



Approval Date: 02-25-2026 Effective Date: 02-25-2026 Review Date: 02-25-2031 Supersedes:

Terms of Reference

Governance, People and Culture

The Board of Regents shall appoint a Committee to provide strategic oversight for matters relating to governance, culture and people in accordance with the following terms:

Mandate

The Committee provides strategic oversight regarding governance practices, culture and strategic human resources matters. This includes but is not limited to fostering the relevant structures, processes, culture, appointments, and member development that align with Memorial's strategic direction.

The Committee will ensure that Indigenization and Reconciliation are considered and respected at all levels of Board Governance. It will also ensure that the principles of Equity, Diversity, Inclusion, and Anti-Racism (EDI-AR) are considered and respected at all levels of Board governance.

Responsibilities

The Committee shall:

1. Ensure alignment of governance, culture and people initiatives with institutional strategy.
2. Communicate policy needs or gaps related to the mandate of the committee to the Executive Committee.
3. Assess and recommend any amendments to the Board of Regents bylaws and Policies at least every 5 years or sooner if deemed necessary
4. Identify and advise on governance and reputation matters and risks, while promoting transparency, integrity and accountability.
5. Ensure a comprehensive governance review, including a review of the Board of Regents' committee structure to ensure applicability, consistency and alignment with governance documents and best practice is undertaken at least every five years.
6. Advise on the structure and effectiveness of meetings of the Board of Regents and its committees, meeting materials and ensure Board of Regents processes are aligned with best practices in good governance in the higher education sector.
7. Maintain Board of Regents competencies by reviewing the skills matrix, training and development and the orientation program for new members every three years.
8. Make recommendations on Committee appointments (Chairs, Vice-Chairs, members) for consideration of the Chair of the Board.
9. Advise the Chair of the Board of Regents on succession planning and promote inclusivity, equity, and diversity of membership in keeping with the objectives of the 50-30 Challenge.
10. Monitor and advise on university employee matters, working conditions and risks, including employee surveys and ensure occupational health and safety compliance.
11. Consider emerging workforce trends to support strategic recruitment efforts of the university.

12. Oversee the employee benefits and pension plans in accordance with the *Memorial University Act*.
13. Recommend appointments to the Executive Pay Group, review the salary structure and review and advise on the performance management framework for Vice-Presidents.
14. Oversee appointments in accordance with applicable sections of the *Memorial University Act*.
15. Makes recommendations for permanent and interim appointments to the senior administrative positions specified in Group A:
 - Executive Director, Office of the Board of Regents
 - General Counsel
 - Director, Office of Internal Audit
16. Makes recommendations for permanent appointments to the senior administrative positions specified in Group B:
 - University Registrar
 - Chief Information Officer
 - Chief Financial Officer

Composition

Voting Members

1. Three (3) members of the Board appointed by the Chair (one as Chair, one as Vice-Chair).
2. Chair of the Board.
3. President and Vice-Chancellor.
4. Chair of the University Pensions Committee.
5. Chair of the University Benefits Committee.

Diversity of Regents backgrounds to be considered in appointments to the committee.

Non-Voting Ex Officio Members

- Executive Director, Office of the Board of Regents.
- General Counsel.
- Other individuals invited by the Committee Chair as required.

Term of Appointment

- Appointed members serve for two years.

Quorum

A majority of voting members constitutes quorum.

Meetings

The Committee shall normally meet in advance of each regular meeting of the Board. Special meetings may be called by the Committee Chair or the Chair of the Board.

Delegated Authority

- Respect for Board-delegated authorities to the President regarding academic appointments, promotions, leaves, and interim appointments.
- Oversight of governance policy and structural changes except where authority is reserved for the Executive Committee or Board.
- Responsibility for interim appointments for the positions listed in Group B has been delegated to the President.

- The Board of Regents has delegated to the President the authority to make the following academic appointments:
 - a. Tenured, tenure-track, term, and teaching term
 - b. Professional Librarians c)
 - c. Academic Staff Member – Cooperative or Field Education (ASM-CFE)
 - d. Academic Administrators including Associate University Librarians, ViceDean, Associate Deans, Assistant Deans, Heads of Departments, Library Division Heads, and Division Heads at Grenfell Campus. e) Other appointments of a non-stipendiary nature. These appointments include honorary research professor, adjunct, professional associate, clinical, and cross. •
- The Board of Regents has delegated to the President the authority to make the following appointments:
 - a. Directors, Chairs, and Coordinators of various academic programs.
- The Board has delegated to the President the authority to make appointments to unit head positions reporting to a Vice-President or the President other than those listed above.
- The Board of Regents has delegated to the President the authority to make the following decisions:
 - a. All promotions to the rank of Assistant Professor, Associate Professor and Professor.
 - b. All confirmations of provisional academic appointments.
 - c. All promotions of Professional Librarians.
 - d. All confirmations for provisional Librarian appointments.
 - e. All leaves from normal duties, including sabbatical leave, administrative leave, special leave with or without pay, assisted leave, and political leave, 4 or to approve such other special arrangements as may require a release from normal duties.
- The Board has delegated to the President the authority to make appointments of Associate Vice-Presidents and Deans, holding interim, acting, and pro tempore positions for terms that are not greater than 12 months and within the approved salary scale. Additionally, the Board delegates to the President the authority to extend such appointments for a period of not greater than 6 months.
- To assume such other responsibilities as may be delegated by the Board.

Reporting and Deliverables

- Semi-annual report from the President on delegated Human Resources authorities.
- Receive appropriate reports concerning the status of negotiations, grievances, and arbitrations and other labour matters.
- Other reports as required by the Board.