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## Terms of Reference

### Executive Committee

The Board of Regents shall appoint an Executive Committee in accordance with the following terms:

#### **Mandate**

The Executive Committee shall assist the Board by acting on any matter within its jurisdiction pursuant to the [Memorial University Act](#), subject to any specific conditions or restrictions that are imposed on it by the Board, where decisions are required to be made and action taken between regularly scheduled meetings of the Board of Regents and the calling of a special Board meeting, in the opinion of the Committee Chair, is not warranted or advisable and where the Board has otherwise delegated specific responsibilities.

The Executive Committee oversees the institutional strategic plan and its implementation, ensures an effective and inclusive strategic planning process, frames major strategic and cross-functional institutional issues and priorities for Board consideration, and plays a coordinating role in relation to all the Committees of the Board of Regents.

The Committee also holds responsibility for University policy oversight, including the review of major University policies and awareness of minor policy changes, and will serve as the conduit for the Board in regard to the strategic direction of policy at the University.

#### **Responsibilities**

The Executive Committee shall be responsible for the following:

1. Provide counsel and support to the President and Board Chair on complex and sensitive issues.
2. Review and approve agendas for Board meetings.
3. Review and make recommendations to the Board concerning Senate business submitted to the Board.

4. Work in collaboration with committee chairs to oversee Board committee plans and their progress in meeting the identified goals.
5. Oversee the institutional strategic plan and receive annual reports on its implementation.
6. Recommend the appointment of the President as per the [Presidential Search, Selection, and Appointment Board Policy](#).
7. Conduct annual and comprehensive assessments of the President's performance and submit its report to the Board for consideration as per the [Presidential Assessment Board Policy](#).
8. Review recommendations from the President and provide advice to the Board of Regents concerning:
  - a. Internal and external stakeholder relations and reputation management.
  - b. Fundraising and development.
  - c. Matters not assigned to other committees.
9. Review and recommend to the Board approval of University policies within the Board's mandated responsibility and refer policies to other Board Committees for review when appropriate.
10. Monitor the need for Board advisory or ad hoc committees and advise the Board of such needs as they arise.
11. Advise the Chair of the Board on addressing matters of non-compliance with the [Board Code of Conduct](#) in accordance with the process outlined in the Code.
12. Oversee the Board's engagement and communication with key University stakeholders, including alumni, students, faculty, and the broader community, to ensure that the stakeholder perspectives are considered and to maintain transparency and foster trust.
13. Oversee the Governance Sub-Committee, ensuring that its activities align with the Board's governance objectives.
14. Review and recommend long-term strategies in respect of collective bargaining matters and develop recommendations to the Board of Regents, parameters within which collective bargaining should occur.
15. Advise on such actions as may be necessary when labour disruptions are either imminent or have occurred and to provide reports and recommendations to the Board of Regents at the earliest time.

## **Composition**

The Executive Committee of the Board shall be composed of:

Voting Members

1. Chair of the Board, who shall Chair the Committee;<sup>1</sup>
2. Vice-Chair of the Board of Regents who is the Committee Vice-Chair;
3. Human Resources Committee Chair;
4. Audit and Finance Committee Chair;
5. Physical and Digital Infrastructure Committee Chair;
6. The President and Vice-Chancellor.

#### Non-Voting Ex-Officio Members

1. Provost and Vice-President (Academic);
2. Executive Director, Office of the Board of Regents;
3. General Counsel;
4. Other individuals invited by the Committee Chair as necessary.

The Secretary to the Board will serve as a non-voting secretary to the Committee.

#### **Quorum**

Quorum shall be a majority of voting members.

#### **Meetings**

The Committee shall normally meet in advance of each regular meeting of the Board.

Special meetings of the Committee shall be held as agreed by the Committee or as called by the Chair of the Committee or of the Board.

#### **Delegated Authorities**

- To assume such other responsibilities as may be delegated by the Board or that arise and do not fall in the purview of any other Board committee.
- To act for the Board on any matter within the jurisdiction of the Board pursuant to the [\*Memorial University Act\*](#), where decisions are required to be made and action taken between regularly scheduled meetings of the Board of Regents and where the Board has otherwise delegated specific responsibilities to the Executive Committee.
- Provide guidance to the senior administration on timely or emerging issues on behalf of the Board.

#### **Reporting and Deliverables**

- Annual reports from each Board Committee on projects, priorities, policies, sustainability initiatives, and any other relevant strategic initiatives.
- Receive and review the University annual policy report prior to presentation to the

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<sup>1</sup> Chair is the last to vote and will be considered the tie-breaking vote if needed.

Board.

- The Executive Committee shall submit reports to the Board of Regents of any action or decisions taken on behalf of the Board. Such reports shall be for the information of the Board.