
Terms of
Reference –
Board of
Governors

Lakehead University

Revised May 3, 2013

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Board Committee Terms of Reference

1. Learning & Research

PURPOSE

The Learning & Research Committee is a Standing Committee of the Lakehead University Board of Governors, with the role of supporting and enhancing learning, research and the student experience, the pursuit of scholarship, and related practices in accordance with adopted policies, principles and strategies and through recommendations on these matters to the Board of Governors.

SCOPE

Without limiting the general responsibilities of Senate and for the purposes of governance, oversight and leadership, the Learning & Research Committee shall:

Monitor all administration matters relating to the research and learning missions of the university; review and recommend to the Board policies and actions concerning the administration of all grants, contracts, funds, fees, endowments and other assets related to learning and research.

Promote, support and enhance the learning and research community at the University by reviewing, monitoring, and recommending policies and actions to the Board that enhance the University's academic and research strategic plans.

Monitor all matters relating to student and instructional fees; recommend policies and actions to the Board, in conformity with the *Lakehead University Act*, the Bylaws and prevailing policies.

Monitor all matters related to intellectual property and technology transfer of research at the University; review and recommend to the Board policies and actions governing research, inventions, copyright and other intellectual property; and, advise the Board on matters relating to patents, copyrights, trademarks, trade names or other proprietary rights resulting from an invention. Issues will be brought back to the Board, if necessary, to be assigned to appropriate committees as required.

Review and monitor recommendations of the Senate on all matters relating to learning and research, and to advise the Board when, under the *Lakehead University Act*, Bylaws or Strategic Plan, it should consult the Senate or other bodies.

Review and monitor recommendations of Student Affairs, Student Union (LUSU) and other community stakeholders with the intent to enhance the Lakehead University student experience with respect to learning and research.

Administratively sponsor knowledge transfer and development of new student centered teaching and learning methods.

Prepare an Annual Report for the Board of Governors.

COMPOSITION

- President of the University
- Immediate Past Chair of the Board
- Three (3) external Members of the Board
- One student Member of the Board
- One faculty Senator Member of the Board

Resources:

- Vice President (Academic)
- Vice President (Research)
- Vice President (Administration and Finance)
- Vice-Provost (Student Affairs)
- University Secretary

2. External Relations

PURPOSE

External Relations is a Standing Committee of the Lakehead University Board of Governors, with the primary role of advancing the interests of the University in the areas of government, alumni, and community relations, branding and advancement.

SCOPE

Without limiting the general responsibilities as described above, the External Relations Committee shall:

Provide advice and recommendations to the Board concerning policies and priorities for fundraising programs and campaigns. Monitor progress toward achievement of annual & multi-year fundraising targets.

Review, monitor and recommend to the Board of Governors advancement policy, strategy and plans that meet the University goals to ensure long-term viability.

Review, monitor and recommend to the Board policies and actions that will enhance the University's domestic and international relations with government at the federal, provincial and local levels.

Develop policies, principles and strategic plans for recommendation to the Board; and promote, secure and maintain relationships with the many external communities, and monitor the University's efforts to widen its learning and research environments.

Advise the Board on collaborations with local and regional communities and institutions that foster intellectual, social, cultural and economic development and innovation.

Advise the Board on continuing ways to nurture relationships between alumni and the University.

Recommend to the Board accountability measures to inform the public of the University's mission and operations.

Review, monitor and recommend to the Board, advice on short- and long-term goals and strategic actions (including communications) to influence perceptions of Lakehead by governments, the media, and the University's internal and external communities for all campuses.

Review, monitor and recommend to the Board, policies and actions that will enhance the significance of the University through media communications, marketing strategies and its association with the general community through the use of names, logos, signs and marks associated with the University.

Prepare an Annual Report for the Board of Governors.

COMPOSITION

- Chair of the Board
- President of the University
- Three (3) external Members of the Board
- One faculty Senator Member of the Board
- One staff Member of the Board

Resources:

- University Chancellor, who shall be an *ex officio* member
- Vice President (External Relations)
- Vice President (Academic)
- Vice President (Administration and Finance)
- Vice President (Research)
- University Secretary

3. Finance & Operations

PURPOSE

The Finance and Operations Committee is a Standing Committee of the Lakehead University Board of Governors constituted for the formulation and recommendation of policy with respect to the management and control of the property and financial resources of the University.

SCOPE

Without limiting the general responsibilities as described above, the Finance and Operations Committee shall:

Review, monitor and recommend general investment policy, and the management and performance of the University's investments.

