

**Title: Governance and Executive Committee****Document type:** Terms of Reference**Responsibility:** Board of Governors**Approval:** Board of Governors**Date:** December 13, 2022

## A. Purpose

The Governance and Executive Committee is responsible to the Board for:

- Where necessary the business of the Board is conducted between meetings, as per delegated authority specified under the Board Bylaws, Section 5. Meetings.
- The membership of the Board of Governors of the University of Saskatchewan is selected and educated in its responsibilities in such a way that it brings expertise aligned with the university's strategic goals and risks.
- The Board has a sound approach to corporate governance and operates according to established principles of good governance.
- The Committee plans the annual Board retreat and oversees/monitors the Board's annual workplan(s).
- The Committee ensures strategic direction is set.
- Appropriate goals and performance expectations are set out for the President, and the President is appropriately supported and compensated.
- Ensures and oversees succession and transition planning for the President.

## B. Membership and quorum

In accordance with the Board's bylaws, membership on the Governance and Executive Committee shall be comprised of 4-6 governors. The Vice-chair of the Board will chair the Committee.

- Membership on the Governance and Executive committee includes the Board Chair, the Vice-chair and all other standing committee chairs of the Board, and the President.

- Two members who are Board members of the Committee shall constitute quorum.<sup>1</sup>

The Governance and Executive Committee may invite such officers, directors, and employees of the University and external consultants as it may see fit from time to time to attend meetings of the Governance and Executive Committee and assist in the discussion and consideration of matters before the Committee.

## C. Key Relations

External:

- None

Internal:

- University Secretary and Chief Governance Officer
- Others as deemed necessary

## D. Committee Focus

### OVERSIGHT & POLICY

*Long-term, proactive activities*

Concern with the regular operation of the institution and the Board's obligation for fiduciary oversight.

Concern with the guiding principles and policies of the institution.

### STRATEGIC ISSUES

Oversight of priorities for fundraising in collaboration with L & F and A & F.

Periodically review accountability mechanisms and metrics that assess the impact of the president, and the effectiveness of the Board.

Support institutional strategic planning for future of the institution and ongoing monitoring and reporting on active strategic plans.

Provide for the Board's strategic planning activities, including setting aside time each year for the Board to participate with senior administration in strategic planning.

### TACTICAL ISSUES

*Short-Term, Responsive Activities*

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<sup>1</sup> Board bylaws Article VIII Section 8 QUORUM (Two board members, who are members of that committee, shall constitute a quorum for all standing committees).

## **E. Items for the Board**

The Governance and Executive Committee will make recommendations for approval and/or report to the Board for information with respect to the following:

1. Periodic assessments of Board and Board member performance.
2. Appointments to standing and ad hoc Committees.
3. Orientation of new Board members.
4. Regular review and update of Board mandate, bylaws, and position descriptions, code of conduct, ethical guidelines, and Committee terms of reference.
5. Annual work plan for the Board.
6. The annual compensation of the President.
7. Annually review the performance of the president and provide input to the president on performance of the executive who reports directly to the governing body.

**Title: Audit & Finance Committee**

**Document type:** Terms of Reference

**Responsibility:** Board of Governors

**Approval:** Board of Governors

**Date:** December 13, 2022

## A. Purpose

The Audit and Finance Committee is responsible to the Board for:

- Overseeing and directing all matters respecting the management, administration, and control of the University's property, revenues, investments and financial affairs;
- Providing direction, monitoring, evaluating, advising and making recommendations to the Board with respect to all strategic and significant financial matters and policies of the University including its obligations, oversight responsibilities relating to the audit process, the system of internal controls and risk management.
- Ensuring the integrity of the University's financial statements
- Evaluating the performance of the University's internal controls, risk management and internal audit functions, including establishing the types of non-audit services provided by the internal auditor.

## B. Membership and quorum

In accordance with the Board's bylaws, membership on the Audit and Finance Committee shall be comprised of 4-6 governors. The Board on the recommendation of the Board Chair appoints the committee chair and members.

- All members are eligible to be on the Audit and Finance Committee except the President.
- Two Board members who are members of the Committee shall constitute quorum<sup>i</sup>. The Board chair is an ex-officio member of the committee but is not counted in establishing quorum and does not vote.
- Committee members should be independent and financially literate. At least one member of the Committee should have a financial designation or relevant financial management expertise<sup>ii</sup>. If there are no appropriate skill sets on the Board, the Committee may consult with an independent and qualified external advisor.

## C. Key Relations

External:

- Office of the Provincial Auditor

Internal:

- Vice-president finance and resources
- Provost and vice-president academic
- Chief Financial Officer
- Controller
- Chief audit executive
- Others as deemed appropriate
- The committee meets in-camera, excluding the president, with the chief audit executive and the Provincial Auditor or their representatives

## D. Committee Focus

### OVERSIGHT & POLICY

- Concern with the regular operation of the institution and the Board's obligation for fiduciary oversight of the university resources.
- Concern with ongoing assurance and risk management of the University.
- Concern with the guiding principles and policies of the institution.

