuition deposits:

International Students	Current	New	Change
Undergraduate (including DVM and BEd)	\$5,000	\$3,000	(\$2,000)
Graduate – Course Based	\$1,000	\$3,000	\$2,000
Graduate – Thesis Based	\$1,000	\$1,000	\$0
Graduate – AVC Post Graduate Training	\$1,000	\$1,000	\$0

2) International tuition deposits will be eligible for refund, less a \$500 administrative fee, in cases where students provide a government-issued visa rejection letter.

1. PURPOSE

The Finance, Audit & Risk Committee (“the Committee”) was established by the Board of Governors (The “Board”) of the University of Prince Edward Island (the “University”, “UPEI”) to provide oversight of the University’s budgeting and financial reporting process, its internal control systems, its Information technology (IT) systems and its audit, risk and compliance processes.

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 to:

- 3.1. Perform such duties as may be required by applicable legislation and regulations including those of the *University Act R.S.P.E.I. 1988, Cap U-4*.
- 3.2. Assist the Board in fulfilling its oversight responsibilities in the following areas:
 - 3.2.1. The effectiveness and financial integrity of the University’s financial accounting and reporting processes.
 - 3.2.2. The University’s annual operating and capital funding budgets.
 - 3.2.3. The University’s external audit.
 - 3.2.4. The University’s internal audit function.
 - 3.2.5. Internal controls.
 - 3.2.6. Risk management.
 - 3.2.7. Information systems.
 - 3.2.8. Governance and administration of the University’s Endowment and Special Purpose Funds.
 - 3.2.9. Through the Committee’s appointees, the governance and administration of the pension plan for the Employees of the University of Prince Edward Island.
- 3.3. Review and approve expenditures as per the University Spending Authority Policy.
- 3.4. Perform such other duties as may from time to time be assigned by the Board.

4. AUTHORITY

The Committee has the authority to:

- 4.1. Conduct or authorize an investigation into any matters within its scope of its mandate in accordance with University policies and internal control systems.

- 4.2. At the University's expense, and with prior approval of the Executive Committee, retain independent consultants or other expertise to advise the Committee.
- 4.3. Invite key personnel to their meetings to provide information or to report on the areas overseen by the Committee.
- 4.4. Make recommendations to the Board on matters falling within the mandate of the Committee.
- 4.5. Meet with Management, the external auditor, the University Auditor or outside counsel as necessary.
- 4.6. Call a meeting of the Board to consider any matter of concern to the Committee
- 4.7. Appoint employee representatives to the Sponsor Board and the Board of Trustees for the Pension Plan for the Employees of the University of Prince Edward Island.
- 4.8. Review and approve expenditures as per the University Spending Authority Policy.

5. COMPOSITION AND TERMS OF OFFICE

- 5.1. The Committee shall be composed of three (3) or more Governors, appointed by the Board on the recommendation of the Executive Committee. All voting Committee members shall be independent to the University and financially literate. At least two members shall be a financial expert, in their capacity as an accountant or financial professional and an active member of a recognized professional body.
- 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 non-voting member of the Committee.
- 5.4. Vacancies
 - 5.4.1. Appointed, voting members shall hold office until their successors are appointed or they cease to be Board members, whichever comes first.
 - 5.4.2. The Committee Chair shall advise the Chair of the Governance, Nominations and Appeals Committee of vacancies on the Committee.
 - 5.4.3. The Board, on the recommendation of the Governance, Nominations 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, Nominations and Appeals Committee, shall appoint from the Committee members, 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, any role description, and, as 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 approve an annual workplan to be provided to the Board for information.

8.2. Report to the Board after each meeting and annually with respect to its workplan 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, the Chair of the Board, the Vice-President, Administration & Finance, the University Auditor and other Senior Management, and will be approved by the Committee Chair.

10. IN-CAMERA SESSIONS

The Committee shall hold in-camera sessions with the internal and external auditors, and with the Chief Information Officer, the Vice-President, Administration and Finance and the Comptroller, at least once, annually.

11. MEETINGS

11.1. The committee shall meet at least five (5) times annually, or more frequently as required.

11.2. The Committee Chair may additionally call special meetings outside the regular calendar of Board meetings, or request electronic voting, to attend to matters that are time sensitive.

11.3. 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.

11.4. 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, Nominations and Appeals Committee on member attendance.

12. 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.

13. RESOURCES

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

14. RESPONSIBILITIES

14.1. Financial Accounting and Reporting Processes

The Committee shall:

- 14.1.1. Monitor the effectiveness of the University's financial accounting and reporting process.
- 14.1.2. Monitor financial performance against the approved budget, noting variance and significant issues.
- 14.1.3. Ensure the integrity and reliability of its financial statements
- 14.1.4. Ensure compliance with all legal and regulatory requirements relating to financial management and disclosure of financial information
- 14.1.5. Review and recommend to the Board, approval of the University's financial statements.
- 14.1.6. In considering its recommendation to approve the University's financial statements shall review and approve changes in accounting policies and the implementation of new accounting standards.

14.2. Budgets

The Committee shall:

- 14.2.1. Oversee the annual process for the development of the University's annual and capital budgets
- 14.2.2. Review and recommend to the Board the approval of the annual operating and capital budgets of the University.

14.3. External Audit

As required by the Board, the external auditor reports directly to the Committee. The Committee shall recommend to the Board:

- 14.3.1. The approval of the external auditor to be engaged by the University for purposes of performing audit, review or attest services for the University.
- 14.3.2. The terms of the engagement, including the compensation, to be paid to the external auditor.
- 14.3.3. The Committee is directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing and issuing the Auditor's Report and performing other audit, review or attest services for the University, including the resolution of disagreements between management and the external auditor regarding financial reporting.
- 14.3.4. The Committee must develop and oversee a policy respecting non-audit services.
- 14.3.5. The Committee will pre-approve all significant non-audit services to be provided to the University by the external auditor. The Committee Chair, when expedient or necessary, has the authority to pre-approve non-audit services by external auditors, with such pre-approval communicated to the Committee at the next scheduled Committee meeting following such pre-approval.

14.4. Internal Audit

The Committee is responsible for overseeing the internal audit process. The Committee shall:

- 14.4.1. Review annually and approve the internal audit charter
- 14.4.2. Approve decisions regarding the appointment and removal of the University Auditor
- 14.4.3. Review and approve the annual internal audit plan and all major changes to the plan
- 14.4.4. Review the internal audit activity's performance relative to its plan
- 14.4.5. Review the progress, findings, recommendations and follow-up actions stemming from the internal audit activities, and
- 14.4.6. Support the internal audit function in receiving the right support and cooperation from management and ensure it has sufficient independence to conduct activities in a professional manner.

14.5. Internal Controls

The Committee shall:

- 14.5.1. Ensure the effectiveness of the University's internal control framework, including its information technology security and control system.
- 14.5.2. Receive and examine reports from internal and external auditors' review of the state of the University's internal controls to obtain reasonable assurance on their effectiveness.

14.6. Risk Management

- 14.6.1. The Committee shall ensure that the University undertakes a risk management program and shall oversee such program including:
 - 14.6.1.1. Overseeing the University's process for identifying, assessing and managing the principal risks of the university

- 14.6.1.2. Overseeing the University's process for identifying, assessing and managing the principal risks of the university
- 14.6.1.3. Reviewing regular reports on all areas of significant risk to the University.
- 14.6.1.4. Reviewing insurance coverage pertaining to all property of the University, liability and other insurable risks as identified by management.

14.6.2. The Committee shall receive and review the opinions of management, the University Auditor and others, as needed, regarding the strength and appropriateness of management's risk mitigation strategies.

14.7. Information Systems

The Committee shall oversee the University's information systems and IT including:

- 14.7.1. Periodically assess the adequacy and effectiveness of the University's IT resources in meeting the University's strategic objectives
- 14.7.2. Review IT strategy and ensure its alignment with the University's strategic objectives
- 14.7.3. Monitor progress of major IT projects, and
- 14.7.4. Assess the adequacy and effectiveness of the IT risk management process.
- 14.7.5. Provide oversight to the development of a cybersecurity strategy that aligns with University strategy and priorities, and identifies the necessary controls to protect the organization from material cyber events, and monitor progress on strategy implementation.
- 14.7.6. Provide oversight to the development of a digital transformation strategy that aligns with University strategy and priorities, and monitor strategy implementation.
- 14.7.7. Monitor the risks and financial consequences associated deferred IT renewal (technical debt).

14.8. Endowment and Special Purposes Funds

The Committee shall:

- 14.8.1. Provide oversight on the governance and administration of the University's Endowment and Special Purpose Funds.
- 14.8.2. Receive and review the annual report of the University's Endowment and Special Purpose Funds.

14.9. Pension Plan

Through the Committee's appointees, the Committee shall provide oversight on the governance and administration of the Pension Plan for the Employees of the University of Prince Edward Island.

14.10. Expenditures Approval

The Committee shall review and recommend for approval to the Board any expenditures that require Board approval as per the University Spending Authority Policy, as amended.

14.11. Board Policies

The Committee shall oversee the development of and recommend for approval the Board policies falling within the mandate of the Committee. Advise the Board on policies falling within the mandate of the Committee.

14.12. Committee Liaison

The Committee will meet, at least annually, with the Properties and Sustainability Committee and the Development, Fundraising and External Relations Committee to review capital infrastructure priorities and capacity.

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

15. REVIEW OF TERMS OF REFERENCE

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



University of Prince Edward Island

Finance, ~~and Audit~~ **Audit & Risk** Committee Terms of Reference

Approved by the Board of Governors [Inset Date Here] ~~December, 2024~~

1. **PURPOSE**

The Finance, ~~and Audit~~ **Audit & Risk** Committee (“the Committee”) was established by the Board of Governors (The “Board”) of the University of Prince Edward Island (the “University”, “UPEI”) to provide oversight ~~of over the of the~~ University’s budgeting and financial reporting process, its internal control systems, its Information technology (IT) systems and its audit, ~~governance~~, risk and compliance processes.

2. **VALUES**

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

3. **MANDATE**

~~3-~~ **The Committee’s mandate is to;**

3.1. ~~P~~**T**o perform such duties as may be required by applicable legislation and regulations including those of the *University Act R.S.P.E.I. 1988, Cap U-4*.

3.2. ~~A~~**T**o assist the Board in fulfilling its oversight responsibilities in the following areas for:

3.2.1. ~~M~~**T**he effectiveness and financial integrity of the University’s financial accounting and reporting processes, and ensuring the integrity and reliability of its financial statements and compliance with all legal and regulatory requirements relating to financial management and disclosure of financial information.

3.2.2. ~~R~~**R**eviewing changes in accounting policies.

~~3.2.3-3.2.2.~~ **3.2.2.** ~~T~~**O**verseeing the University’s annual operating and capital funding budgets.

~~3.2.4-3.2.3.~~ **3.2.3.** ~~T~~**The University’s external audit.** Reviewing and approving expenditures as per the University Spending Authority Policy.

3.2.5. ~~R~~**R**ecommending to the Board the appointment, re-appointment or removal of the external auditor and the approval of their remuneration and terms of engagement.

3.2.6. ~~A~~**A**ssessing the performance of the external auditor, ensuring the independence of the audit process and approving the engagement of the external auditor to supply non-audit services.

~~3.2.7-3.2.4.~~ **3.2.4.** ~~T~~**O**verseeing the University’s internal audit function, including its internal audit reports, internal audit plans and annual reports.

3.2.5. ~~I~~**O**verseeing the University’s internal controls.

3.2.6. ~~R~~**R**isk management.

3.2.7. ~~I~~**I**nformation systems.

3.2.8. Governance and administration of the University’s Endowment and Special Purpose Funds.

3.2.9. Through the Committee’s appointees, the governance and administration of the pension plan for the Employees of the University of Prince Edward Island.

~~3.2.8-3.3.~~ **3.3.** Review and approve expenditures as per the University Spending Authority Policy.

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~~3.3-3.4.~~ PTo perform such other duties as may from time to time be assigned by the Board.

4. **AUTHORITY**

The Committee has the authority to:

~~4.1. Do all such things as it considers necessary or appropriate to fulfill the mandate entrusted to it by the Board.~~

~~4.1. Conduct or authorize an investigation into any matters within its scope of its mandate or responsibility in accordance with University policies and internal control systems.~~

~~4.2. At the University's expense, and with prior approval of the Executive Committee, retain independent consultants or other expertise to advise the Committee.~~

~~4.3. Invite key personnel to their meetings to provide information or to report on the areas overseen by the Committee.~~

~~4.2-4.4. Make recommendations to the Board on matters falling within the mandate of the Committee.~~

~~4.5. Meet with Management, the external auditor, the University Auditor or outside counsel as necessary.~~

~~4.3-4.6. Call a meeting of the Board to consider any matter of concern to the Committee~~

~~4.7. Appoint employee representatives to the Sponsor Board and the Board of Trustees for the Pension Plan for the Employees of the University of Prince Edward Island.~~

~~4.8. Review and approve expenditures as per the University Spending Authority Policy.~~

~~4.9. Call a meeting of the Board to consider any matter of concern to the Committee.~~

~~Appoint employee representatives to the Sponsor Board and the Board of Trustees for the Pension Plan for the Employees of the University of Prince Edward Island.~~

~~4.4-4.10. Review and approve expenditures as per the University Spending Authority Policy.~~

5. **COMPOSITION AND TERMS OF OFFICE**

~~4.5-~~ **The Committee**

~~5.1. 5.1~~ ~~The Committee~~ shall be composed of three or more Governors, appointed by the Board on the recommendation of the Executive Committee. All voting Committee members shall be independent to the University and financially literate. At least ~~two~~one members shall be a financial

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expert, in their capacity as an accountant or financial professional advisor and an active member of a recognized professional body.

