



The following Motions and Documents were considered by the Board of Governors at its October 18, 2013 meeting:

Agenda Title: **Board Audit Committee Terms of Reference**

APPROVED MOTION: THAT the Board of Governors, on the recommendation of the Board Audit Committee, approve the proposed changes to the Committee's Terms of Reference, as set forth in Attachment 1.

Final Item: 4.1

Agenda Title: **Revised Committee Terms of Reference**

APPROVED MOTION: THAT the Board of Governors, on the recommendation of the Board Finance and Property Committee, approve the proposed changes to the Committee's Terms of Reference, as set forth in Attachment 1.

Final Item: 5.1

Agenda Title: **Supplemental Capital Expenditure Authorization Request (CEAR) for Innovation Centre for Engineering (ICE) Fit-Out Construction**

APPROVED MOTION: THAT the Board of Governors, on the recommendation of Board Finance and Property Committee, approve an additional supplemental expenditure of forty-four million, six hundred and forty thousand dollars (\$44,640,000) in Canadian funds for a total revised project cost of one hundred and thirty four million, four hundred thousand (\$134,400,000), for the construction and fit-out of the Innovation Centre for Engineering (ICE).

Final Item: 5.2

Agenda Title: **Internal Loan/Bridge Financing for Innovation Centre for Engineering (ICE) Fit-Out Construction**

APPROVED MOTION: THAT the Board of Governors, on the recommendation of the Board Finance and Property Committee, approve an internal loan for up to \$15,000,000 with a term up to 2 years for the construction of the Innovation Centre for Engineering (ICE).

Final Item: 5.3

Agenda Title: **Board Human Resources and Compensation Committee Terms of Reference**

APPROVED MOTION: THAT the Board of Governors, on the recommendation of the Board Human Resources and Compensation Committee, approve the proposed changes to the Committee's Terms of Reference, as set forth in Attachment 1.

Final Item: 6.1

Agenda Title: **Letter of Expectation 2013**

APPROVED MOTION: THAT the Board of Governors endorse the Letter of Expectation (LOE) 2013 as provided by the Ministry of Enterprise and Advanced Education (EAE), and as recommended by the Board Learning and Discovery Committee, to take effect upon signing by the Minister of EAE and the Chair of the Board of Governors for the University of Alberta.

Final Item: 7.1

Agenda Title: **Board Safety, Health and Environment Committee Terms of Reference**

APPROVED MOTION: THAT the Board of Governors, on the recommendation of the Board Safety, Health and Environment Committee, approve the proposed changes to the Committee's Terms of Reference, as set forth in Attachment 1.

Final Item: 8.1

OUTLINE OF ISSUE

Agenda Title: **Board Audit Committee Terms of Reference**

Motion: THAT the Board of Governors, on the recommendation of the Board Audit Committee, approve the proposed changes to the Committee’s Terms of Reference, as set forth in Attachment 1.

Item

Action Requested	<input checked="" type="checkbox"/> Approval <input type="checkbox"/> Recommendation <input type="checkbox"/> Discussion/Advice <input type="checkbox"/> Information
Proposed by	Don Matthew, Chair, Board Audit Committee
Presenter	Don Matthew, Chair, Board Audit Committee
Subject	Review of Committee Terms of Reference

Details

Responsibility	University Governance
The Purpose of the Proposal is (please be specific)	To review the Committee Terms of Reference and approve proposed changes.
The Impact of the Proposal is	These changes align the Terms of Reference with the Committee’s current practices.
Replaces/Revises (eg, policies, resolutions)	Current Terms of Reference
Timeline/Implementation Date	Upon Board of Governors approval
Estimated Cost	n/a
Sources of Funding	n/a
Notes	