### STRATEGIC ISSUES

*Long-Term, Pro-active Activities*

- Ensure there are adequate resources to guarantee predictable academic and support programming from year to year.
- Ensure alignment of budget and annual report and Management Discussion and Analysis.
- Assess long-term risk exposure and risk management strategies.
- Engage in strategic planning for future of the institution as it relates to audit, risk-management and resource acquisition, utilization and financial sustainability.

### TACTICAL ISSUES

*Short-Term, Responsive Activities*

- Review the annual budget materiality threshold.
- Review the annual budget.
- Receive and monitor periodic reports to ensure that resources are used to their best advantage for the purposes for which they were intended.

- Provide ongoing financial oversight through review of standard financial reports and other components of a financial dashboard.
- Review reports on defined benefit pension.
- Monitor compliance, investment performance, and investment strategies through reporting from the Vice-president Finance and Resources.
- Review and approve: signing and contract signing authorization; significant contracts/agreements
- Approval of planned and actual travel of the president and their spouse by the committee chair.
- Review and approve the annual internal audit plan.
- Review the annual external audit plan.
- Review internal audit reports.
- Analyze and periodically assess internal control functions.
- Analyze risk and periodically assess risk management tactics.
- Appoint and review the appointment of the chief audit executive.
- Be accountable for effective function of the safe-disclosure line.
- Ensure that the significant audit recommendations, certain other matters letter and proposed responses are received, discussed and acted upon appropriately.
- Monitor various metrics of performance relative to the institution's internal policies in the area of audit and finance.
- Ensure that governance and management of the institution is in compliance with applicable laws and regulations.
- Oversee and assess effectiveness of policy and procedure guidelines relating to the expenditure of any funds both planned and actual required to conduct university business.

## **E. Items for the Board**

The Audit and Finance Committee will make recommendations for approval and/or report to the Board for information with respect to the following:

1. Reports, information and recommendations with respect to issues that, in the opinion of the Committee, may pose a material risk to the University;
2. Recommendations with respect to information from the internal auditor and external auditors on controls, or related matters the Chair of the Committee or the Committee may consider prudent or necessary;
3. New policies and policy amendments related to resource utilization and safeguarding of assets and resources;
4. Budget and financial reports.

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<sup>i</sup> Board bylaws Article VIII Section 8 QUORUM (Two board members, who are members of that committee, shall constitute a quorum for all standing committees).

<sup>ii</sup> In this context, “independent” means having no material direct or indirect association with USask, which could, in the view of the USask Board, reasonably interfere with the exercise of the member’s independent judgment, and “financially literate” means that a member has the ability to read and understand a set of financial statements which present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by USask’s financial statements.



# Terms of Reference

## **Title:** Human Resources Committee

**Document type:** Terms of Reference

**Responsibility:** Board of Governors

**Approval:** Board of Governors

**Date:** December 13, 2022

## A. Purpose

The Human Resources Committee is responsible to the Board for:

- Overseeing matters respecting the management and administration of the university's human resources.
- Ensuring that leading-edge people strategies, priorities, programs and practices are developed and implemented across the organization to build capacity of leadership and employees to align with USask's mission, vision, values, and to deliver on the outcomes of the university's strategic plan.
- Ensuring compliance with all related statutes, regulations, guidelines and agreements governing the human resources, and the health and safety of the university community.
- Ensuring that the university's values and principles are fully reflected in its policies and practices with a view to overcoming systemic racism, discrimination and oppression, and to model an inclusive society built on respect for one another.

## B. Membership and quorum

In accordance with the Board's Bylaw, membership on the Human Resources committee shall be comprised of 4-6 governors. The Board on the recommendation of the Board Chair appoints the committee chair and members.

- All members are eligible to be on the Human Resources Committee.
- Two Board members who are members of the committee shall constitute quorum.<sup>i</sup>

The Human Resources Committee may invite such officers, directors, and employees of the University and external consultants as it may see fit from time to time to attend meetings and assist in the discussion and consideration of matters before the Committee.



## C. Key Relations

External:

- None

Internal:

- Vice-president finance and resources
- Provost and vice-president academic
- Associate vice-president people and resources
- Others as deemed appropriate

## D. Committee Focus

### OVERSIGHT & POLICY

- Concern with the regular operation of the institution and the Board's obligation for fiduciary oversight.
- Concern with the guiding principles and policies of the institution.

### STRATEGIC ISSUES

*Long-Term, Proactive Activities*

- Oversee substantive changes to strategies and policies and/or revisions to terms and conditions of employment including provisions for out-of-scope staff and in-scope staff through collective agreements and the alignment of such changes to the strategic and operational directions of the University.
- Receive and review recommendations transmitted by the president concerning the renewal of probation, tenure, promotion, and the recommendation of the president concerning the removal of faculty members, and transmit the recommendations to the Board for approval.