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, non-voting member of the Committee.

5.4. Vacancies

5.4.1. Appointed, voting members shall hold office until their successors are appointed or they cease to be Board members, whichever comes first.

5.4.2. The Committee Chair shall advise the Chair of the Governance, Nominations and Appeals Committee of vacancies on the Committee.

5.4.3. The Board, on the recommendation of the Governance, Nominations and Appeals Committee, may fill vacancies of members of the Committee for the remainder of the current term of appointment.

6. The Chair

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, non-voting member of the Committee

Ex officio, not voting members of the committee shall be the:

- Chair of the Board
- President
- Vice President, Administration and Finance
- Comptroller
- University Auditor
- Chief Information Officer

5.4 Vacancies

5.4.1 — Appointed, voting members shall hold office until their successors are appointed or they cease to be Board members, whichever comes first.

5.4.2 — The Chair of the Committee shall advise the Chair of the Governance, Nominations and Appeals Committee of vacancies on the Committee

5.4.3 — The Board, on the recommendation of the Governance, Nominations and Appeals Committee, may fill vacancies of members of the Committee for the remainder of the current term of appointment.

5.1. THE CHAIR OF THE FINANCE AND AUDIT COMMITTEE

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6.1 The Board, on the recommendation of the Governance, Nominations and Appeals Committee, shall appoint from the Committee membership, on the recommendation of the Executive Committee, a Committee Chair for the Committee 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 preside at the meeting act in place of the Committee Chair.

~~6.3~~ ~~6.3~~ ~~— The Chair does not vote unless a casting vote is needed to break a tie.~~

6.4 ~~The Committee Chair~~ chair of the Committee shall fulfil the role assigned to the Committee Chair ~~in~~ of the University by-laws, any role description, and as assigned by the Board.

7 — QUORUM

6. — TERMS OF OFFICE

~~— Members are appointed annually and shall hold office until the earlier of the time their successors are appointed, or they cease to be a Governor. Vacancies on the Committee may be filled for the remainder of the current term of appointment by the Board, upon recommendation of the Executive Committee.~~

7. QUORUM

Fifty percent of voting Committee members present in person or by teleconference shall constitute quorum ~~quorum shall consist of one half of the voting members of the Committee~~ at a meeting.

8. WORKPLAN AND REPORTING

The ~~Chair of the~~ Committee shall:

8.1. Develop and approve an annual workplan to be provided to the Board for information

8.1.2 Report to the Board after each meeting and annually with respect to its workplan and the fulfillment of its Terms of Reference. ~~will liaise with the Vice-President, Administration and Finance, the University Auditor and other Senior Management as relevant, to establish an annual work plan to ensure that the committee responsibilities are scheduled and carried out.~~

9. MEETING AGENDA

~~9.1~~ ~~— The Chair will prepare agenda for each meeting will be prepared by the University Secretary, in consultation with the Committee Chair, the Chair of the Board, s for committee meetings in consultation with the Vice-President, Administration & Finance, the University Auditor and other Senior Management, and will be approved by the Committee Chair.~~

10. INFORMATION REQUIREMENTS

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Meeting information and documentation will be provided to Committee members at least one calendar week prior to the meeting.

11.10. IN-CAMERA EXECUTIVE SESSIONS

The Committee ~~will~~ shall hold in-camera sessions with the internal and external auditors, and with the Chief Information Officer, ~~and with the Vice-President, Administration and Finance and the Comptroller, at least once, annually.~~ make provision to hold, if necessary, separate sessions with the President, the Vice-President, Administration and Finance, the University Auditor or the external auditor as it deems appropriate at each or any meeting.

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11. MEETINGS

11.1. The committee shall meet at least five (5) times annually, or more frequently as required.

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11.2. The Committee Chair may additionally call special meetings outside the regular calendar of Board meetings, or request electronic voting, to attend to matters that are time sensitive.

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11.3. 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.

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11.4. 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, Nominations and Appeals Committee on member attendance.

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12. PREPARATION AND ATTENDANCE

Committee members are obligated to prepare for and participate actively in committee meetings. Attendance reports will be provided to the Executive Committee after each meeting.

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13.12. 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.

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It is the responsibility of Committee Members to disclose any conflict of interest or appearance of a conflict of interest to the Committee. If any questions arise as to whether Committee member(s) should recuse themselves from a vote, the Committee shall vote to determine whether the member(s) should recuse themselves or not.

14. ORIENTATION AND TRAINING

New Committee members shall receive orientation training on the purpose and mandate of the Committee and on the University's objectives. A process of continuing education of Committee members shall be established.

15. MEETINGS

The Committee shall meet at least five times in a fiscal year. Meetings of the Committee may be called by:

- The Chair
- Any member of the Committee
- The University Auditor or
- The External Auditor

16-13. RESOURCES

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

17-14. RESPONSIBILITIES

14.1.1. Financial Accounting and Reporting Processes

The Committee shall:

Monitor

14.1.1.1. Monitor the effectiveness of the University's financial accounting and reporting process.

Monitor financial

14.1.1.2. Monitor financial performance against the approved budget, noting variance and significant issues.

14.1.1.3. Ensure the integrity and reliability of its financial statements

14.1.1.4. Ensure compliance with all legal and regulatory requirements relating to financial management and disclosure of financial information

14.1.2.

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~~8.1.1.~~ The Committee shall review and recommend to the Board, approval of the University's financial statements.

~~14.1.3.~~

~~17.1.1.~~ The Committee in considering its recommendation to approve the University's financial statements shall review and approve :

~~8.1.2.~~ Review and approve changes in accounting policies and the implementation of new accounting standards.

14.2. Budgets

~~— The Committee shall~~

~~Budgets~~

~~14.2.1. The Committee Shall oversee the annual process for the development of the University's annual and capital budgets~~

~~— The Committee shall~~

~~14.2.2. The Committee shall To review and recommend to the Board the approval of the annual operating and capital budgets of the University.~~

~~17.2-14.3. External Auditor~~

~~17.2.1.~~ As required by the Board, the external auditor reports directly to the Committee. The committee shall recommend to the Board:

~~17.2.2. The approval of~~

~~14.3.1. The approval of~~ the external auditor to be engaged by the University for purposes of performing audit, review or attest services for the University; and

~~a. — the terms of~~

~~b. 14.3.2. — The terms of~~ the engagement, including the compensation, to be paid to the external auditor.

~~17.2.3, 14.3.3.~~ The Committee is directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing and issuing the Auditor's Report and performing other audit, review or attest services for the University, including the resolution of disagreements between management and the external auditor regarding financial reporting.

~~14.3.4.~~ The Committee must develop and oversee a policy respecting non-audit services.

~~17.2.4, 14.3.5.~~ The Committee will pre-approve all significant non-audit services to be provided to the University by the external auditor. The Committee has delegated to the Chair, when expedient or necessary, has the authority to pre-approve non-audit services by external auditors, with such pre-approval communicated to the Committee at the next scheduled Committee meeting following such pre-approval.

~~17.2.5. The Committee shall review and recommend to the Board, approval of the University's financial statements.~~

~~17.2.6. The Committee in considering its recommendation shall:~~

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- a. Review and approve changes in accounting policies and the implementation of new accounting standards.
- b. Review the accounting and disclosure for significant transactions.

17.3. Risk Management

17.3.1. The Committee shall undertake a process to identify the principal risks of the University and ensure appropriate risk management techniques are in place.

This will include:

- a. Reviewing management's process for identifying, assessing and managing the principal risks of the university
- b. Reviewing regular reports from management on areas of significant risk to the University such as legal claims, health and safety matters, environmental issues and regulatory matters and
- c. Reviewing insurance coverage pertaining to all property of the University, liability security, fidelity and other insurable risks as recommended by management.

17.3.2. The Committee shall receive and review the opinions of management, the University Auditor and others, as needed, regarding the strength and appropriateness of management's risk mitigation strategies.

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17.4.14.4. Internal Audit

The Committee is responsible for overseeing the internal audit process. The Committee shall:

- 17.4.1.14.4.1. Review annually and approve the internal audit charter
- 17.4.2.14.4.2. Approve decisions regarding the appointment and removal of the University Auditor
- 17.4.3.14.4.3. Review and approve the annual internal audit plan and all major changes to the plan
- 17.4.4.14.4.4. Review the internal audit activity's performance relative to its plan
- 17.4.5.14.4.5. Review the progress, findings, recommendations and follow-up actions stemming from the internal audit activities, and
- 17.4.6.14.4.6. Support the internal audit function in receiving the right support and cooperation from management and ensure it has sufficient independence to conduct activities in a professional manner.

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14.5. Internal Controls

17.5. The Committee shall:

17.5.1.14.5.1. The Committee shall ensure consider the effectiveness of the University's internal control framework, including its information technology security and control system.

14.5.2. RThe Committee shall receive and examine reports from internal and external auditors' review of the state of the University's internal controls to obtain reasonable assurance on their effectiveness.

17.5.2.

14.6. Risk Management

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14.6.1. The Committee shall ensure that the University undertakes a risk management program and shall oversee such program including: ~~process to identify the principal risks of the University and ensure appropriate risk management techniques are in place.~~

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This will include:

- a. Overseeing the University's ~~Reviewing management's~~ process for identifying, assessing and managing the principal risks of the university
- b. Reviewing regular reports ~~from management~~ on all areas of significant risk to the University ~~such as legal claims, health and safety matters, environmental issues and regulatory matters and~~
- c. Reviewing insurance coverage pertaining to all property of the University, liability ~~security, fidelity and other insurable risks as recommended~~ identified by management.

14.6.2. The Committee shall receive and review the opinions of management, the University Auditor and others, as needed, regarding the strength and appropriateness of management's risk mitigation strategies.

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17.6-14.7. Information Systems

The Committee ~~shall oversee~~ ~~has oversight responsibilities over~~ the University's information systems and ~~and IT including~~ ~~shall~~:

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~~17.6.1-14.7.1.~~ Periodically assess the adequacy and effectiveness of the University's IT resources in meeting the University's strategic objectives

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~~17.6.2-14.7.2.~~ Review IT strategy and ensure its alignment with the University's strategic objectives

~~17.6.3-14.7.3.~~ Monitor progress of major IT projects, and

~~14.7.4.~~ Assess the adequacy and effectiveness of the IT risk management process.

~~14.7.5.~~ ~~-Provide oversight to the development of a cybersecurity strategy that aligns with University strategy and priorities, and identifies the necessary controls to protect the organization from material cyber events, and monitor progress on strategy implementation.~~

~~14.7.6.~~ Provide oversight to the development of a digital transformation strategy that aligns with University strategy and priorities, and monitor strategy implementation.

~~14.7.7.~~ Monitor the risks and financial consequences associated deferred IT renewal (technical debt).

~~17.6.4.~~

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17.7. Budgets

~~17.7.1.~~ To review and recommend to the Board the approval of the annual operating and capital budgets of the University.

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14.8. Endowment and Special Purpose Funds Governance and administration of the University's Endowment and Special Purpose Funds

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14.8.1. Provide oversight on the governance and administration of the University's Endowment and Special Purpose Funds.

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14.8.2. Receive and review the annual report of the University's Endowment and Special Purpose Funds.

14.9. Governance and administration of the Pension Plan

Through the Committee's appointees, provide oversight on the governance and administration of the Pension Plan for the Employees of the University of Prince Edward Island.

17.8.14.10. Expenditures Approval

17.8.1. The Committee shall review and recommend for approval to the Board any expenditures that require Board approval as per the University Spending Authority Policy, as amended.

17.9.14.11. Board Policies

17.9.1. The Committee shall oversee the development of and recommend for approval the Board policies falling within the mandate of the Committee. Advise the Board on policies falling within the mandate of the Committee.

17.10.14.12. Committee Liaison Reporting

The Committee will meet, at least annually, with the Properties and Sustainability Committee and the Development, Fundraising and External Relations Committee to review capital infrastructure priorities and capacity. shall report to the Executive Committee and the Board on the proceedings of each Committee meeting.

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

18.15. REVIEW OF TERMS OF REFERENCE

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

Approved by the Board of Governors on February 13th, 2024.

