



Name: POLICY ON APPOINTMENTS TO COMMITTEES OF THE BOARD OF GOVERNORS OF SAINT MARY'S UNIVERSITY

Policy No: 12-014

Approving Authority: Board of Governors

Approved: May 31, 2024

Responsible Office: University Secretariat

Responsibility: University Secretary

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1. PURPOSE

This Policy sets out the role and responsibilities of committees established by the Board of Governors. Terms of reference established for individual committees must be consistent with this Policy.

2. JURISDICTION/SCOPE

This Policy applies to all committees established by the Board of Governors.

3. POLICY

COMMITTEES OF THE BOARD

3.1 There are seven standing committees established by the Board of Governors (the "Board") of Saint Mary's University (the "University"):

- Advancement
- Audit and Risk
- Executive
- Finance
- Governance
- Honorary Degrees
- Human Resources
- Property and Campus Planning

3.2 Other standing or ad hoc committees may be established by the Board of Governors from time to time and such committees will be subject to the requirements of this Policy.

DELEGATION OF AUTHORITY

3.3 Committees are organized to assist the Board in doing its work efficiently and effectively.

3.4 Each Board committee assists the Board in fulfilling its governance responsibilities. The Board may specifically delegate to each committee responsibility and authority to make decisions on certain matters on behalf of the Board as set out in Terms of Reference for each committee approved by the Board. The Board assigns each committee responsibility to act in an advisory capacity on certain matters and to make recommendations to the Board.

3.5 Apart from the Executive Committee, Committees do not speak or act for the Board except when formally given such authority.

3.6 The University administration is responsible for overseeing the University's operational and administrative activities. The mandate of committees relates to matters that fall within the authority of the Board.

3.7 The Board shall create additional standing or *ad hoc* committees of the Board when necessary. The membership and terms of reference of such committees shall normally be recommended to the Board by the Governance Committee.

COMMITTEE MEMBERSHIP

3.8 The members of a committee of the Board are:

- a. The persons appointed to the committee by the Board in accordance with the Bylaws and the terms of reference of that committee, and may include *ex officio* members, voting members, and non-voting members.
- b. Unless otherwise specified in a committee's terms of reference, the President and Vice-Chancellor of the University and the Chair of the Board are *ex officio* members of committees of the Board.

3.9 A member of a committee is eligible for reappointment to that committee.

3.10 Non-Board members may be appointed to committees, where so permitted by the committee's terms of reference. Non-Board members may be drawn from the University community as well as the general public.

3.11 Non-Board members shall be appointed to Board committees by the Board, generally on the recommendation of the Governance Committee, where they have a particular knowledge, expertise, or perspective regarding the committee's area of responsibility that is required by the committee at the relevant time.

3.12 Non-Board members appointed to Board committees are subject to the Board Code of Conduct and shall be required to sign and acknowledge their acceptance and application of the Code of Conduct to them, as if they were Board members.

VOTING RIGHTS

3.13 All committee members have the right to participate in the deliberations of the committee and voting members may vote on motions before the committee, subject to the *Board Code of Conduct*.

3.14 The chair of a committee shall have the same right of voting as other voting members of the committee.

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