Review, monitor and recommend the planning and budgeting of all funds, in keeping with the University's needs and purposes.

Review, monitor and recommend debt policy, debt retirement strategy and banking arrangements.

Advise the Board on the exercise of its powers and responsibilities relating to the management, administration, and control of the real property of the University as described in the *Lakehead University Act* and other external relevant law.

Review, monitor, and recommend policies to the Board that enhance the University's property development and management including, but not limited to land use, physical planning, use of space, development objectives and endowment wealth creation to ensure alignment to the needs of the University.

Review, monitor and recommend to the Board the capital plan for buildings and infrastructure, the aesthetics of the campuses, as well as the annual capital and maintenance budgets.

Review and monitor Strategic Plan objectives which relate to human resource and operations issues

Review, monitor and recommend to the Board:

- A. Approval of individual construction and maintenance projects,
- B. Appointment of architects and consultants, approval of designs,
- C. Award of contracts in accordance with Broader Public Sector legislation,
- D. Approval of cost overruns.

Provide capital project oversight for projects over \$0.5 million, including assurance of project funding sources and approval of budgets through Board-approved project management processes. Receive annual reports of projects less than \$0.5 million.

Review and make recommendations regarding the acquisition or disposal of real property, whether by purchase, sale, leases over five (5) years or greater than two (2) million dollars, and the acquisition or construction of new space, the major renovation of existing space, or the decommissioning or disposition of existing space.

Review, monitor and recommend to the Board policies and actions pertaining to the safety, health and welfare (physical or otherwise) of students, faculty and staff.

Review, monitor and recommend the administrative policies and practices in place to ensure the ongoing health and safety of utilities and physical plant, including grounds, buildings and infrastructure and recommend, as appropriate, changes in policy or practices arising from this review.

Prepare an Annual Report for the Board of Governors.

COMPOSITION

- Chair of the Board
- President of the University
- Vice-Chair of the Board
- Four (4) external Members of the Board, one of whom be a Member of the Audit & Risk Management Committee
- One faculty Senator Member of the Board
- One staff Member of the Board
- One student Member of the Board

Resources:

- Vice-President (Administration and Finance)
- Provost and Vice-President (Academic)
- Vice-President (Research)
- Vice-President (External Relations)
- University Secretary

At least two members of the Committee are expected to have relevant experience in financial matters, one has property construction or planning experience and further, all external committee members shall be financially literate

4. Executive

PURPOSE

The Executive Committee is a Standing Committee of the Lakehead University Board of Governors constituted to carry out 4 primary roles:

1. To act for the Board of Governors on matters requiring immediate attention between meetings of the Board.
2. To act for the Board of Governors on matters involving employment conditions, collective bargaining, and compensation.
3. To act for the Board of Governors in providing executive oversight of NOSM and in providing executive oversight of the Northern Policy Institute (NPI).
4. To act as an advisory body to the Chair of the Board and the President with respect to governance and administrative issues.

SCOPE

Without limiting the general responsibilities as described above, the Executive Committee shall:

Review and make recommendations to the Board regarding negotiated collective agreements.

Advise the Board on policy matters relating to the conditions of employment for all Lakehead University employees.

Negotiate and approve on behalf of the Board the terms of the contract with the President.

Fix and provide for the remuneration, retirement and superannuation of the following employees (groups) of the University:

- President & Vice-Chancellor
- Vice-President salary bands

Receive on behalf of the Board, regular reports from the Lakehead University NOSM member (Lakehead University Board Chair) and the Chair/Vice-Chair of the NOSM Board of Directors (the President of Lakehead University) concerning issues arising at NOSM and the NPI that have impact at Lakehead and vice versa.

The planning, management, and organization of the Board's Annual Retreat such as to determine the location of the retreat, the format of the retreat, the topics, and the speakers.

Following any Board Executive Committee meeting, prepare a report to be received at the next meeting of the Board of Governors.

COMPOSITION

- Chair of the Board
- President of the University
- Vice-Chair of the Board
- Immediate Past Chair of the Board
- Chairs of the Finance & Operations, Governance & Nominating, and Audit & Risk Management Standing Committees

5. Audit & Risk Management

PURPOSE

The Audit and Risk Management Committee is a Standing Committee of the Lakehead University Board of Governors, with the primary role to assist the Board of Governors in fulfilling its oversight of external financial audits and risk management responsibilities in the affairs of the University, and to ensure the establishment of sound policies and practices leading to the long-term sustainability of the University.