Alignment/Compliance

Alignment with Guiding Documents	
Compliance with Legislation, Policy and/or Procedure Relevant to the Proposal (please quote legislation and include identifying section numbers)	<p>1. Post Secondary Learning Act (PSLA), Section 60 (1)(b): “The Board of a public post-secondary institution shall develop, manage and operate, alone or in cooperation with any person or organization, programs, services and facilities for the educational or cultural advancement of the people of Alberta.”</p> <p>2. Board of Governors General Terms of Reference, Section b: “The Board has delegated to each Committee responsibility and authority to make decisions on behalf of the Board in the Committee’s defined area of responsibility except to the extent that such authority has been specifically limited by the Board in the Terms of Reference for the Committee.”</p> <p>...</p> <p>“...issues which remain with the Board or which would be referred by a Committee to the Board would generally be in the nature of...any matter involving an alteration in the mandate, terms of reference, membership, or structure of a Committee;...”</p> <p>3. Board Audit Committee Terms of Reference Section 3(w) (Mandate):</p> <p>d. (w) the Committee shall annually review the terms of reference of the Committee and recommend to the Board any</p>

Item No. 4.1

	required changes.
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Routing (Include meeting dates)

Consultative Route (parties who have seen the proposal and in what capacity)	
Approval Route (Governance) (including meeting dates)	Board Audit Committee – September 30, 2013 (for recommendation) Board of Governors – October 18, 2013 (for approval)
Final Approver	Board of Governors

Attachments

1. Board Audit Committee Terms of Reference – showing edits (7 pages)
2. Board Audit Committee Terms of Reference – without edits (6 pages)

Prepared by: Geeta Sehgal, Acting Assistant Board Secretary, geeta.sehgal@ualberta.ca



BOARD AUDIT COMMITTEE
Terms of Reference

1. AUTHORITY

- (a) The Board Audit Committee (the "Committee") is created by and responsible to the Board of Governors (the "Board") of the University of Alberta (the "University").
- (b) The Vice-President (Finance and Administration) shall provide management support to the Committee.
- (c) University Governance shall provide administrative support to the Committee.
- (d) The Committee shall function in accordance with the Board's General Committee Terms of Reference.

2. COMPOSITION OF COMMITTEE

- (a) Voting Members appointed by the Board (Ordinarily a maximum of 11)

- (1) At least 2 Board members from the membership categories identified by the Alberta *Post-Secondary Learning Act* (the Act) as general public, alumni and senate ; and
- (2) At least 2, but no more than 6, members of the general public
- (3) The Board Chair, by virtue of office
- (4) The President and Vice-Chancellor, by virtue of office
- (5) The Chancellor, by virtue of office

Non Voting Officials
Auditor General of Alberta

Non-Voting Officials appointed by the President

- (1) Provost and Vice-President (Academic)
- (2) Vice-President (Finance and Administration)
- (3) University Auditor
- (4) University Secretary
- (5) Committee Secretary
- (6) Other officers, as determined by the President

- (b) No member of the staff (academic or non-academic) nor any student of the University shall sit as a member of the Committee.
- (c) One member of the Committee shall also serve on the Board Finance and Property Committee.
- (d) The Board of Governors shall appoint the Committee Chair from the Committee membership category 2.(a)(1), upon the recommendation of the Board Chair
- (e) The Committee appoints the Committee Vice-Chair from the Committee membership category Section 2a(1) of these Terms of Reference, upon the

recommendation of the Board Chair and the Committee Chair. The Vice-Chair undertakes and discharges all duties of the Chair in the absence of the Chair.

- (f) A quorum of the Committee shall be 50% of the members listed in 2(a)(i) and (ii) of the Terms of Reference, one of whom must be a Board Member.
- (g) All members of the audit committee should be financially literate and at least one member should have accounting or related financial expertise. Financial literacy requirements that may be considered include:
 - (i) The ability to read, comprehend and analyze the financial statements and the notes to the financial statements.
 - (ii) The ability to understand accounting policies, estimates and judgments when these are explained by management and the external auditor.
 - (iii) An understanding of the business of the University and any unique features that may impact the accounting policies.
 - (iv) Knowledge and understanding of the strategies that the University has adopted, especially the risks inherent with new strategies.
 - (v) An ability to understand the University's risk environment.

3. MANDATE OF THE COMMITTEE

Except as provided in Section 4 hereof and in the Board's General Committee Terms of Reference, the Committee shall monitor, evaluate and make decisions on behalf of the Board with respect to all auditing, financial reporting and internal control functions relating to the University.