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Open Session Report

Development, Fundraising and External Relations Committee

December 3, 2024, Board of Governors' Meeting

COMMITTEE ACTIVITY SINCE LAST REPORT

At the scheduled November meeting the Committee received reports on Development and Fundraising, Marketing and Production and Communications and External Relations. It was noted that recent contributions bring the total raised for the Faculty of Medicine to \$3.34 million of the \$10 million goal and the Robertson Library to almost \$6 million of the \$15 million goal. Work is underway to update the thirteen-year-old Visual Identity Guide by the end of this fiscal year. The 2025 MacLean's University rankings were released in October. UPEI moved from 10th to 7th place in the "primarily undergraduate" category.

The Committee approved the naming of the following three new awards:

- Honourable James M. Lee Memorial Scholarship at AVC
- Edward and Phyllis McDuffee Memorial Scholarship, AVC
- Annie Spears Scholarship, Faculty of Medicine

The Committee reviewed a revised version of its terms of reference. The document was amended to incorporate recommendations in the recent Governance Review, to ensure alignment to Board by-laws currently in development and to create consistency across all Board of Governors Committee Terms of Reference with respect to format, language, etc.

ITEMS FOR DISCUSSION

A revised Committee Terms of Reference is provided for review by the Board. A motion to approve the Committee Terms of Reference will be brought to the February Board meeting.

Highlights of changes to the terms of reference are as follows:

Mandate and Authority

- Added authority to approve acceptance of gifts in accordance with Board policy to clearly delegate the approval of gifts to the Committee. The Committee would then inform the Board
 - Note, the committee can choose to recommend acceptance of any gift to the full Board.
- Added authority to approve the naming of new or amended donor funded awards and scholarships to clarify past practice.



- Added receipt of annual reports on Restricted Funds, which is noted in the UPEI Endowment and Special Purpose Funds Governance and Administration Policy
- Added receipt of annual reports from Senate on granting of awards, as recommended in the Governance Review

Composition and Terms of Office

- Qualifications of committee members added
 - At least one member have a background in fundraising
 - At least one member have a background in communications or constituent relations

Responsibilities

- Fundraising, gift acceptance and donor recognition
 - Added sub responsibilities to align with additions to mandate
- Committee Liaison
 - Added requirement to annually with the Finance and Audit Committee and the Properties and Asset Management Committee to review capital infrastructure priorities and capacity.

ITEMS FOR APPROVAL

No Motions

1. PURPOSE

The Development, Fundraising and External Relations Committee (The “Committee”) is established by the University of Prince Edward Island’s Board of Governors (The “Board”) pursuant to the provisions of the *University Act R.S. P.E.I. 1988 Cap. U-4*, to assist the Board in overseeing the University’ fundraising operations and growth and in ensuring that arrangements are in place for meaningful engagement with external stakeholders and proper management of risks and opportunities that protect and strengthen the University’s institutional reputation and image.

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:

- 3.1. Assist the Board in its oversight regarding fundraising plans, gift acceptance and donor recognition; external communications and plans; external relations and community engagement plans; and institutional reputation and image.
- 3.2. Approve, on behalf of the Board, acceptance of gifts, as in accordance with the UPEI and UPEI (US) Foundation Inc. Gift Acceptance Policy.
- 3.3. Approve, on behalf of the Board, the name of any new or amended donor funded scholarships or awards.
- 3.4. Receive annual reports of Restricted Funds in accordance with the UPEI Endowment and Special Purposed Funds Governance and Administration Policy.
- 3.5. Receive annual reports from Senate on granting of awards.

4. AUTHORITY

The Committee has the 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, and with prior approval of the Executive Committee, retain independent consultants or other expertise to advise the Committee.
- 4.3. Invite key personnel to their meetings to provide information or to report on the areas overseen by the Committee.
- 4.4. Make recommendations to the Board on matters falling within the mandate of the Committee.
- 4.5. Approve, on behalf of the Board, acceptance of gifts as outlined in the UPEI and UPEI (US) Foundations Inc. Gift Acceptance Policy.
- 4.6. Approve, on behalf of the Board, the name of any new or amended donor funded scholarships or awards.

5. COMPOSITION AND TERMS OF OFFICE

- 5.1. Committee members shall be appointed annually by the Board upon the recommendation of the Governance, Nominations and Appeals Committee and shall include the following members, each of whom shall be entitled to a single vote:
 - 5.1.1. One or more Board member (s) elected by the Board.
 - 5.1.2. One or more Board member (s) appointed by the Lieutenant Governor in Council.
 - 5.1.3. One or more Board member (s) elected by and from the Alumni Association of the University.
 - 5.1.4. One Board member who is a faculty member.
 - 5.1.5. One Board member who is a UPEI student.
 - 5.1.6. At least one member should have a background in fundraising.
 - 5.1.7. At least one member should have a background in communications or constituent relations.
- 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, non-voting member of the Committee.
- 5.4. Vacancies
 - 5.4.1. Appointed, voting members shall hold office until their successors are appointed or they cease to be Board members, whichever comes first.
 - 5.4.2. The Committee Chair shall advise the Chair of the Governance, Nominations and Appeals Committee of vacancies on the Committee.
 - 5.4.3. The Board, on the recommendation of the Governance, Nominations 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, Nominations and Appeals Committee, shall appoint, from the Committee membership, 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, any role description, and, as 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 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 workplan and the fulfillment 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, the Chair of the Board, and the President, and will be approved by the Committee Chair.

10. MEETINGS

10.1. The Committee shall meet at least four times annually, or more frequently as required.

10.2. The Committee Chair 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, Nominations 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. Fundraising, gift acceptance and donor recognition

The Committee shall:

- 13.1.1. Review the development of the University's fundraising plans and monitor its progress towards the achievement of annual and multi-year fundraising goals.
- 13.1.2. Review and assess the adequacy of resources allocated to the implementation of the University's fundraising plans, including volunteer resources.
- 13.1.3. Monitor the use of budgetary resources to support fundraising activities.
- 13.1.4. Review and assess gift acceptance and donor recognition decisions in accordance with Board of Governors policies.

13.2. External communications and external relations

The Committee shall:

- 13.2.1. Review the development of the University's external communications plans and monitor its effectiveness.
- 13.2.2. Provide oversight into the development of the University's external relations plans and assess their effectiveness in building strong and meaningful relationships and collaboration with main stakeholders, including the community.

13.3. Institutional reputation and image

The Committee shall:

- 13.3.1. Monitor University initiatives to enhance its reputation and image.
- 13.3.2. Evaluate and monitor the performance of the University's brand.
- 13.3.3. Assess the management of current and emerging risks that may impact the University's reputation and image.

13.4. Board Policies

The Committee shall advise the Board on policies falling within the mandate of the Committee.

13.5.Board Reporting

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

13.5.2. Report to the Board after each meeting on its activities.

13.6. 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 on an annual basis unless indicated otherwise by the Board.



Development, Fundraising and External Relations Committee Terms of Reference
Approved by the Board of Governors, ~~February 13, 2024~~, [Insert Date Here]

1. PURPOSE

The Development, Fundraising and External Relations Committee (The “Committee”) is established by the University of Prince Edward Island’s Board of Governors (The “Board”) ~~of the University of Prince Edward Island (The “University”)~~ pursuant to the provisions of the *University Act R.S. P.E.I. 1988 Cap. U-4*, to assist the

- 1.1. ~~The Committee’s purpose is to assist the Board Board~~ in overseeing the University’ fundraising operations and growth and in ensuring that arrangements are in place for meaningful engagement with external stakeholders and proper management of risks and opportunities that protect and strengthen the University’s institutional reputation and image.

2. VALUES

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

3. MANDATE

The Committee’s mandate is to:

- 3.1. Assist the Board in its oversight regarding fundraising plans, gift acceptance and donor recognition; external communications and plans; external relations and community engagement plans; and institutional reputation and image.
- 3.2. Approve, on behalf of the Board, acceptance of gifts, as in accordance with the UPEI and UPEI (US) Foundation Inc. Gift Acceptance Policy.
- 3.3. Approve, on behalf of the Board, the name of any new or amended donor funded scholarships or awards.
- 3.4. Receive annual reports of Restricted Funds in accordance with the UPEI Endowment and Special Purposed Funds Governance and Administration Policy.
- 3.5. Receive annual reports from Senate on granting of awards.

~~3.~~

~~The Committee’s mandate is to assist the Board in providing oversight regarding:~~

- 3.1. ~~The University’s fundraising plans~~
- 3.2. ~~The University’s external communications plan~~

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~~3.3. The University's external relations and community engagement plans~~

~~3.4.3.6. The University's plans for maintaining and enhancing its institutional reputation and image.~~

4. AUTHORITY

The Committee has the authority to:

~~4.~~

~~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, and with prior approval of the Executive Committee, retain independent consultants or other expertise to advise the Committee.~~

~~4.3. Invite key personnel to their meetings to provide information or to report on the areas overseen by the Committee.~~

~~4.4. Approve, on behalf of the Board, acceptance of gifts as outlined in the UPEI and UPEI (US) Foundations Inc. Gift Acceptance Policy.~~

~~4.5. Approve, on behalf of the Board, the name of any new or amended donor funded scholarships or awards.~~

The Committee has the authority to:

~~4.1.~~

~~4.1.1. Use University resources, with prior approval of the Executive Committee and 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. Invite key personnel to their meetings to provide information and report on the areas overseen by the Committee.~~

5. COMPOSITION AND TERMS OF OFFICE

5.1. Committee members shall be appointed annually by the Board upon the recommendation of the ~~Governance, Nominations and Appeals~~ Executive Committee and shall include the following members, each of whom shall be entitled to a single vote:

Membership (Appointed, voting)

- 5.1.1. One or more Board member (s) elected by the Board
- 5.1.2. One or more Board member (s) appointed by the Lieutenant Governor in Council
- 5.1.3. One or more Board member (s) elected by and from the Alumni Association of the University
- 5.1.4. One Board member who is a faculty member

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5.1.5. One Board member who is a UPEI student.

5.1.6. At least one member should have a background in fundraising

5.1.5.5.1.7. At least one member should have a background in communications or constituent relations.

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Membership (ex-officio, voting)

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, non-voting member of the Committee.

5.4. Vacancies

5.4.1. Appointed, voting members shall hold office until their successors are appointed or they cease to be Board members, whichever comes first.

5.4.2. The Committee Chair shall advise the Chair of the Governance, Nominations and Appeals Committee of vacancies on the Committee.

5.4.3. The Board, on the recommendation of the Governance, Nominations and Appeals Committee, may fill vacancies of members of the Committee for the remainder of the current term of appointment.

5.2. Committee shall include the following members, each of whom shall be entitled to a single vote:

5.2.1. The Board Chair

5.2.2. President

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6. VACANCIES

6.1. Appointed, voting members shall hold office until their successors are appointed or they cease to be Board members, whichever comes first.

6.2. The Chair of the Committee shall advise the Chair of the Executive Committee of vacancies on the Committee.

6.3.5.5. The Board, on the recommendation of the Executive Committee, may fill vacancies of members of the Committee for the remainder of the current term of appointment.

7.6. THE CHAIR

7.1.6.1. The Board, on the recommendation of the Governance, Nominations and Appeals Committee, shall appoint, from the Committee membership, a Committee Chair to preside at meetings, on the recommendation of the Executive Committee.

6.2. In the absence or unavailability of the Committee Chair, one of the other members of the Committee shall be chosen by the Committee to act in place of the Chair.