SCOPE

Without limiting the general responsibilities as described above, the Audit and Risk Management Committee shall:

Review with the external auditors and the Vice-President (Administration and Finance) the auditors' Internal Control Memorandum, in connection with the year-end audit review.

Confirm that the University is in compliance with all statutory and regulatory requirements including filing of the Charity Information Return and all employee deductions, GST and HST collections, the Employee Health Tax and other remittances.

Approve within the guidelines for appropriations given to the Audit and Risk Management Committee by the Board, the year-end Internally Restricted Net Assets as necessary for the timely preparation of the annual audited financial statements.

Review the draft audited statements for all funds with the external auditors and the Vice-President (Administration and Finance).

Scrutinize the engagement letter and ensure there is a mutual understanding between Administration and the external auditors as to objectives and the methods to be used to obtain the objectives.

Obtain positive assurance from the external auditors that they have received all the co-operation they required from the University officials, and to be satisfied that appropriate action is being taken on any recommendations made by the external auditors.

Recommend to the Board approval of the annual audit report and statements accompanied by any comments and/or recommendations of the Audit and Risk Management Committee.

Recommend to the Board the appointment of external auditors for the succeeding year.

Meet at least once each year with the external auditors separately from the Administration and the ex-officio member.

Oversee the University's risk management framework and risk register including the identification, escalation, management, and monitoring and reporting of all risks across the enterprise.

Prepare an Annual Report for the Board of Governors.

COMPOSITION

- President of the University (non-voting)
- Vice-Chair of the Board
- Four (4) external Members of the Board, one of whom shall be a Member of the Finance & Operations Committee

Resources:

- Vice-President (Administration and Finance)
- Provost and Vice-President (Academic)
- Vice-President (Research)
- Vice-President (External Relations)
- Director (Risk Management)
- University Secretary

At least two members of the Committee are expected to have relevant experience in financial matters, one has property construction or planning experience and further, all Committee Members shall be financially literate.

6. Governance & Nominating Committee

PURPOSE

The Governance and Nominating Committee is a Standing Committee of the Lakehead University Board of Governors, with the primary role of assisting the Board of Governors in its governance stewardship and oversight responsibilities. Its three main roles to that end are:

1. To review, monitor and recommend to the Board revisions or enhancements to Board organization, policies, procedures and Board performance, and provide stewardship on University governance integrity.
2. To review the skills and experience required on the Board and identify to the Board candidates as prospective Governors, to fulfill the roles and responsibilities of the Board in accordance with the Board mandate, Board Governance Operating Principles and strategic plans of the University.
3. On an annual basis, to recruit, screen and recommend for consideration to the Board a roster of candidates for election to the Board in keeping with the above Board approved Nomination Process, and to recommend to the Board the annual orientation program for new and existing Board members.

SCOPE

Without limiting the general responsibilities as described above, the Governance and Nominating Committee shall:

Review the roles and responsibilities of the Board, its Committees, Chairs, Members and administrative support; make recommendations to the Board for updates to governance structure and policies to improve effectiveness, relevance, and clarity.

Review, update and report to the Board on the orientation and continuing education of Governors, promoting better understanding of up-to-date University business, affairs, and good governance practices.

Oversee the governance framework for the Board and University, through periodic and selective review for compliance with policies, *The Lakehead University Act* and By-laws. This will include:

- A) Preparing an annual report to the Board on such University governance performance measured against the strategic plans and policies of the University.
- B) Following up on action items from the Annual Report.
- C) Developing processes for managing confidential evaluations of the Board and committees in their governance capacities against such policies.

Propose nominees to fill vacancies on the Board in compliance with the need to fill vacancies in skill sets required by the Board and across committees.

Propose nominees to serve on all Standing Committees of the Board.

Prepare annually a record of attendance of members at Board and Committee meetings.

Propose nominees for Chairs of all Standing Committees.

Propose, from time to time, individuals for the title FELLOW OF THE UNIVERSITY.

Provide nominations at the request of the Board for other awards which include the Saul and Bora Laskin Award, and others as required.

Propose nominees for the positions of Board Chair and Board Vice-Chair.

Prepare an Annual Report for the Board of Governors.

COMPOSITION

- Chair of the Board
- President of the University
- Immediate Past Chair of the Board
- Three (3) external Members of the Board
- One faculty Senator or staff Member of the Board

Resources:

- Vice President (External Relations)
- University Secretary, who shall act as the secretary for the Committee