### TACTICAL ISSUES

*Short-Term, Responsive Activities*

- Oversee long-term total compensation and rewards strategies (including but not limited to compensation, pension and benefits) to support the university's directions and to assess the long-term effect on university budgets. This includes discussion of progress against goals during bargaining, and ratification of tentative collective agreements.
- Confirm compliance with all related statutes, regulations, guidelines and agreements governing the human resources and the health and safety of the university community.
- Approve relevant human resources (including health and safety) policies and updates to policies.
- Monitor various metrics of performance relative to the institutions internal policies in the area of human resources

- As required by the University Act, receive for information (if approval has been granted by the Board’s delegation of authority) decisions on appointments, tenure, continuing status, promotions, suspension or removal of employees.
- Ensure that governance and management of the institution complies with applicable laws and regulations.

## **E. Items for the Board**

The Human Resources Committee will make recommendations for approval and/or report to the Board for information with respect to the following:

1. Annual review of compensation for senior administration, exempt and other out-of-scope employees;
2. Annual reports on promotion and tenure decisions and appeals;
3. Bargaining and labour relations items;
4. Information or decisions on substantive changes to human resources strategy;
5. Search and review committee recommendations.

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<sup>i</sup> Board bylaws Article VIII Section 8 QUORUM (Two board members, who are members of that committee, shall constitute a quorum for all standing committees).

**Title: Land and Facilities Committee****Document type:** Terms of Reference**Responsibility:** Board of Governors**Approval:** Board of Governors**Date:** December 13, 2022

## A. Purpose

The Land and Facilities Committee is responsible to the Board of Governors for overseeing and directing all matters respecting the physical assets and infrastructure that facilitate the strategic directions of the university including:

- land and buildings
- mineral rights, hard and soft landscape
- exterior furniture and signage
- roads and pathways, municipal and utilities infrastructure
- information and communications systems, data and records; computer, telephony, and media hardware and software; and voice and data networks and infrastructure

The Land and Facilities Committee shall provide direction, monitoring, evaluation, and advice to the Board, and shall make recommendations to the Board for approval with respect to all Land and Facilities matters and policies of the university.

## B. Membership and quorum

In accordance with the Board's bylaws, membership on the Land and Facilities Committee shall be comprised of 4-6 governors. The Board on the recommendation of the Board Chair appoints the committee chair and members.

- All members are eligible to be on the Land and Facilities committee.
- Two Board members who are members of the committee shall constitute quorum<sup>i</sup>

The Land and Facilities Committee may invite such officers, directors, and employees of the University and external consultants as it may see fit from time to time to attend meetings and assist in the discussion and consideration of matters before the Committee.

## C. Key Relations

External:

- City of Saskatoon, Office of the Provincial Auditor

Internal:

- Vice-president finance and resources
- Other governing bodies of the University of Saskatchewan as deemed appropriate

## D. Committee Focus

### OVERSIGHT & POLICY

- Concern with the regular operation of the institution and the Board's obligation for fiduciary oversight of the university resources.
- Concern with ongoing assurance and risk management of the University.
- Concern with the guiding principles and policies of the institution.

### STRATEGIC ISSUES

*Long-Term, Pro-active Activities*

- Ensure a safe, comfortable, productive and attractive environment is maintained.
- Ensure risks and liabilities are appropriately managed.
- Ensure priorities are established for fundraising and assist with strategies that address the long-term sustainability of the institution.
- Exercise oversight over substantial capital assets, such as facilities, that have a relatively long and useful life.
- Engage in strategic planning for the future of the institution as it relates to managerial and operational investments.
- Ensure sustainable development policies and programs are met.

### TACTICAL ISSUES

*Short-Term, Responsive Activities*

- Ensure new programs and initiatives are based on appropriate business planning to provide reasonable assurances of sustainability.
- Ensure campus facilities are planned, designed, constructed, and maintained to minimize life-cycle costs and to maximize reliability, serviceability, and sustainability.
- Ensure code and regulatory requirements are adhered to.
- Review and approve all land and real estate transactions.

- Ensure all plans and various sub-plans are developed, implemented and maintained respecting best land use.
- Ensure capital plans and project submissions are reviewed and approved.
- Ensure annual multi-year operations, cyclical renewal and replacement, and deferred maintenance plans are in place and are well managed.
- Ensure appropriate policies, processes, and practices are in place pertaining to the acquisition, operation, maintenance, and use of campus physical assets.
- Monitor various metrics of performance relative to the institution’s internal policies in the area of land and facilities.
- Ensure that governance and management of the institution is in compliance with applicable laws and regulations.
- Oversee and assess effectiveness of policy and procedure guidelines relating to the expenditure of any funds both planned and actual required to conduct university business.

## **E. Items for the Board**

The Land and Facilities Committee will make recommendations for approval and/or report to the Board for information with respect to the following:

1. Locations and design of all physical assets;
2. Long-range plans for development of physical assets;
3. Naming of buildings, roads, sites and other assets;
4. Acquisition of major software systems and technology infrastructure;
5. Traffic and parking regulations.

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<sup>i</sup> Board Bylaws Article VIII Section 8 QUORUM (Two Board members who are members of that committee, shall constitute quorum for all standing committees.