6.3. The Chair does not vote unless a casting vote is needed to break a tie.

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~~7.2. The Committee Chair shall fulfil the role assigned to the Committee Chairs in the University by-laws, any role description, and, as assigned by the Board.~~

~~7.2.1. Chair all Committee meetings~~

~~7.2.2. Serve as the spokesperson for the Committee~~

~~7.2.3. Ensure that the Committee is properly organized, functions effectively, and meets its obligations and responsibilities~~

~~7.2.4. Liaise and communication with the Chair of the Board to co-ordinate input from the Committee for Board meetings, and~~

~~7.2.5. Establish any matters of procedure not otherwise provided for in this Mandate.~~

~~7.3. In the absence or unavailability of the Chair, one of the other members of the Committee shall be chosen by the Committee to act in place of the Chair.~~

~~7.4.6.4. The Chair does not vote unless a casting vote is needed to break a tie.~~

8.7. QUORUM

~~8.1. Fifty percent of voting Committee members present in person or by teleconference shall constitute quorum at a meeting.~~

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9.8. WORKPLAN

~~8.1. The Committee shall:~~

~~8.1.1. Develop and approve an annual workplan to be provided to the Board for information.~~

~~9.1-8.1.2. Report to the Board after each meeting and annually with respect to its workplan and the fulfillment of its Terms of Reference.~~

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10.9. MEETING AGENDA

~~10.1-9.1. The Committee Chair shall set the agenda for each Committee meeting will be prepared by the University Secretary, in consultation with the Committee Chair, the Chair of the Board, and the President and will be approved by the Committee Chair.~~

11.10. MEETINGS

~~11.1-10.1. The Committee shall meet at least four times annually or more frequently as required.~~

~~11.2-10.2. The Committee Chair may additionally call special meetings outside the regular calendar of Board meeting, or request electronic voting, to attend to matters that are time sensitive. shall establish the frequency of meetings and review such frequency from time to time, as considered appropriate or as requested by the Board.~~

~~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. minutes of Committee meetings shall be recorded and maintained.~~

~~11.3.10.4. 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, Nominations and Appeals Committee on member attendance.~~

~~11.4. Meeting materials will normally be provided to the Committee one week in advance of the scheduled meeting to allow sufficient time for preparation.~~

~~11.5. Members are expected to make every effort to attend meetings in person or virtually. Attendance reports will be provided to the Executive Committee after each meeting.~~

~~12.11.~~ **CONFLICT OF INTEREST**

~~12.1. 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.~~

~~12.2. It is the responsibility of Committee members to disclose any conflict of interest or appearance of a conflict of interest to the Committee. If any questions arise as to whether a Committee member(s) should recuse themselves from a vote, the Committee shall vote to determine whether the member(s) should recuse themselves or not.~~

~~13.12.~~ **RESOURCES**

~~13.1. The Office of the President shall provide all necessary resources the Committee may require for its proper functioning.~~

~~14.13.~~ **RESPONSIBILITIES**

~~13.1. Fundraising, gift acceptance and donor recognition~~

~~14.1. The Committee shall:~~

~~14.1.1-13.1.1. Review the development of the University's fundraising plans and monitor its progress towards the achievement of annual and multi-year fundraising goals.~~

~~14.1.2-13.1.2. Review and assess the adequacy of resources allocated to the implementation of the University's fundraising plans, including volunteer resources.~~

~~14.1.3-13.1.3. Monitor the use of budgetary resources to support fundraising activities.~~

~~14.1.4-13.1.4. Review and assess gift acceptance and donor recognition decisions in accordance with Board of Governors policies.~~

~~13.2. External communications and external relations~~

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14. The Committee shall:

~~14.2.~~

~~14.2.1~~14.1.1. Review the development of the University's external communications plans and monitor its effectiveness.

~~14.2.2~~14.1.2. Provide oversight over the development of the University's external relations plans and assess their effectiveness in building strong and meaningful relationships and collaboration with main stakeholders, including the community.

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14.2. Institutional reputation and image

The Committee shall:

~~14.3.~~

~~14.3.1~~14.2.1. Monitor University initiatives to enhance its reputation and image.

~~14.3.2~~14.2.2. Evaluate and monitor the performance of the University's brand.

~~14.3.3~~14.2.3. Assess the management of current and emerging risks that may impact the University's reputation and image.

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14.4.14.3. Board Policies

~~14.4.1~~14.3.1. The Committee shall advise the Board on policies falling within the mandate of the Committee.

14.4. Board Reporting

The Committee shall:

~~14.5.~~

~~14.5.1~~14.4.1. Make recommendations to the Board on matters falling within the mandate of the Committee.

~~14.5.2~~14.4.2. Report to the Board after each meeting on its activities.

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~~14.6~~14.5. Such other responsibilities as may be delegated by the Board.

15. REVIEW OF TERMS OF REFERENCE

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

Open Session Report

Governance and Appeals Committee

December 3, 2024, Board of Governors' Meeting

COMMITTEE ACTIVITIES SINCE LAST REPORT

The Committee received a report on policies which included a new policy framework. The Committee also received a request to repeal six outdated policies and to approve a new policy, Sponsored Research and Research Contracts Policy (see motions below).

The Committee received an update on the status of Board assigned UPEI Review Implementation Plan Activities.

The Committee reviewed the draft implementation plan for the Governance Review recommendations. There are currently 148 activities identified in the Governance Review Implementation plan. This number will increase as the Committee determines what actions are needed to address all the Governance Review recommendations. Some of the additional actions will result from the implementation of new Board By-laws being prepared by Cheryl Foy, the author of the Governance Review, and being reviewed by legal counsel. The following activities have been completed:

- Publish Board and committee meeting schedules on the board website not later than August.
- President provides a report at each Board meeting
- Continue to encourage attendance at the board meeting by the community via campus. communiques prior to meeting.
- To avoid blurring lines between the Board and administration, only Board members and the minute-taker will sit at the board or committee tables.
- Continue the Senate report in the context of the Board's obligation to work closely with the Senate as a governing body.
- The University Secretary will ensure that any material on which administration relies in support of a proposed decision, including presentations, will form part of board and committee packages.
- Members of Sr. Admin (other than the ex officio Board members) should be removed as members of the Standing Committees and identified as committee supporters with a standing invitation to attend the meetings to support the work of the committees.
- The Executive Committee will discontinue the practice of receiving Standing Committee reports as they properly go to the full Board.
- The University Secretariat position will include:
 - a. supporting effective integrated university governance at UPEI including implementing the governance plan arising from the Governance Review recommendations adopted by the Board.
 - b. supporting the Board and its committees in effective governance.

- c. supporting the Senate and its committees in effective governance.
- d. responsibility for the Policy framework at UPEI.
- Board meeting agendas and all materials required to address the items on the agenda for all meetings will be provided to Board Members no less than one (1) week in advance of the meeting date.
- Agendas and all materials required to address the items on the agenda for Public Meetings will be published no less than one (1) week in advance of the meeting date.

Note: Some of the above activities are identified as “recurring” as monitoring is needed to ensure they continue year over year.

The Committee reviewed a revised version of its terms of reference. The document was amended to incorporate recommendations in the recent Governance Review, to ensure alignment to Board by-laws currently in development and to create consistency across all Board of Governors Committee Terms of Reference with respect to format, language, etc.

ITEMS FOR DISCUSSION

A revised Committee Terms of Reference is provided for review by the Board. A motion to approve the Committee Terms of Reference will be brought to the February Board meeting.

Highlights of changes to the terms of reference are as follows:

Committee Name

- Change to Governance, Nominating and Appeals Committee to better reflect the enhanced role and as recommended in the Governance Review.

Composition and Terms of Office

- Added skills required within the Committee, as recommended in the Governance Review, to include one member with background in policy development and one member with expertise or designation in governance.

Responsibilities

- Added Board and Standing Committee Membership - formerly responsibility of Executive Committee. Includes recruitment and nominations of new board members and attendance monitoring.
- Added Committee Terms of Reference – formerly responsibility of Executive Committee
- Added Role descriptions – formerly responsibility of Executive Committee
- Added Board Code of Conduct - formerly responsibility of Executive Committee
- Board Education – role clarified, with training plan added

- Responsibility for risk management removed

ITEMS FOR APPROVAL

Motion:

That the UPEI Board of Governors repeals the following Board Policies: Compiling Procedures; Procedures for Meetings and Board of Governors; Residence Name Change; Advertising Policy; Sustainability Policy; Personal Information and Privacy Policy; and, AIDS Policy, as recommended by the Governance and Appeals Committee.

Motion:

That the UPEI Board of Governors approves the revised Sponsored Research and Research Contracts Policy, as recommended by the Governance and Appeals Committee.

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.

5.5. 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, Nominations 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, Nominations and Appeals Committee, shall appoint from the Committee members, 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 Chair shall also act as Chair of the Appeal Panel.
- 6.5. The Committee Chair shall fulfil the role assigned to the Committee Chairs in the University by-laws, any role description, and, as 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 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.

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. Recommend to the Board, the appointment of Committee Chairs and members of Standing Committees.
- 13.1.5. Develop a succession plan for Board and Standing Committees membership to ensure continuity in Board leadership.
- 13.1.6. Receive membership attendance reports from Standing Committee Chairs and report annually to the Board.

13.2. The Committee shall assist the Board in ensuring responsibilities and authorities are appropriately assigned to Standing Committees through Committee terms of reference.

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

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

13.5.Evaluation

The Committee shall oversee development of a process for evaluating the effectiveness of the Board and its Committees on an annual basis.

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 Appeals Panel of the Committee shall consider, hear, and make decisions on behalf of the Board on any matter under 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 to the Committee as circumstances dictate.

13.8.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 on an annual basis unless indicated otherwise by the Board.



Governance and Appeals Committee Terms of Reference

Approved by the Board of Governors, [Insert Date Here] February 13, 2024

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. ~~University Act R.S.P.E.I. 1988 Cap. U-4 (The "Act").~~

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2. VALUES

The Committee contributes to the overall 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) (I) of the Act.

4. AUTHORITY

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4. The Committee has the authority to:

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4.1. The Committee has the authority to:

4.1.1.

Use University resources, with prior approval of the Executive Committee and 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.

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4.1.1.

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

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4.1.2.

Invite key personnel to their meetings to provide information and report on the areas overseen by the Committee, report on policy administration, governance processes and other areas within the scope of its mandate.

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

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4.1.3.

4.2. The Committee has the authority to appoint an Appeal Panel to hear appeals that fall under Section 14 (1) (I) 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, ~~to~~ “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 Governance and Appeals Committee~~

~~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.

~~5.1.1. _____~~

~~5.1.2. Members of the Committee shall hold office until their successors are appointed or they cease to be Governors of the University.~~

~~5.1.3. The Board, upon recommendation of the Executive Committee, may fill vacancies of members of the Committee for the remainder of the current term.~~

~~5.1.4. 5.3.1. _____ The Board Chair and the President of the University shall be ex-officio, voting members~~

5.2.5.4. 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.

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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, Nominations and Appeals Committee, may fill vacancies of members of the Committee for the remainder of the current term of appointment.

5.2.1. —

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6. THE CHAIR

6.1. The Board, on the recommendation of the Governance, Nominations and Appeals Committee, shall appoint from the Committee members, a Committee Chair to preside at its meetings.

6.2. In the absence or unavailability of the Chair, one of the other members of the Committee present shall be chosen by the Committee to act in place of the Chair.

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6.3. The Chair does not vote unless a casting vote is needed to break a tie.

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6.4. The Chair shall also act as Chair of the Appeal Panel.

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6.5. The Committee Chair shall fulfil the role assigned to the Committee Chairs in the University by laws, any role description, and, as assigned by the Board.

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6.1. shall appoint, from the Committee membership, a Chair, on the recommendation of the Executive Committee, to preside at meetings.

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6.2. In the absence of the Chair, one of the other members of the Governance and Appeals Committee present shall be chosen by the Governance and Appeals Committee to preside at the meeting.

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6.3. Ex officio members cannot chair the Committee, except as provided in Section 5.2.

6.4. The Chair shall also act as Chair of the Appeal Panel.

6.5. The Chair does not vote unless a casting vote is needed to break a tie.

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7. VACANCIES

7.1. Appointed, voting members shall hold office until their successors are appointed or they cease to be Board members, whichever comes first.

~~7.2. The Chair of the Committee shall advise the Chair of the Executive Committee of vacancies on the Committee.~~

~~7.3. The Board, on the recommendation of the Executive Committee, may fill vacancies of members of the Committee for the remainder of the current term of appointment.~~

8.7. QUORUM

~~8.1. Fifty percent of voting Committee members present in person or by teleconference shall constitute quorum.~~

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9.8. WORKPLAN AND REPORTING

~~8.1. The Committee shall:~~

~~8.1.1. develop and approve an annual work plan to be provided to the Board for information.~~

~~9.1-8.1.2. report to the Board after each meeting and annually with respect to its workplan and the fulfillment of its Terms of Reference. assist in its operations.~~

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10.9. 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. Chair of the Committee is responsible for setting the meeting agenda.~~

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11.10. MEETINGS

~~10.1. The Committee shall meet at least four (4) times annually or more frequently as required.~~

~~10.2. The Committee Chair may 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.~~

~~11.1.~~

~~11.2. Members are expected to make every effort to attend meetings in person or virtually. Attendance reports will be provided to the Executive Committee after each meeting.~~

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12-11. CONFLICT OF INTEREST

~~12.1.~~ 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.

~~12.2. It is the responsibility of Committee members to disclose any conflict of interest or appearance of a conflict of interest to the Committee. If any questions arise as to whether a Committee member(s) should recuse themselves from a vote, the Committee shall vote to determine whether the member(s) should recuse themselves or not.~~

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13-12. RESOURCES

~~13.1.~~ The Office of the President shall provide all necessary resources the Committee may require for its proper functioning.

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14-13. RESPONSIBILITIES

~~14.1.13.1.~~ Board and Standing Committees membership and succession planning ~~With respect to governance activities, the Committee shall make recommendation to the Board on the following matters:~~

- ~~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. Recommend to the Board, the appointment of Committee Chairs and members of Standing Committees.~~
- ~~13.1.5. Develop a succession plan for Board and Standing Committees membership to ensure continuity in Board leadership.~~
- ~~13.1.6. Receive membership attendance reports from Standing Committee Chairs and report annually to the Board.~~

~~13.2.~~ The Committee shall assist the Board in ensuring responsibilities and authorities are appropriately assigned to Standing Committees through Committee terms of reference.

