

# **BOARD OF GOVERNORS OF ATHABASCA UNIVERSITY**

## **EXECUTIVE COMMITTEE**

### **TERMS OF REFERENCE**

*Approved October 22, 2010*

*Confirmed January 11, 2013*

1. The Executive Committee shall act on behalf of and with the full authority of the Board of Governors of Athabasca University (the “Board) on matters that require immediate action. The Executive Committee also oversees and advises on the governance and membership of 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 Executive Committee considers and approves the policies and mandates governing the terms and conditions of employment, including salary, benefits, and succession plans, for the executive officers of the University.
2. Without restricting the generality of its role and within its delegated authorities, the Executive Committee will:
  - 2.1. Meet as required to deal with matters delegated by the Board and/or referred by another committee;
  - 2.2. Deal with any matter that is within the responsibility of the Board and may act with the full authority of the Board in situations which, in the judgment of Executive Committee, require immediate action prior to the next regular or special meeting of the Board;
  - 2.3. Consider succession planning for the Board. Identify and help recruit new Public Members when necessary to fill upcoming vacancies;
  - 2.4. Ensure that orientation is provided for new members of the Board, and wherever possible a member of the Executive Committee will attend the orientation meetings;
  - 2.5. Approve composition of committees;
  - 2.6. Taking into account the strategic nature of the appointment, recommend a public member for the position of Vice Chair;
  - 2.7. Ensure that an annual self-assessment evaluating the performance of the Board, its committees and the Board Chair of is undertaken, and report on the evaluation to the Board;
  - 2.8. Oversee matters relating to the Board bylaws, structure, governance and evaluation and recommend changes to the Board as appropriate;

- 2.9. Annually receive and approve the personal goals and objectives established by the President for the following year taking into account the SUP;
- 2.10. Preside over the process for the appointment and reappointment of the President;
- 2.11. Annually review and evaluate the performance of the President taking into account his/her position profile, self assessment, and personal goals and objectives approved for the year under review, and thereafter, approve the compensation of the President;
- 2.12. Annually receive the President's assessment of the executive officers. On the advice and recommendation of the President approve the annual compensation of the executive officers and any other changes to their employment contracts;
- 2.13. Approve the University's Succession Plan for executive officers;
- 2.14. Act as a consultative body to the the Board Chair and the President;
- 2.15. Annually review and approve the Mandate and Roles Document;
- 2.16. Annually review the Terms of Reference for the Committee and recommend any changes to the Board.