



**Lakehead**  
UNIVERSITY

Office of the  
**University Secretariat**

## **Board of Governors Committee Chair Manual**

(updated August 2018)

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## Role of Board Committee Chairs

*(From Roles and Responsibilities of Members of the Lakehead University Board of Governors)*

The principal role of a Board Committee Chair is to provide leadership and stewardship to the designated Committee on behalf of the Board of Governors for the conduct and implementation of the Committee's Terms of Reference. A Standing Committee Chair is accountable to the Board and acts as a direct liaison between the Board, the Board Chair and the Standing Committee and represents the Committee at Board meetings. A Standing Committee Chair is an external member of the Board.

## Roles and Responsibilities of Board Committee Chairs

*(From Roles and Responsibilities of Members of the Lakehead University Board of Governors)*

**List of Dates:** The University Secretariat will provide a list of important dates and deadlines to each Standing Committee Chair. *(See Appendix B for a sample)*

**Committee Agenda Setting:** *(See Standing Committee Agenda Setting Process)*

- Prepares a draft Annual Work Plan for Committee review;
- Sets the agenda and tone for the Committee work and delegates work among Committee members.

**Conduct Committee Meetings:** *(See Conduct of Committee Meetings)*

Conducts Committee meetings in compliance with applicable legislation and Board Bylaws: sets the agenda, facilitates discussion and resolution of matters processed by the Committee, and ensures timely distribution of meeting minutes.

- Ensures proper Committee minutes are recorded and presented to subsequent meetings (ie. reviews and approves draft minutes for distribution to Committee members);
- Oversees issues raised with respect to conflict;

**Committee Logistics:**

Coordinates with the University Secretary, the logistics of the Committee's operations.

**Reporting:** *(See Reporting to the Board)*

Produces and delivers reports to the Board as routinely required, including bringing forth recommendations or motions from the Committee.

- Reports after each Committee meeting;
- Initiates, leads and reports the Committee's annual report to the Board.

**Liaison with Others:**

Administration:

- Ensures that management presents to the Committee all matters necessary to enable the Committee to effectively discharge its responsibilities in a timely fashion.

Committee Members:

- Brings relevant information from the internal or external university community to the Committee;
- Ensuring that members have the information needed to fulfill their roles in an informed way.

Other Committee Chairs:

- Collaborates with other Committee Chairs as required on behalf of the Board.

Board Executive Committee:

- Leads and reports the Committee performance evaluation to the Executive Committee.

Board Chair: regarding

- Committee member appointments and performance;
- Communicates progress on the Committee's projects and decisions to the Board Chair;
- Interface of Board and Committee.

## **Skills and Knowledge of Board Committee Chairs**

*(From Roles and Responsibilities of Members of the Lakehead University Board of Governors)*

All of the skills and knowledge required of an individual Governor plus:

- Be an interactive communicator with strong facilitative leadership skills and the ability to communicate well with a variety of people at all levels of the organization;
- Be familiar with bicameral governance and the University governing bodies;
- Knowledge of the latest version of Robert's Rules of Order and how to conduct a constructive meeting;

- Possess the skills and experience appropriate to the specific Committee;
- Ability to follow directions and accept feedback;
- Ability to manage time and meet deadlines; and
- Appropriate Board, senior staff, business or community leadership experience that is relevant to the focus and mandate of the Committee he/she is chairing.

## Committee Agenda Setting Process

### **Preliminary:**

Board Secretary, the responsible Executive Team member and the Committee Chair immediately following previous meeting.

### **Meeting 1:**

Board Secretary and the responsible Executive Team member.

### **Meeting 2:**

Board Secretary and the President.

### **Meeting 3:**

Board Secretary and the Committee Chair.

### **Distribution of Meeting Materials:**

Typically five business days prior to the meeting (required two business days in bylaws).

### **Immediately following the Committee Meeting:**

- Secretariat office sends draft minutes to the Committee Chair for review/approval;
- Committee Chair's report preparation and submission to the Secretary prior to the next Board meeting;
- Distribution of Board meeting materials five business days prior to the Board meeting;
- Board meeting.

## Conduct of Committee Meetings

### Chairing Committee Meetings:

The Chair of the Committee shall preside at meetings. If the Chair is absent, the members present shall appoint one of their number Acting Chair to preside at the meeting. *(Source: Article 33 (n) Board Bylaws)*

### Ensure Quorum:

Quorum in Standing Committees is a majority of filled positions unless otherwise stated in the Committee's Terms of Reference. In the event of a vacancy on a Standing Committee, quorum is a majority calculated using the remaining number of voting members. *(Source: Article 33 (i) Board Bylaws)*

### Parliamentary Authority:

Meetings of the Board shall be conducted in alignment with the "Objects and Purposes" of the University as set out in the Act or other relevant and applicable legislation; according to the Bylaws duly approved by the Board; and, in all cases not specifically provided for by these provisions, in alignment with the latest edition of Robert's Rules of Order. *(Source: Article 22 (a) Board Bylaws)*

### Manage Conflict of Interest:

Each Standing Committee Chair has an obligation to require that conflicts be recognized and dealt with properly.

Immediately after approval of the agenda, the Committee Chair shall ask for declaration of conflict of interest and remind members of their duty to declare same should awareness of conflict arise at any time in the meeting.

For the sake of good order in a Committee meeting, the Committee Chair will require a member with a conflict of interest to absent themselves from the meeting before proceeding with that portion of the meeting that will include discussion and voting among Board members not conflicted.

A member of the Board Committee who has declared a conflict of interest may not be counted to determine the presence of a quorum in consideration of an agenda item for which a conflict of interest has been declared.