- ~~14.1.1. The establishment of Board Standing Committees and their structure~~
- ~~14.1.2. The development and maintenance of University policies~~
- ~~14.1.3. The effectiveness of the University's governance systems~~
- ~~14.1.4. The development and annual review of any amendments to the Board of Governors Code of Conduct, Conflict of Interest and Confidentiality policies or agreements~~
- ~~14.1.5. The oversight of the University's risk management processes~~
- ~~14.1.6. The development of a process for evaluating the effectiveness of the Board and its committees on an annual basis~~

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~~14.1.7. The development and maintenance of the desired Board Competencies Matrix for the use of the Executive Committee~~

~~14.1.8-13.2.1. The development of an orientation program for new members and a continuous education program for all members of the Board~~

13.3.Role Descriptions

~~14.1.9. Conduct an annual review of and approve role descriptions of the Chair of the Board, the University President, and Standing Committee Chairs. The Committee shall report on its activities to the Board of Governors following each meeting.~~

13.4.Board Code of Conduct

~~13.4.1. Assist the Board in monitoring compliance with the Board of Governors Code of Conduct.~~

13.5.Evaluation

~~13.5.1. Oversee development of a process for evaluating the effectiveness of the Board and its Committees on an annual basis.~~

13.6.Board Education

~~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.~~

14.2-13.7. Appeals~~With respect to appeals:~~

~~14.2.1-13.7.1. The Appeals Panel of the Committee shall consider, hear, and make decisions on behalf of the Board on any matter under appeal falling within Section 14 (1) (I) of the University Act.~~

~~14.2.2-13.7.2. 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 to the Committee as circumstances dictate.~~

~~14.2.3-13.8. The Committee shall carry out such other responsibilities as may be delegated by the Board.~~

15-14. REVIEW OF TERMS OF REFERENCE

~~15.1. The Terms of Reference shall be reviewed on an annual basis unless indicated otherwise by the Board.~~

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Open Session Report

Campus Culture Oversight Committee

December 3, 2024, Board of Governors’ Meeting

COMMITTEE ACTIVITY SINCE LAST REPORT

The Committee received a report from the Action Plan Project Lead on the status of Year Zero and Year One Implementation Plans. The following table illustrates the progress from the September to November reporting periods for Year One activities.

Status	September 2024	November 2024
Not Yet Started	46%	25%
In Progress	32%	31%
Ongoing*		9%
Completed	16%	20%
Evidence Provided	6%	15%

*“Ongoing” was added to the status reporting in November to reflect activities that will recur in future years.

Challenges noted included tight timelines to complete required policy development work and workload associated with preparing for audit of Year Zero and Year One Implementation Plans. The RFP for the Action Plan audit was issued November 6th.

The Committee received an update on the status of the Employee Engagement Survey. 1604 employees received the survey.

The Committee reviewed a revised version of its terms of reference. The document was amended to incorporate recommendations in the recent Governance Review, to ensure alignment to Board by-laws currently in development and to create consistency across all Board of Governors Committee Terms of Reference with respect to format, language, etc.

President Rodgers delivered a presentation on *Equity, Diversity & Inclusion in the Post-Secondary Research System* by the Expert Panel on EDI Practices for Impactful change. Dr. Rodgers chaired the expert panel.



ITEMS FOR DISCUSSION

A revised Committee Terms of Reference is provided for review by the Board. A motion to approve the Committee Terms of Reference will be brought to the February Board meeting.

Highlights of changes to the terms of reference are as follows:

Background

- Last 2 paragraphs deleted as committee is now established and this detail no longer required

Composition and Terms of Office

- Qualifications of committee members added
 - All members have an understanding of organizational culture
 - At least two members have experience working in post-secondary sector

Executive Sessions

- Has been removed as it will be addressed in bylaws

Responsibilities

- 18.1.6 removed as the report is the audit results and is already noted in the following paragraph

Committee Liaison

- Committee Chairs of CCOC and HR to meet annually, as per Gov Review recommendation

ITEMS FOR APPROVAL

No motions



University of Prince Edward Island
Campus Culture Oversight Committee Terms of Reference
Approved by Board of Governors, *[Insert Date Here]*

BACKGROUND

The UPEI Board of Governors (the Board) recognizes that University culture is a key driving force in the success of any university. A healthy workplace and study environment supports the ability of the Board to fulfill its strategic responsibilities and fiduciary obligations.

The University published the report, "University of Prince Edward Island Review" (the "UPEI Review"), in June 2023, after the Rubin Thomlinson LLP conducted a review of university workplace policies, practices, and procedures. The UPEI Review called for "a comprehensive plan to address the many issues that require remediation" that needs "the input of many stakeholders within the University." (p.73)

1. PURPOSE

The Campus Culture Oversight Committee's (the Committee's) is established by the University of Prince Edward Island's Board of Governor's (the "Board") pursuant to the provisions of the *University Act R.S.P.E.I. 1988 Cap.U-4*, to assist the Board in overseeing the development of the UPEI Review Action Plan and to ensure that the recommendations are implemented in a timely manner.

As the Action Plan progresses and resources become available, it is expected that the Committee will oversee and recommend to the Board for approval the development and implementation of a framework to monitor, assess, and improve the experience of students and the health of the workplace for faculty and staff.

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 to assist the Board in its oversight of the implementation of the recommendations resulting from the UPEI Review; monitoring the health of the workplace for faculty and staff; and monitoring student wellbeing and the learning environment.

4. AUTHORITY

The Committee has the 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, and with prior approval of the Executive Committee, 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. Make recommendations to the Board on matters falling within the mandate of the Committee.

5. COMPOSITION AND TERMS OF OFFICE

- 5.1. The Committee shall be composed of four or more Governors, appointed by the Board at the recommendation of the Governance, Nominations and Appeals Committee. Governors appointed must include at least one student and one faculty member. The Committee will also include one graduate student, who is not a Board member and shall be a non-voting Committee member. All Committee members shall have an understanding of organizational culture. At least two members should have experience working in the post-secondary sector.
- 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. Vacancies
 - 5.4.1. Appointed, voting members shall hold office until their successors are appointed or they cease to be Board members, whichever comes first.
 - 5.4.2. The Committee Chair shall advise the Chair of the Governance, Nominations and Appeals Committee of vacancies on the Committee.
 - 5.4.3. The Board, on the recommendation of the Governance, Nominations 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, Nominations and Appeals Committee, shall appoint from the Committee members, 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 Committee 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, any role description, and, as assigned by the Board.

7. QUORUM

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

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 AGENDAS

The agenda for each meeting will be prepared by the University Secretary, in consultation with the Committee Chair, the Chair of the Board, the Vice-President, People and Culture, Vice-President Academic and Research, and will be approved by the committee chair.

10. MEETINGS

- 10.1. The Committee shall meet at least (5) times annually or more frequently as required.
- 10.2. The Committee Chair may additionally call special meetings outside the regular calendar of Board meetings, or request electronic voting, to attend to the matter that are times 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, Nominations 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 necessary staff support, including secretary resources, to the Committee and any other resources it may require for its proper functioning.

13. RESPONSIBILITIES

13.1.UPEI Review Oversight – *Immediate*

The Committee shall:

- 13.1.1. Review the initial draft of the Review Action Plan and provide feedback from a governance perspective.
- 13.1.2. Oversee and recommend to the Board the approval of Review Action Plan progress.
- 13.1.3. Oversee and recommend to the Board for approval of the development of a risk matrix to support the Review Action Plan.
- 13.1.4. Identify challenges or risks to progress on the Review Action Plan and make recommendations to the Board to mitigate challenges or risks.
- 13.1.5. Monitor progress on the Review Action Plan through management updates on implementation progress and report to the Board on progress.
- 13.1.6. Receive the results of any audits conducted on the implementation of the Review Action Plan and recommend acceptance of audit results to the Finance and Audit Committee.

13.2.University Culture - *Long Term*

The Committee shall:

- 13.2.1. Oversee and recommend to the Board for approval the development of a framework to monitor, assess, and improve the experience and wellbeing of students at the University.
- 13.2.2. Oversee and recommend to the Board for approval the development of a framework to monitor, assess, and improve the quality of the workplace culture at the University, by guiding the University to understand and identify significant aspects of the workplace culture.
- 13.2.3. Annually, consider trends, initiatives, and developments affecting the University as a workplace, assess the University's planning to address future challenges, and advise the Board of the Committee's assessment of the University's readiness to address future changes.
- 13.2.4. Ensure a process is in place to assess the effectiveness and currency of the workplace culture framework, and at least every three years, undertake the assessment and recommend to the Board updates and changes to the framework.
- 13.2.5. Oversee the strategic or other risk(s) assigned to the Committee.
- 13.2.6. Provide oversight to ensure that any plans are aligned with the University's values and strategic priorities.
- 13.2.7. Receive updates, monitor and assess progress in the Equity, Diversity and Inclusion Strategy.

13.3.Committee Liaison

The Committee Chair will meet annually with the Human Resources Committee Chair to ensure matters of collective interest are shared with both committees, in a format deemed appropriate, maintaining necessary confidentiality.

13.4.Board Policies

The Committee shall advise the Board on policies falling within the mandate of the Committee.

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

14. REVIEW OF MANDATE

These terms of reference shall be reviewed annually unless indicated otherwise by the Board.



University of Prince Edward Island
Campus Culture Oversight Committee Terms of Reference
Approved by Board of Governors, ~~[Insert Date Here]~~ February 18, 2024

BACKGROUND

The UPEI Board of Governors (the Board) recognizes that University culture is a key driving force in the success of any university. A healthy workplace and study environment supports the ability of the Board to fulfill its strategic responsibilities and fiduciary obligations.

The University published the report, “University of Prince Edward Island Review” (the “UPEI Review”), in June 2023, after the Rubin Thomlinson LLP conducted a review of university workplace policies, practices, and procedures. The UPEI Review called for “a comprehensive plan to address the many issues that require remediation” that needs “the input of many stakeholders within the University.” (p.73)

~~UPEI is committed to implementing the report’s recommendations as a step towards improving the workplace culture and study environment on campus.~~

~~An advisory group composed of a diverse group of internal and external UPEI community members and led by a third-party facilitator will provide input and guidance from multiple stakeholder perspectives to help inform the development of the UPEI Action Plan.~~

~~A board committee is required to ensure oversight and accountability for the Action Plan and a framework to improve the health of the UPEI workplace and study environment and student wellbeing.~~

1. PURPOSE

The Campus Culture Oversight Committee’s (the Committee’s) ~~primary role is to ensure oversight of the development of the UPEI Review Action Plan and to ensure that the recommendations are implemented in a timely manner.~~ is established by the University of Prince Edward Island’s Board of Governor’s (the “Board”) pursuant to the provisions of the University Act R.S.P.E.I. 1988 Cap.U-4, to assist the Board in overseeing the development of the UPEI Review Action Plan and to ensure that the recommendations are implemented in a timely manner.

As the Action Plan progresses and resources become available, it is expected that the Committee will oversee and recommend to the Board for approval the development and implementation of a framework to monitor, assess, and improve the experience of students and the health of the workplace for faculty and staff.

2. VALUES



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

3. MANDATE

The Committee's mandate is to assist the Board in its oversight of the implementation of the recommendations resulting from the UPEI Review; monitoring the health of the workplace for faculty and staff; and monitoring student wellbeing and the learning environment.

fulfilling its responsibilities for:

- 3.1- Reviewing plans for and monitoring implementation of the recommendations resulting from the UPEI Review;
- 3.2- Monitoring the health of the workplace for faculty and staff; and
- 3.3- Monitoring student wellbeing and the study environment.

4. AUTHORITY

The Committee has the 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 its scope of its mandate. Use University Resources, with prior approval of the Executive Committee and in accordance with university policies and internal control systems, to conduct or request the conduct of any research or investigation into any matters within its scope of its mandate or responsibility;
4.1.
- 4.2. At the University's expense, and with prior approval of the Executive Committee, retain independent consultants or other expertise to advise the Committee., and
4.2.
- 4.3. Invite key personnel to their meetings to provide information and report on the areas overseen by the Committee.
- 4.3.4.4. Make recommendations to the Board on matters falling within the mandate of the Committee.

5. COMPOSITION AND TERMS OF OFFICE

- 5.1. The Committee shall be composed of four or more Governors, appointed by the Board at the recommendation of the Governance, Nominations and Appeals Committee. Governors appointed must include at least one student and one faculty member. The Committee will also include one graduate student, who is not a Board member and shall be a non-voting Committee member. All Committee members shall have an understanding of organizational culture. At least two members should have experience working in the post-secondary sector.

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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. Vacancies

5.4.1. Appointed, voting members shall hold office until their successors are appointed or they cease to be Board members, whichever comes first.

5.4.2. The Committee Chair shall advise the Chair of the Governance, Nominations and Appeals Committee of vacancies on the Committee.

5-5.4.3. The Board, on the recommendation of the Governance, Nominations and Appeals Committee, may fill vacancies of members of the Committee for the remainder of the current term of appointment.

