



BOARD OF GOVERNORS OF ATHABASCA UNIVERSITY GOVERNANCE COMMITTEE TERMS OF REFERENCE & MEMBERSHIP

1. **Purpose**

The Governance Committee (the “Committee”) oversees and advises on the governance and membership of the Board of Governors (the “Board”). It is responsible for recommending procedures to expedite the Board’s function, including changes to the Board’s structure, bylaws and policies. The Committee seeks to have members appointed who have the skills, expertise, and experience necessary to carry out Board responsibilities.

2. **Membership**

The membership of the Committee shall include:

- Public Member, appointed as Committee Chair
- Chair, Board of Governors
- President
- 1 Student Member of the Board
- 1 Staff Member of the Board
- 2 Public Members of the Board

3. **Responsibilities**

Without restricting the generality of its role and within its delegated authorities, the Committee will:

Board Recruitment/Development

- 3.1. Oversee an annual update of the Board Skill & Competency Matrix;
- 3.2. Oversee and, where appropriate, support the development and training of Board Members. This will include but not be limited to overseeing and, where appropriate, supporting a comprehensive orientation for new members of the Board;

Board Committees

- 3.3. Oversee changes in leadership in Board committees to ensure continuity and knowledge transfer;
- 3.4. Approve the composition (Committee Chair and member appointments) of Board standing committees based on the competencies required for the respective committees;

Statutory Requirements/Governance Documents

- 3.5. Recommend to the Board a public member for the position of Vice Chair;
- 3.6. Recommend to the Board approval of the University’s Mandate Statement;
- 3.7. Review the University’s Mandate and Roles Document at least once every three years in accordance with the legislation and, when necessary, recommend changes to the Board;
- 3.8. Review the Code of Conduct of the Board of Governors at least every three years and, when necessary, recommend changes to the Board;



- 3.9. Review the General Bylaws of the Board of Governors at least every three years and, when necessary, recommend changes to the Board; and
- 3.10. Undertake an annual assessment of the performance of the Board, its Standing Committees, individual Board Members, and the Board Chair and report on the results to the Board as appropriate.