*(Source: Article 19 (d-g) Board Bylaws)*

### Committee Chair Voting:

All motions at a Committee meeting shall be decided by a majority of the votes of the members present. The Chair or Acting Chair may only vote on a motion to break a

tie or negatively to create a tie. In the event of a tie, the motion will be declared defeated. *(Source: Article 33 (m) Board Bylaws)*

### **In Camera Meetings:**

The Board, or Standing Committees, may elect to conduct an in camera meeting during their meetings. Although not exclusively, in camera discussions and decisions may take place regarding items of a personnel, legal or real estate nature, or any other item of a sensitive or confidential nature which the Chair deems must be discussed, recorded and permanently archived confidentially so as to protect nondisclosure and prevent unintended disclosure. *(Article 21 (a) Board Bylaws)*

When the Board or a Standing Committee of the Board declares a meeting or part of a meeting in camera, reasons for so declaring will be clearly stated by the Chair prior to moving in camera. *(Source: Article 21 (b) Board Bylaws)*

After each in camera matter is discussed, the Chair should indicate how long the matter shall remain in camera. The Board Secretary will advise on this. After the in camera meeting adjourns, sometimes motions will be stated in the regular meeting, and sometimes only the discussion will occur in camera with the decision being made in the regular meeting. *(Standard practice)*

### **Resolutions in Lieu of Meetings:**

A resolution signed by two-thirds of the members of a Committee shall have the same force and effect as if passed at a regularly constituted meeting. *(Article 33 (l) Board Bylaws)*

## **Reporting to the Board**

### **Committee Reports:**

As a matter of information, at the regular meeting either of the Board or the Executive Committee next following a meeting of a Standing or Ad hoc or Advisory Committee, the Committee Chair shall make a report of the proceedings of such Committee. *(Article 29 (d) Board Bylaws)*

A record shall be kept of the proceedings of every meeting of each Committee, and it is the responsibility of the Chair of the Committee to submit a report of such proceedings to the Board or the Executive Committee as soon as conveniently possible thereafter. *(Article 33 (n) Board Bylaws)*

**Annual Reports:**

Standing Committee Chairs will submit a written Annual Report for the Board Annual Meeting.

**Public and In Camera Reporting:**

Sometimes, two reports will be necessary if a portion of the Committee's business was conducted in camera, and is still in camera.

**Format of Report:**

A sample report format is provided in Appendix A.

## **Arc of the Year: Standard Items on all Committee Agendas**

Prior to the first Committee meeting of the new term:

- Review previous Committee Chair's Annual Report to the Board;
- Review previous Committee's Annual Workplan;
- Draft new Annual Workplan for consideration by Committee (assisted by the Board Secretary).

At the first Committee meeting:

- Choose Committee Chair if Board did not do so;
- Review Terms of Reference, determine if any recommendations for amendments;
- Consider with a view to approving Annual Workplan.

After first Committee meeting:

- Review approved Annual Workplan with Secretary and create a rough schedule of what will be considered at the remainder of the meetings before the next Annual Meeting.

At the Committee meeting before the Annual Meeting:

- Review Annual Workplan and Terms of Reference and determine what was accomplished and what remains outstanding - report on this in your Committee Annual Report to the Board.

**Work of the Committee:**

Committee work is set out in the Committee's Terms of Reference (established by the Board) and the Committee Annual Workplan.



## Role of the University Secretariat

The University Secretariat is responsible for the University's Legal Portfolio and Governance Portfolio.

### University Secretariat Office Location and Contacts:

The University Secretariat is located on the Thunder Bay campus in UC 2002 and is open Monday through Friday from 8:30am to 4:30pm.

<b>Barbara H. Eccles</b> General Counsel and University Secretary 807.343.8184 <a href="mailto:beccles@lakeheadu.ca">beccles@lakeheadu.ca</a>	<b>Yvonne Roussel</b> Associate University Secretary 807.346.7929 <a href="mailto:lusenate@lakeheadu.ca">lusenate@lakeheadu.ca</a>
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### Governance Portfolio:

Within the Governance Portfolio, the University Secretariat ensures that the three governing bodies of the University (Board of Governors, Senate, and the Ogimaawin-Aboriginal Governance Council) and their numerous committees operate effectively and efficiently by providing administrative services, research and analysis, and general support.

The Office manages, coordinates, and facilitates the processes and procedures of the governing bodies in accordance with the University Act, Terms of Reference, and Bylaws. The Secretariat Office also maintains formal records and is a resource for members of the University community, providing information and counsel on the Board of Governors, Senate, and the Ogimaawin-Aboriginal Governance Council's policies, procedures, precedents and research.

### Legal Portfolio:

The Legal Portfolio was created in August 2016, and is in a building and transition

phase. The General Counsel and University Secretary is a member of the University's Executive Team. Current items in the Legal Portfolio include:

- Provides both preventative and responsive in-house legal advice to the University (the President, Board leaders, Executive Team and others) on a wide range of issues;
- Determines if a situation requires specialized legal expertise and, if external counsel need to be retained, supervises external counsel in such situations;
- Identifies emerging legal issues;
- Reviews legal aspects of corporate and contractual issues going to the Board or other governing bodies;
- Provides advice to the Board and its Committees on legal issues related to governance, statutory compliance and due diligence;
- Responds to and provides advice on, or direction regarding complaints or requests for information in such areas as the legal aspect of labor relations, personnel and human rights issues, safety and security.

**APPENDIX A:**

**SAMPLE STANDING COMMITTEE  
CHAIR REPORTS TO THE BOARD**



## REPORT TO THE BOARD OF GOVERNORS

From: Your Name - Chair, Name of Board Standing Committee

Committee Meeting Date: Date of Committee Meeting report is being submitted for

Subject: Name of Board Standing Committee Report

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**Please include any motions being brought forward to the Board of Governors at the end of your report.**