~~The Committee shall be composed of four or more Governors, appointed by the Board at the recommendation of the Executive Committee. Governors appointed must include at least one student and one faculty member. The Committee will also include one graduate student and may include expert members, external to UPEI, identified by the Board.~~

~~Ex-officio, voting member of the Committee shall be the:~~

~~• Chair of the Board~~

~~Ex-officio, non-voting members of the committee shall be the:~~

~~• President of the University~~

~~• Vice President, People and Culture~~

~~• Vice President, Academic and Research~~

6. THE CHAIR

6.1. The Board, on the recommendation of the Governance, Nominations and Appeals Committee, shall appoint from the Committee members, a Committee Chair to preside at its meetings; shall appoint, from the Committee membership, a Chair to preside over meetings, on the recommendation of the Executive Committee.

~~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. The Chair of the Committee shall:~~

~~6.2.1. Chair all Committee meetings;~~

~~6.2.2. Serve as the spokesperson for the Committee;~~

~~6.2.3. Ensure that the Committee is properly organized, functions effectively, and meets its obligations and responsibilities;~~

~~6.2.4. Liaise with and communicate with the Chair of the Board to coordinate input from the Committee for Board meetings; and~~

6.2.5.6.2. Establish any matters of procedure not otherwise provided for in this Mandate.

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~~6.3. The Chair does not vote unless a casting vote is needed to break a tie.~~

~~6.3.6.4. The Committee Chair shall fulfil the role assigned to the Committee Chairs in the University by-laws, any role description, and, as assigned by the Board. In the absence or unavailability of the Chair, one of the other members of the Committee shall be chosen by the Committee to act in place of the Chair.~~

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~~6.4. The Chair does not vote unless a casting vote is needed to break a tie.~~

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~~7. VACANCIES~~

~~7.1. Appointed, voting members shall hold office until their successors are appointed or they cease to be Board members, whichever comes first.~~

~~7.2.6.4.1. The Chair of the Committee shall advise the Chair of the Governance, Nominations and Appeals Executive Committee of vacancies on the Committee.~~

~~7.3.6.5. The Board, on the recommendation of the Executive Committee, may fill vacancies for members of the Committee for the remainder of the current term of appointment.~~

~~8.7. QUORUM~~

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

~~8. WORKPLAN AND REPORTING~~

~~The Committee shall:~~

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~~8.1. Develop and approve an annual workplan to be provided to the Board for Information.~~

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~~8.2. Report to the Board after each meeting and annually with respect to its workplan and the fulfillment of its Terms of Reference.~~

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~~The Chair of the Committee will consult with the Vice-President, People and Culture, Vice-President, Academic and Research and other senior management team members as required, to establish a work plan to ensure that the committee responsibilities are scheduled and carried out. The workplan shall be provided to the Board for information.~~

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~~10.9. MEETING AGENDAS~~

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

~~meetings in consultation with~~ the Vice-President, People and Culture, Vice-President Academic and Research, and ~~will be approved by the committee chair, the University Secretary.~~

10. MEETINGS INFORMATION REQUIREMENTS

~~10.1. The Committee shall meet at least (5) times annually or more frequently as required.~~

~~10.2. The Committee Chair may additionally call special meetings outside the regular calendar of Board meetings, or request electronic voting, to attend to the matter that are times 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, Nominations and Appeals Committee on member attendance.~~

~~Meeting information and documentation will be provided to Committee members at least one calendar week prior to the meeting.~~

12. EXECUTIVE SESSIONS

~~The Committee will make provision to hold, if necessary, separate private sessions with the President, Vice-President, People and Culture, Vice-President, Academic and Research or other senior management team members as it deems appropriate at each or any meeting. The Director of Equity, Diversity and Inclusion and Human Rights may attend these sessions in addition to attending the regular committee meetings.~~

13. PREPARATION AND ATTENDANCE

~~Committee members are expected to prepare for and participate actively in Committee meetings. Attendance shall be reported to the Executive Committee after each Committee meeting.~~

14.11. CONFLICT OF INTEREST

~~14.1. Committee members shall adhere to all Board policies, including, but not limited to the Board of Governors Code of Conduct, the University's Conflict of Interest Policy, and the University's values on accountability and Integrity.~~

~~14.2. It is the Committee member's responsibility to disclose any conflict of interest or appearance of one to the Committee. The Committee members must recuse themselves from any vote where a conflict or an appearance of conflict exists.~~

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15. ORIENTATION AND TRAINING

- ~~15.1. New Committee members shall receive an orientation on the purpose and mandate of the Committee and on the University's objectives.~~
- ~~15.2. The Committee shall identify and report to the Governance and Appeals Committee on continuing education needs.~~

16. MEETINGS

- ~~11.1. The Committee shall meet at least five times in a fiscal year. Meetings of the Committee may be called by the Chair at any time, as deemed necessary.~~

17.12. RESOURCES

The Office of the President shall provide necessary staff support, including secretary resources, to the Committee and any other resources it may require for its proper functioning.

18.13. RESPONSIBILITIES

18.1.13.1. UPEI Review Oversight – Immediate

- ~~18.1.1.13.1.1.~~ The Committee shall review the initial draft of the Review Action Plan and provide feedback from a governance perspective;
- ~~18.1.2.13.1.2.~~ The Committee shall oversee and recommend to the Board the approval of Review Action Plan progress;
- ~~18.1.3.13.1.3.~~ The Committee shall oversee and recommend to the Board for approval of the development of a risk matrix to support the Review Action Plan;
- ~~18.1.4.13.1.4.~~ The Committee shall identify challenges or risks to progress on the Review Action Plan and make recommendations to the Board to mitigate challenges or risks;
- ~~18.1.5.~~ The Committee shall monitor progress on the Review Action Plan through management updates on implementation progress and report to the Board on progress;
- ~~18.1.6.13.1.5.~~ The Committee shall oversee and recommend the development of a format annual report on progress, which will be shared with the Province of Prince Edward Island's Minister responsible for higher education and made available for distribution to the University community and the public.
- ~~18.1.7.13.1.6.~~ The Committee will receive the results of any audits conducted on the implementation of the Review Action Plan and recommend acceptance of audit results to the Finance and Audit Committee.

18.2.13.2. University Culture - Long Term

- ~~18.2.1.13.2.1.~~ The Committee shall oversee and recommend to the Board for approval the development of a framework to monitor, assess, and improve the experience and wellbeing of students at the University;

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~~18.2.2.13.2.2.~~ The Committee shall oversee and recommend to the Board for approval the development of a framework to monitor, assess, and improve the quality of the workplace culture at the University, by guiding the University to understand and identify significant aspects of the workplace culture;

~~18.2.3.13.2.3.~~ The Committee shall annually, consider trends, initiatives, and developments affecting the University as a workplace, assess the University's planning to address future challenges, and advise the Board of the Committee's assessment of the University's readiness to address future changes;

~~18.2.4.13.2.4.~~ The Committee shall, ensure a process is in place to assess the effectiveness and currency of the workplace culture framework, and at least every three years, undertake the assessment and recommend to the Board updates and changes to the framework;

~~18.2.5.13.2.5.~~ The Committee shall oversee the strategic or other risk(s) assigned to the Committee; ~~and~~

~~13.2.6.~~ The Committee shall provide oversight to ensure that any plans are aligned with the University's values and strategic priorities; ~~and-~~

~~18.2.6.13.2.7.~~ The Committee will receive updates, monitor and assess progress in the Equity, Diversity and Inclusion Strategy.

~~18.3.13.3.~~ Committee ~~Reporting and~~ Liaison

~~18.3.1.~~ The Committee ~~Chair will meet annually with the Human Resources Committee Chair shall report to the Executive Committee and the Board on the proceedings of each Committee meeting.~~

~~18.3.2.13.3.1.~~ ~~The Committee will liaise with the Human Resources Committee~~ to ensure matters of collective interest are shared with both committees, in a format deemed appropriate, maintaining necessary confidentiality.

~~13.4.~~ Board Policies

~~18.4.~~ Advise the Board

~~— Advise the Board~~ on policies falling within the mandate of the Committee.

~~18.5.~~ Board Reporting

~~18.5.1.~~ Make recommendations to the Board on the matters falling within the mandate of the Committee; and

~~18.5.2.~~ Report to the Board after each meeting on its activities.

~~18.6.13.5.~~ The Committee shall carry out sSuch other responsibilities as may be delegated by the Board.

~~19.14.~~ REVIEW OF MANDATE

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These terms of reference shall be reviewed annually unless indicated otherwise by the Board.



Open Session Report

Human Resources Committee

December 3, 2024, Board of Governors' Meeting

COMMITTEE ACTIVITY SINCE LAST REPORT

At the scheduled November 2024 meeting the Committee reviewed a revised version of its terms of reference and made changes. The document was amended to incorporate recommendations in the recent Governance Review, to ensure alignment to Board by-laws currently in development and to create consistency across all Board of Governors Committee Terms of Reference with respect to format, language, etc.

The Committee received a presentation on the development of a 360 Degree evaluation for the Senior Executive Team (vice-presidents). Development of a 360 Degree evaluation process for the Senior Executive Team is an activity in the Year One Implementation of the UPEI Action Plan.

ITEMS FOR DISCUSSION

A revised Committee Terms of Reference is provided for review by the Board. A motion to approve the Committee Terms of Reference will be brought to the February Board meeting.

Highlights of changes to the terms of reference are as follows:

Mandate

- Now includes a list of the areas of responsibility as recommended in the Governance Review
- Clarifies the Committee's responsibility for approving collective bargaining mandates
- Clarifies the Committee's role in recommending collective agreements to the Board

Authority

- Delegates authority to the Committee to approve collective bargaining mandates
- Delegates authority to the Committee to approve hiring of tenure stream and term (one year or greater) faculty members and librarians
- Delegates authority to the Committee to approve tenure and promotion of faculty members
- Added "authority to hire senior staff (Vice Presidents, Registrar and Deans". This is noted in the "responsibilities" section, but needs to be clarified in the "Authority" section that this responsibility is delegated from the Board

Composition and Terms of Office

- Qualifications for Committee members added

- All members to be independent of the University and familiar with human resources matters
- At least two should have a professional human resources background

Meetings

- It is proposed that the Committee hold e-votes or short meetings in the months where there is no regularly scheduled meeting, for the purpose of approving faculty appointments
- This may be subject to the Committee receiving an education session on internal processes for hiring, being comfortable with this process and approval recommended by the President.

Responsibilities

- Responsibilities have been grouped into responsibility areas, e.g., succession plan employee relations metrics, etc.
- Oversee development of a recruitment strategy
 - broadened to a recruitment and retention strategy
- Employee relations metrics added
 - focused on using this data to improve employee relations
 - includes responsibility to provide trend data to Campus Culture Oversight Committee.
- Compliance section added
 - includes audits of HR practices
 - includes receiving reports on areas relevant to the Committee's mandate
- Oversight of succession planning for senior executives
 - Broadened to include receiving updates on planned organizational structure changes performance management processes and recruitment efforts
 - Reference to "key personnel" removed as term is unclear
- Oversight for labour relations
 - Expanded, including the development of a philosophy and approach to labour relations that focuses on developing and fostering positive working relationships
- Expansion of role for Hiring, Tenure and Promotion
 - Committee will now be responsible for hiring, tenure and promotion of faculty as noted in "Mandate" and "Authority"
- Liaison with Other Committees
 - Changed from committees "liaising" to Chairs of Human Resources Committee and Campus Culture Oversight Committee meeting annually, as recommended in the Governance Review
- Employee Benefits Renewal
 - The Committee is responsible for recommending approval of the Employee Benefits Renewal to the Board. This was missing from the terms of reference

ITEMS FOR APPROVAL

No motions for approval.

1. PURPOSE

The Human Resources Committee (The “Committee”) is established by the University of Prince Edward Island’s Board of Governors (The “Board”), pursuant to the *University Act R.S. P.E.I. 1988 Cap. U-4 (the “Act”)* to assist the Board in its oversight of human resources.

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:

- 3.1. Assist the Board in its oversight of University human resources matters including recruitment, retention, compensation, succession planning, employee communications, human resource compliance matters, and labour relations philosophy and approach, and to make recommendations to the Board in respect to these matters.
- 3.2. Approve, on behalf of the Board, collective bargaining mandates, and recommend to the Board approval of collective agreements.
- 3.3. Assist the Board with such other duties as assigned to the Committee by the Board.

4. AUTHORITY

The Committee has the 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, and with prior approval of the Executive Committee, retain independent consultants or other expertise to advise the Committee.
- 4.3. Invite key personnel to their meetings to provide information or to report on the areas overseen by the Committee.
- 4.4. Make recommendations to the Board on matters falling within the mandate of the Committee.
- 4.5. Approve collective bargaining mandates.

- 4.6. Approve the hiring of tenure stream and term (one year or greater) faculty members and librarians.
- 4.7. Approve tenure and promotion of faculty members.
- 4.8. Approve the hiring of senior staff (Vice-Presidents, Registrar, and Deans).

