

Terms of Reference

Review and Assessment of the Culture, Policies, Procedures and Practices of the Board of Regents of Memorial University of Newfoundland

Background

The following background materials are attached to and form part of these Terms of Reference:

- Resolution of the Board of Regents of Memorial University of Newfoundland (the “**Board**”) dated December 1, 2016;
- Report of the ad hoc Sub-Committee of the Executive Committee of the Board of Regents to address next steps regarding the letter of resignation from Ms. Brittany Lennox;
- Letter of Resignation of Brittany Lennox;
- By-laws of the Board;
- Memorial University Act;
- Terms of reference of the Committees and Sub-Committees of the Board.

Mandate

The Reviewer is asked to undertake a review/assessment of the culture, policies, procedures and practices of the Board in the context of the best practices among Canadian universities. Specifically, the review should examine matters such as confidentiality requirements; a code of conduct; the interaction between governance and administration; mechanisms for regularly eliciting Board members' feedback about Board governance and operations; orientation and professional development for Board members; and other matters that might contribute to inclusive Board culture.

The Reviewer shall be provided with such information and materials as he or she believes are relevant to complete the review, and should contact Tina Scott to arrange for such information and materials to be provided.

The Reviewer will be expected to liaise regularly throughout the review process with an ad hoc Committee appointed by the Board (the “Steering Committee”) to support the review.

It is also expected that the review would involve the solicitation of feedback, which could be written or verbal, formal or informal at the Reviewer's discretion, of at least the following persons:

- all members of the Board;
- all those persons holding administration positions at the University who, while not members of the Board, regularly attend meetings of the Board or directly interact with the Board as part of their regular duties;
- Brittany Lennox;
- Past members of the Board, including past student representatives;
- Representatives of Student and Faculty/Staff Unions

The Reviewer is asked to provide a written report by June 15, 2017 which sets out the Reviewer's recommendations, having regard to best practices at other Canadian Universities, to ensure an inclusive board culture and good governance practices at the Board which are appropriate to a Canadian University and consistent with the Memorial University Act.

The Reviewer is asked to identify and segregate any portions of the report which contain confidential information.

Approved by the Board of Regents: February 2, 2017