

Vice-Presidents Council (VPC)
Terms of Reference
Revised November 14, 2017

The Vice-Presidents Council is the senior administrative committee of the University. It is a decision-making body with responsibility for pan-university operations and affairs, for matters that cross over vice-presidential portfolios, and for making recommendations to the President on matters within his or her sole authority.

These terms of reference, responsibilities and authority are approved by the President.

A. Composition of Council:

1. Members of Council shall consist of the university's five vice-presidents.
 - i. Provost and Vice-President (Academic)
 - ii. Vice-President (Administration & Finance)
 - iii. Vice-President (Research)
 - iv. Vice-President (Grenfell Campus)
 - v. Vice-President (Marine Institute)
2. A vice-president shall make every effort to attend meetings of Council. A vice-president shall only assign a designate to attend Council on his or her behalf in extenuating circumstances; any designate must be approved by VPC in advance.
3. The Council shall be chaired by the Provost and Vice-President (Academic). The Chair may appoint another vice-president to chair VPC in his or her absence.
4. The President is an *ex officio* member of VPC
5. The following positions are not members of Council but will serve as resources at regular meetings:
 - i. The vice-presidents' chiefs of staff (or equivalent);
 - ii. Executive Director of the President's Office;
 - iii. Coordinator of the Vice-Presidents Council;
 - iv. Executive Director, Marketing and Communications; and
 - v. The recording secretary of Vice-Presidents Council.
6. General Counsel to the University shall be entitled to attend regular meetings of Council as an advisor and resource person.
7. Additional administrative staff shall be invited by the Chair to attend meetings as necessary.

B. Quorum

Three vice-presidents shall constitute a quorum for the transaction of business at meetings of Council.

C. Roles and Responsibilities of the Vice-Presidents Council

The Vice-Presidents Council has the delegated authority of the President for the responsibilities set out below. Primary responsibilities of the Council include the following:

1. Leadership in, and stewardship over, pan-university operations and affairs.
2. Setting the overall university budget for approval by the President and the Board of Regents following which implementation and oversight is the responsibility of the Council.
3. Oversight of university strategic plans and frameworks (or equivalent), including their inter-relationship. Responsibility includes, but is not limited to, providing resources, leadership, and coordination in the implementation of plans and frameworks; determining when and if existing plans need to be assessed with respect to updating or renewal and identifying areas not adequately covered by the plans; determining if a plan is needed in an identified gap area; initiating and overseeing the process of modifying, renewing, creating, or terminating a plan or framework; and making recommendations to the President on the adoption of a modified, renewed, or new plan or the termination of an existing plan.
4. Oversight of preparation of the agenda and submissions for meetings of the Board of Regents.
5. Oversight of university administrative policies/procedures and approval of new or revised policies/procedures, in accordance with the Policy Framework.
6. Approval of changes in administrative structure and permanent-position staff complement within delegated authority.
7. Receipt of reports and recommendations from senior university committees and councils, VPC special committees and subcommittees.
8. Functional oversight of SIE compliance and strategic alignment.

D. Meetings of Council

Regular Meetings

1. The Council shall convene weekly, when possible, to undertake its business and attend to matters that come to it from across the institution for advice and decision.
2. Agendas are generated in the Office of the Provost and Vice-President (Academic) in close consultation with the offices of the other vice-presidents and any invitees. Agendas and associated materials will be distributed to Council in advance of the scheduled VPC meeting. The timeline for setting the agenda and submission of agenda item materials will be set by the Chair of VPC in consultation with the Council.
3. Formal responsibility for coordination of materials, minutes and official records of VPC resides with the Office of the Provost and Vice-President (Academic).
4. Agenda items pertaining to, aligning with, or emanating from, a vice-presidential portfolio (or the President) will normally be brought forward by the appropriate vice-president (or the President) who shall act as a sponsor for the item in question.
5. Each operational decision made by the Council will be recorded in minutes.
6. Operational decisions which are formal recommendations to the President or require presidential assent will be conveyed in writing to the President by the Chair of Council.
7. The Council will determine a set of operational guidelines, which are not inconsistent with these Terms of Reference, under which to function and will review these guidelines periodically.

In Camera Sessions

1. *In camera* sessions may be held at the call of the Chair or a quorum of the members of Council when issues arise that require immediate or special consideration. Members of Council shall be the only persons permitted to attend meetings held *in camera*, with the exception of the President.
2. *In camera* meetings may be convened to discuss matters concerning personnel, finance, and any other matters of a confidential nature.
3. All material or matters discussed at an *in camera* session of the Council shall remain confidential to the members. This confidence shall extend to the President if she/he participates in an in-camera session.
4. Decisions or recommendations emanating from an in-camera session that require formal VPC approval shall be placed on the agenda of a regular VPC meeting for ratification and subsequent processing and record-keeping.

Procedures at Meetings

1. The vice-presidents or recognized designate shall be entitled to attend all meetings and shall have one vote if present at Council.
2. All resource staff of VPC and persons invited to attend a meeting shall be non-voting.

3. Meetings shall normally be held in the boardroom of the Arts and Administrative Building of the University unless otherwise directed by the Chair. Members who are unable to attend in-person shall attend through video or phone teleconference.
4. All members and all other persons in attendance at Council shall act in compliance with the University's Conflict of Interest policy and any other applicable university policies.

E. Committees

The Council may establish special committees and sub-committees from time to time as required.

Special Committees

1. The Council shall appoint a chair of any special committee to serve for the duration of that committee's deliberations and submission of its report. VPC shall determine the composition and mandate of any special committee.
2. Terms of reference shall be established by each committee in consultation with the Council. The final terms of reference shall be approved by the Council.

Standing Committees

1. The Council may from time to time establish standing committees as the Council deems necessary.
2. The Council shall appoint the members and the chair of each committee.
3. Terms of reference shall be established by each committee in consultation with the Council. The final terms of reference shall be approved by the Council.
4. Any amendments to the terms of reference for any committee shall be submitted to the Council for approval.
5. Each committee will make recommendations and provide advice to the Council on any actions or decisions that are the responsibility of VPC and that lie within the committee's mandate.
6. Each committee shall submit regular reports to the Council on committee activities and accomplishments. Such reports and recommendations will normally be delivered to Council through a vice-president designated by Council.

F. Reporting to the President

Council shall regularly report to the President through weekly meeting minutes and correspondence with respect to its activities and decisions.