5. COMPOSITION AND TERMS OF OFFICE

- 5.1. The Committee shall be composed of three (3) or more Governors, appointed by the Board, on the recommendation of the Governance, Nomination, and Appeals Committee. All voting members shall be independent to the University, with the exception of ex-officio members, and be familiar with human resources matters (i.e. a working knowledge or substantial experience in terms and conditions of employment, particularly in a unionized environment). At least two Committee members should have a professional human resources background.
- 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. Vacancies
 - 5.4.1. Appointed, voting members shall hold office until their successors are appointed or they cease to be Board members, whichever comes first.
 - 5.4.2. The Committee Chair shall advise the Chair of the Governance, Nominations and Appeals Committee of vacancies on the Committee.
 - 5.4.3. The Board, on the recommendation of the Governance, Nominations 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, Nominations and Appeals Committee, shall appoint, from the Committee members, a Committee Chair to preside at its Committee 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 Committee Chairs in the University by-laws, any role description, and as assigned by the Board

7. QUORUM

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

8. WORKPLAN

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 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, the Chair of the Board, the Vice-President, People and Culture and the Vice-President, Academic and Research, and will be approved by 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 Chair may call special meetings outside the regular calendar of Board meetings, or request electronic voting, to attend to matters that are time sensitive.
- 10.3. The Committee will hold e-votes, or up to 30 minutes meetings, at the discretion of the chair, in the months where there is not a scheduled meeting, for the purpose of approving the hiring of tenure stream, and term (one year or greater) faculty, and librarian appointments.
- 10.4. 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.
- 10.5. 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, Nominations 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. Recruitment and Retention

The Committee shall:

13.1.1. Oversee and foster the development of a University recruitment and retention strategy.

13.1.2. Oversee the effectiveness of employee communications strategies.

13.2. Employee Relations Metrics

The Committee shall:

13.2.1. Ensure the development of indicia or metrics related to employee relations, receive reports against these indicia or metrics, and monitor plans to improve employee relations.

13.2.2. Provide annual updates to the Campus Culture Oversight Committee on human resource related trends.

13.3. Compliance

The Committee shall:

13.3.1. Receive and assess compliance reports relevant to the Committee's mandate, including workplace health and safety and human rights.

13.3.2. Ensure Human Resource practices are subject to regular audits and evaluations to maintain compliance with legal and regulatory standards and oversee plans to remediate deficiencies.

13.4. Succession Planning

The Committee shall provide oversight for the succession planning of senior executives, including receiving updates on planned organizational structure changes, performance management processes and recruitment efforts.

13.5. Labour Relations

The Committee shall:

13.5.1. Provide oversight to the development of a philosophy and approach to labour relations that focuses on developing and fostering positive working relationships.

13.5.2. Monitor the state of labour relations and provide recommendations and updates to the Board as appropriate.

13.5.3. Receive ongoing information on collective bargaining processes, including on the status of negotiations, the administration of collective agreements, grievances and arbitrations/mediations.

13.5.4. Approve bargaining mandates and recommend to the Board adoption of collective agreements.

13.6.Compensation

The Committee shall monitor the appropriateness of compensation philosophies including market differentials, compensation, and employee benefits. The Committee should regularly request comparative market and trend data.

13.7.Hiring, Tenure and Promotion

The Committee shall:

13.7.1. Periodically review all the processes and practices related to hiring, tenure and promotion to understand the level of diligence the University undertakes prior to making a recommendation for hiring, tenure, or promotion. Identify any gaps and ensure they are addressed.

13.7.2. Review and approve the hiring of tenure stream, and term (one year or greater) faculty members and librarians and inform the Board. The Committee will confirm compliance with the University's processes as part of the President's recommendations and ensure that any concerns are raised prior to approval.

13.7.3. Review and approve the hiring of senior executives (Vice-Presidents, Registrar, Deans).

13.7.4. Review and approve tenure and promotion of faculty members on an annual basis and inform the Board. The Committee will confirm compliance with the University's processes as part of the President's recommendations and ensure that any concerns are raised prior to approval.

13.8.Liaison with Other Committees

13.8.1. The Committee Chair will meet annually with the Campus Culture Oversight Committee Chair to ensure matters of collective interest are shared between committees and that work is not duplicated.

13.8.2. The Committee will work in partnership with other Board committees (e.g. Finance and Audit) to align human resources initiative and other institutional priorities.

13.9.Employee Renewal Benefits

The Committee shall receive and recommend to the Board the annual employee benefits renewal.

13.10. Policies

The Committee shall advise the Board on policies governing human resources.

13.11. 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 on an annual basis unless indicated otherwise by the Board.



Human Resources Committee Terms of Reference

Approved by the Board of Governors, ~~February 13, 2024~~[insert date]

1. PURPOSE

The Human Resources Committee (The “Committee”) is established by the University of Prince Edward Island’s Board of Governors (The “Board”), pursuant to the *University Act R.S. P.E.I. 1988 Cap. U-4* (the “Act”) to assist the Board in its ~~provide~~ oversight of human resources, ~~matters for the Board.~~

2. VALUES

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

3. MANDATE

The Committee’s mandate is:

- 3.1. To assist the Board ~~to assist the Board~~ in its oversight ~~of role with respect to~~ University human resources matters including recruitment, retention, compensation, succession planning, employee communications, human resource compliance matters, and labour relations philosophy and approach, and to make recommendations to the Board in respect to these matters.
- 3.2. To approve, on behalf of the Board, collective bargaining mandates, and to recommend to the Board approval of collective agreements, and.
- 3.3. To assist the Board with such other duties as assigned to the Committee by the Board, ~~and compensation matters and in the execution of its duties prescribed in the Act.~~

4. AUTHORITY

The Committee has the authority to:

~~4.1.~~

4.1.1. Use University resources, with prior approval of the Executive Committee and 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.

~~4.1.1.~~

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.

~~4.1.2.~~

4.1.3. Invite key personnel to their meetings to provide information or to ~~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.

4.1.5. Approve collective bargaining mandates.

4.1.6. Approve the hiring of tenure stream and term (one year or greater) faculty members and librarians.

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4.1.7. Approve tenure and promotion of faculty members.

4.1.8. Approve the hiring of senior staff (Vice-Presidents, Registrar, and Deans).

4.1.9.

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5. COMPOSITION AND TERMS OF OFFICE

5.1. The composition of the Committee shall be composed of three or more Governors, appointed by the Board, on the recommendation of the Governance, Nomination, and Appeals Committee. All voting members shall be independent to the University, with the exception of ex-officio members, and be familiar with human resources matters (i.e. a working knowledge or substantial experience in terms and conditions of employment, particularly in a unionized environment). At least two Committee members should have a professional human resources background.

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

5.1. is established by the Board as follows:

Membership (appointed, voting)

5.1.1. The Committee shall include the following members, each of whom shall be entitled to a single vote:

5.1.1.1. A minimum of two (2) and a maximum of eight (8) Board members, one of whom shall be appointed by the Board as Chair of the Committee and none of whom shall be members of the student body or faculty.

5.1.1.2. Appointed, voting members are appointed by the Board on an annual basis, upon recommendation of the Executive Committee.

Membership (ex officio, voting)

5.1.2. The Committee shall include the following members, each of whom shall be entitled to a single vote:

5.1.2.1. Board Chair

5.1.2.2. President

Membership (ex officio, non-voting)

5.1.3. The Committee shall include the following members, who shall not be entitled to vote:

5.1.3.1. Vice President, People and Culture

5.1.3.2. Vice President, Academic and Research

5.2.5.4. Vacancies

5.4.1. Appointed, voting members shall hold office until their successors are appointed or they cease to be Board members, whichever comes first.

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~~5.2.1.~~

~~5.4.2.~~ The ~~Committee Chair~~ ~~chair of the Committee~~ shall advise the Chair of the Governance, Nominations and Appeals Executive Committee of vacancies on the Committee.

~~5.2.2.~~

~~5.2.3.~~ ~~5.4.3.~~ The Board, on the recommendation of the Governance, Nominations and Appeals Executive Committee, may fill vacancies of members of the Committee for the remainder of the current term of appointment.

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6. THE CHAIR

6.1. The Board, on the recommendation of the Governance, Nominations and Appeals Executive Committee, shall appoint, from the Committee members, ~~referenced in Section 4.1.1,~~ a Committee Chair to preside at Committee meetings.

6.2. In the absence or unavailability of the Committee Chair, one of the other members of the Committee shall be chosen by the Committee to act in place of the Chair.

~~6.3.~~ The Chair does not vote unless ~~it is a casting vote is~~ needed to break a tie.

~~6.4.~~ The Committee Chair shall fulfil the role assigned to Committee Chairs in the University by-laws, any role description, and as assigned by the Board

~~6.3.~~

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~~6.4.~~ The Chair of the Committee shall:

~~6.4.1.~~ chair all Committee meetings;

~~6.4.2.~~ serve as the spokesperson for the Committee;

~~6.4.3.~~ ensure that the Committee is properly organized, functions effectively and meets its obligations and responsibilities;

~~6.4.4.~~ liaise and communicate with the Chair of the Board to co-ordinate input from the Committee for Board meetings; and

~~6.4.5.~~ establish any matters of procedure not otherwise provided for in this Mandate.

7. QUORUM

~~7.1.~~ Fifty percent of voting Committee members present in person or by teleconference shall constitute a quorum at a meeting.

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8. WORKPLAN

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~~8.~~ The Committee shall:

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~~8.1.~~ The Committee shall ~~De~~velop and approve an annual work plan to be provided to the Board for information.

8.1.8.2. Report to the Board after each meeting annually with respect to its workplan and the fulfilment of its Terms of Reference.

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9. MEETING AGENDA

9.1. The Committee Chair shall set the agenda for each committee meeting will be prepared by the University Secretary, in consultation with the Committee Chair, the Chair of the Board, President and the Vice-President, People and Culture and the Vice-President, Academic and Research, and will be approved by the Committee Chair.-

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10. MEETINGS

10.1. The Committee shall meet at least five (5) times annually or more frequently as required.

10.1.-

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10.2. The Committee Chair shall establish, the frequency of meetings and review such frequency from time to time, as considered appropriate or as requested by the Board.

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10.2. The Committee Chair may additionally call special meetings outside the regular calendar of Board meetings, or request electronic voting, to attend to matters that are time sensitive.

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10.3. The Committee will hold e-votes, or up to 30 minutes meetings, at the discretion of the chair, in the months where there is not a scheduled meeting, for the purpose of approving the hiring of tenure stream, and term (one year or greater) faculty, and librarian appointments.

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10.4. 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.

10.5. 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, Nominations and Appeals Executive 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.

~~It is the responsibility of Committee members to disclose any conflict of interest or appearance of a conflict of interest to the Committee. If any questions arise as to whether a Committee member(s) should recuse themselves from a vote, the Committee shall vote to determine whether the member(s) should recuse themselves or not.~~

12. RESOURCES

~~12.1. The Office of the President shall provide all necessary resources the Committee may require for its proper functioning.~~

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13. RESPONSIBILITIES

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13.1. Recruitment and Retention

~~13.1.1. Oversee and foster the development of a University recruitment and retention strategy.~~

~~13.1.2. Oversee the effectiveness of employee communications strategies.~~

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13.2. Employee Relations Metrics

~~13.2.1. Ensure the development of indicia or metrics relations to employee relations, receive reports against these indicia or metrics, and monitor plans to improve employee relations.~~

~~13.2.2. Provide annual update to the Campus Culture Oversight Committee on human resource related trends.~~

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13.3. Compliance

~~13.3.1. Receive and assess compliance reports relevant to the Committee's mandate, including workplace health and safety and human rights.~~

~~13.3.2. Ensure HR practices are subject to regular audits and evaluations to maintain compliance with legal and regulatory standards and oversee plans to remediate deficiencies.~~

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13.4. Succession Planning

~~13.4.1. Provide oversight for the succession planning of senior executives, including receiving updates on planned organizational structure changes, performance management processes and recruitment efforts.~~

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13.5. Labour Relations

~~13.5.1. Provide oversight to the development of a philosophy and approach to labour relations that focuses on developing and fostering positive working relationships.~~

~~13.5.2. Monitor the state of labour relations and provide recommendations and updates to the Board as appropriate.~~

~~13.5.3. Receive ongoing information on collective bargaining processes, including on the status of negotiations, the administration of collective agreements, grievances and arbitrations/mediations.~~

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13.5.4. Approve bargaining mandates and recommend to the Board adoption of collective agreements.

13.6.Compensation

13.6.1. Monitor the appropriateness of compensation philosophies including market differentials, compensation, and employee benefits. The Committee should regularly request comparative market and trend data.

13.7.Hiring, Tenure and Promotion

13.7.1. Periodically review all the processes and practices related to hiring, tenure and promotion to understand the level of diligence the University undertakes prior to making a recommendation for hiring, tenure, or promotion. Identify any gaps and ensure they are addressed.

13.7.2. Review and approve the hiring of tenure stream faculty members and librarians and inform the Board. The Committee will confirm compliance with the University's processes as part of the President's recommendations and ensure that any concerns are raised prior to approval.

13.7.3. Review and approve the hiring of senior executives (Vice-Presidents, Registrar, Deans).

13.7.4. Review and approve tenure and promotion of faculty members on an annual basis and inform the Board. The Committee will confirm compliance with the University's processes as part of the President's recommendations and ensure that any concerns are raised prior to approval.

13.8.Liaison with Other Committees

13.8.1. The Committee Chair will meet annually with the Campus Culture Oversight Committee Chair to ensure matters of collective interest are shared between committees and that work is not duplicated.

13.8.2. The Committee will work in partnership with other Board committees (e.g. Finance and Audit) to align human resources initiative and other institutional priorities.

13.9.Employee Renewal Benefits

13.9.1. Receive and recommend to the Board the annual employee benefits renewal.

13.10. Policies

13.10.1. Advise the Board on policies governing human resources.

13.11. The Committee will carry out such other responsibilities as may be delegated by the Board.

13.1. Review the status of staff relations generally at the University, appraise the effectiveness of the University in managing these relations and provide updates and recommendations to the Board as appropriate.

13.2.Support and foster the development of a University recruitment strategy that:

13.2.1. attracts and retains staff with the right skills and experience;

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~~13.2.2. motivates faculty and staff to embrace University values and culture; and~~

~~13.2.3. drives the success of the University's Strategic Plan.~~

~~13.3. Receive regular reports on human resource related matters, such as retirements, terminations and resignations and any related information (including any use of non-disclosure agreements), grievances, workplace health and safety, sexual violence prevention and response, and employee satisfaction.~~

~~13.4. Provide oversight for the succession planning of University key personnel and senior executives.~~

~~13.5. Receive ongoing information on collective bargaining processes, including on the status of negotiations, the administration of collective agreements, grievances and arbitrations/mediations.~~

~~13.6. Monitor the appropriateness of compensation philosophies including market differentials compensation and employee benefits. The Committee should regularly receive, or seek out, comparative market and trend data to assist in considering such matters.~~

~~13.7. Advise the Board on policies governing human resources.~~

~~13.8. Review and recommend for approval to the Board, the hiring of tenure track faculty members.~~

~~13.9. Review and recommend for approval to the Board, the hiring of senior executives.~~

~~13.10. ——— Review and recommend for approval to the Board, tenure, promotion and sabbatical of faculty members on an annual basis.~~

~~13.11. ——— The Committee will liaise with the Campus Culture Oversight Committee to ensure that matters of collective interest are shared between committees, in a format deemed appropriate by Committee Chairs and in consultation with the University Secretary, while maintaining necessary confidentiality.~~

~~13.12. ——— Board Reporting~~

~~13.12.1. Make recommendations to the Board on matters falling within the mandate of the Committee.~~

~~13.12.2. Report to the Board after each meeting on its activities.~~

~~13.13. ——— Such other responsibilities as may be delegated by the Board.~~

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14. REVIEW OF TERMS OF REFERENCE

~~14.1. The Terms of Reference shall be reviewed on an annual basis unless indicated otherwise by the Board.~~

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Open Session Report

Executive Committee

December 3, 2024, Board of Governors' Meeting

COMMITTEE ACTIVITY SINCE LAST REPORT

The November meeting included consideration of a 360-evaluation process for the President, which is a requirement of the UPEI Action Plan. A consultant will be hired to develop the 360-degree evaluation process.

The Committee discussed holding a joint meeting of Board and Senate in the new year and approved the December Board of Governors' meeting agenda.

The Committee discussed the role of the Board of Governors in the strategic planning process. This item is on the Board of Governors agenda.

The Committee reviewed a revised version of its terms of reference. The document was amended to incorporate recommendations in the recent Governance Review, to ensure alignment to Board by-laws currently in development and to create consistency across all Board of Governors Committee Terms of Reference with respect to format, language, etc.

ITEMS FOR DISCUSSION

A revised Committee Terms of Reference is provided for review by the Board. A motion to approve the Committee Terms of Reference will be brought to the February Board meeting.

Highlights of changes to the terms of reference are as follows:

Purpose

- Included functions under purview of the Committee

Mandate

- Removed items now under responsibility of the Governance and Appeals committee including:
 - Recruitment and nomination process for new Board members
 - Review of standing committees Terms of Reference
- Removed responsibilities for strategic planning that should rest with the Board per Governance Review recommendations.

Authority

- Included Committee's authority to Act on behalf of the Board

Responsibilities

- Removed items now under responsibility of the Governance and Appeals committee, HR Committee or the Board including:
 - Board and standing committee membership and succession planning
 - Position descriptions
 - Board Code of Conduct
 - University Strategy
 - Collective Agreements
- Expanded description for "Evaluation and Remuneration of the President"
- Expanded description for "Evaluation and Compensation of the University Secretary"
- Added section on Board and standing committee workplans
- Added section on oversight of relationship with senate
- Added section on strategic and reputational matters

ITEMS FOR APPROVAL

No motions

1. PURPOSE

The Executive Committee (The “Committee”) is established by the University of Prince Edward Island Board of Governors (The “Board”) under 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 to assist the Board in providing oversight of evaluation and remuneration of the President; evaluation and compensation of the University Secretary; acting on behalf of the Board in exceptional circumstances; Board agendas; Board and standing committee workplans; the Board’s relationship with Senate; and 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, any role description, and as 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 is responsible to:

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 is responsible to:

- 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 is responsible to:

- 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 is responsible for making 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 is responsible to:

- 13.8.1. Examine matters that are brought to the attention of the Executive Committee by the President for advice.
- 13.8.2. The Committee shall 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.



1. PURPOSE

The Executive Committee (The “Committee”) is established by the University of Prince Edward Island Board of Governors (The “Board”) under 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; oversee the University’s strategy, lead the nomination process of new Board Members 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 overall effective governance of the University by promoting a culture of transparency, accountability, honesty, and ethical behaviour.

3. MANDATE

The ~~Executive Committee’s mandate is to assist the Board in providing oversight of:~~ shall assist the Board of Governors in fulfilling their oversight responsibilities regarding:

- ~~3.1. the recruitment and nomination process of new Board members.~~
- ~~3.2. the strategic objective setting of the University and its alignment with the University’s mission and values.~~
- ~~3.3. the development of the University’s strategic plan and its implementation.~~
- ~~3.4. the review of Standing Committees’ terms of reference.~~
- ~~3.5. the evaluation and remuneration~~ numeration ~~of the President; -~~
- ~~3.6. the evaluation and compensation of the President and the University Secretary; acting on behalf of the Board in exceptional circumstances; Board agendas; Board and standing committee workplans; the Board’s relationship with Senate; and strategic and reputational matters:-.~~

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4. AUTHORITY

The Committee has authority to:

- ~~4.1.1-4.1.~~ 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.
- ~~4.1.2-4.2.~~ 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.
- ~~4.1.3-4.4.~~ Act on behalf of the Board under exceptional circumstances as detailed in 13.3 below.

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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

5.2. Each member shall have a single vote.

5.3. The Chair does not vote unless ~~it is a casting vote is~~ needed to break a tie.

6. THE CHAIR OF THE COMMITTEE

~~6-~~

~~6.1.~~ The Chair of the Board shall serve as the Chair of the Committee.

~~6-1-~~

- 6.2. In the absence or unavailability of the Chair of the Committee, the chair of the meeting shall be chosen by the Committee from among their members.
- 6.3. The Chair of the Committee shall fulfil the role assigned to the Chair in the University by-laws, any role description, and as assigned by the Board.:
 - ~~6.3.1. Chair all Committee meetings~~
 - ~~6.3.2. Serve as the spokesperson for the Committee~~
 - ~~6.3.3. Ensure that the Committee is properly organized, functions effectively and meets its obligations and responsibilities~~
 - ~~6.3.4. Liaise and communicate with the Chairs of the Standing Committees for Board meetings and~~
 - ~~6.3.5. Establish any matters of procedure not otherwise provided for in these Terms of Reference.~~

7. QUORUM

~~7-1-~~ Fifty percent of voting Committee members present in person or by teleconference shall constitute quorum at a meeting.

8. WORKPLAN AND REPORTING

~~8-~~ The Committee shall;

- ~~8.1.~~ ~~The Committee shall~~ Develop and seek Board approval of an annual Board workplan.
- ~~8.2.~~ ~~De~~ develop and approve an annual workplan to be provided to the Board for information.
- ~~8-1-8.3.~~ 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

9.1. The agenda for each Committee meeting will be prepared by the University Secretary in consultation with the Committee Chair. ~~Chair of the Board shall set the agenda in consultation with the Chairs of the Standing Committees.~~

10. MEETINGS

- 10.1. The Committee shall meet at least five 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. ~~Chair of the~~

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~~Board shall establish the frequency of meetings and review such frequency from time to time, as considered appropriate or as requested by the Board.~~

10.3. Meeting materials shall be provided to the Committee in sufficient time to allow for proper preparation and, ~~ideally as an indication~~, at least one week prior to the date of the scheduled meeting.

10.3.10.4. 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.

~~It is the responsibility of Committee members to disclose any conflict of interest or appearance of a conflict of interest to the Committee. If any questions arise as to whether Committee member(s) should recuse themselves from a vote, the Committee shall vote to determine whether the member(s) should recuse themselves or not.~~

12. RESOURCES

12.1. 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~~

~~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 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. Recommend to the Board, the appointment of Chairs and members of Standing Committees.~~

~~13.1.5. Develop a succession plan for Board and Standing Committees membership to ensure continuity in Board leadership.~~

~~13.1.6. Receive membership attendance reports from Standing Committee Chairs.~~

~~13.2. Position Descriptions~~

~~13.2.1. Conduct an annual review of and approve the position descriptions of the Chair of the Board, the University President and Standing Committee Chairs.~~

~~13.3. Board Code of Conduct~~

~~13.3.1. Assist the Board in monitoring compliance with the Board of Governors Code of Conduct.~~

~~13.4. University Strategy~~

~~13.4.1. Provide oversight over the development of the University's Strategic Plan.~~

~~13.4.2. Review and recommend the approval of the University Strategic Plan to the Board.~~

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~~13.4.3. Monitor the implementation of the Plan and its success.~~

13.5. Collective Agreements

~~13.5.1. Provide direction on collective agreements and recommend their approval to the Board.~~

~~13.6.13.1. Evaluation and Remuneration of the President~~

~~13.6.13.1.1. The Committee shall support the Board Chair to facilitate the performance management process for the President including annual objective setting, evaluation of and 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. Oversee the compensation of the President~~

~~13.7.13.2. Evaluation and Compensation of the President and University Secretary~~

~~13.2.1. The Committee shall work with the President to set annual objectives for and cConduct an evaluation of a the performance of the President and the University Secretary on an annual basis.~~

~~13.7.13.2.2. The Committee shall review and approve compensation changes, if any, for the University Secretary.~~

~~13.8.13.3. Act on behalf of the Board~~

~~13.8.13.3.1. The Committee may, under exceptional circumstances and, where callingthe calling of a Board meeting is noteither practical nor possible, act on behalf of the Board to address an urgent matter posing a significant and imminent risk to the University or its community.~~

~~13.8.213.3.2. 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

~~13.9. The Committee is responsible to:~~

~~13.9.113.4.1. Develop the agenda for Board meetings in consultation with the President and the University Secretary.~~

~~13.9.213.4.2. Ensure that all relevant matters are brought before the Board on a timely basis.~~

~~13.4.3. Ensure that supporting documentation to aAgenda items are comprehensive and complete.~~

13.5. Board and Standing Committee Workplans

~~The Committee is responsible to:~~

~~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 is responsible to:~~

~~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.~~

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13.7.Strategic and Reputational Matters

~~13.9.3:The Committee is responsible for making 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 is responsible to:

~~13.10.~~

~~13.10.1.13.8.1. Examine matters that are brought to the attention of the Executive Committee by the President for advice.~~

~~13.10.2. Notwithstanding Section 12.10.1, the Executive Committee will not act on behalf of the Board in these matters unless they meeting Section 12.8 provisions.~~

~~13.14.13.9. The Committee shall a~~Advise the Board on policies falling within the mandate of the Committee.

~~13.12. Board Reporting~~

~~13.12.1. Make recommendations to the Board on matters falling within the mandate of the Committee.~~

~~13.12.2. Report to the Board after each meeting on its activities.~~

~~13.13.13.10. Assume s~~Such other responsibilities as may be delegated by the Board.

~~14. REVIEW OF TERMS OF REFERENCE~~

~~14.1.14.~~ The Terms of Reference shall be reviewed on an annual basis unless indicated otherwise by the Board.

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~~Approved by the Board of Governors on February 13th, 2024.~~

University of Prince Edward Island Strategic Planning Project Timeline

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