Without limiting the generality of the foregoing the Committee shall:

Communication and Independence

- (a) provide an open avenue of communication between the University Auditor, external auditor (the Auditor General) and the Board;
- (b) review and approve the appointment, replacement, reassignment, or removal of the University Auditor;
- (c) confirm and assure the independence of the University Auditor and the external auditor (including its agent);

Risk Management

- (d) inquire of the senior administrative officers (Administration) of the University (including the University Auditor) and the external auditor about significant risks or exposures and assess the steps Administration has taken to minimize such risk to the University and more specifically;
 - i) Given that it is the responsibility of the Board, in consultation with management, to identify the principal risks facing the University, determine the University's tolerance for risk and approve risk management policies, the Committee shall focus on financial risk

and gain reasonable assurance that financial risk is being effectively managed or controlled by:

- a. reviewing with Administration the University's tolerance for financial risks;
 - b. reviewing with Administration its assessment of the significant financial risks facing the University;
 - c. reviewing with Administration the University's policies and any proposed changes thereto for managing those significant financial risks;
 - d. reviewing with Administration its plans, processes and programs to manage and control such risks;
 - e. considering whether the University has adequate processes and controls to prevent and detect fraud;
 - f. considering whether the University has adequate disaster recovery and business continuity plans and processes in place;
 - g. -considering whether the University has adequate governance policies and procedures in place regarding information technology
- ii) Ascertain that policies and procedures are in place to minimize risks to asset value and mitigate damage to or deterioration of asset value and review such policies and procedures periodically;
 - iii) Review the adequacy of insurance coverages maintained by the University;
 - iv) Review foreign currency, interest rate and commodity price risk mitigation strategies, if any, including the use of derivative financial instruments, beyond those subject to the oversight by the University Board's Investment Committee;
 - v) Review policies and compliance therewith that require significant actual or potential liabilities, contingent or otherwise, to be reported to the Board in a timely fashion;
 - vi) Review regularly with Administration, the external auditors and the University's legal counsel, any legal claim or other contingency that could have a material effect upon the financial position or operating results of the University and the manner in which these matters have been disclosed in the financial statements;
- (e) (i) discuss with Administration their qualitative judgments about the appropriateness of accounting principles and financial disclosure practices used or proposed to be adopted by the University and, particularly, the degree of aggressiveness or conservatism of its accounting principles and underlying estimates;
 - (ii) inquire as to the external auditor's views about whether the choices of Administration concerning accounting principles are conservative, moderate, or aggressive from the perspective of income, asset and liability recognition and whether those principles are common practices or are minority practices;

- (f) approve, in consultation with the external auditor and the University Auditor their audit scope and plans;
- (g) review with the external auditor and the University Auditor the coordination of audit effort to assure completeness of coverage, reduction of redundant efforts and the effective use of audit resources;
- (h) consider and review with the external auditor and the University Auditor:
 - (i) the adequacy of the University's controls including computerized information system controls and security;
 - (ii) any related significant findings and recommendations of the external auditor and the University Auditor together with responses of Administration thereto;

External Audit Oversight

- (i) review with Administration and the external auditor at the completion of the annual examination:
 - (i) the University's annual financial statements and related footnotes;
 - (ii) the external auditor's audit findings report and his draft opinion on the financial statements;
 - (iii) any significant changes required in the external auditor's audit plan;
 - (iv) any serious difficulties or disputes with Administration encountered during the course of the audit; and
 - (v) other matters related to the conduct of the audit which are to be communicated to the Committee under generally accepted auditing standards;

University Auditor and Internal Audit Oversight

- (j) consider and review with Administration and the University Auditor:
 - (i) significant findings during the year and the responses of Administration thereto;
 - (ii) any difficulties encountered in the course of their audits, including any restrictions on the scope of their work or access to required information;
 - (iii) any changes required in the planned scope of their audit plan;
 - (iv) the internal audit department's budget, staffing plan and work schedule;
 - (v) the internal audit department's charter; and
 - (vi) the internal audit department's compliance with applicable professional standards;

Other Compliance and Reporting Oversight

- (k) review any published documents containing financial information derived from the financial statements and consider whether the information contained in these documents is consistent with the information contained in the financial statements;

- (l) review with Administration all interim financial reports before they are forwarded to the Board;
- (m) review legal and regulatory matters that may have a material impact on the financial statements, related University compliance policies and programs and reports received from regulators;
- (n) report Committee actions to the Board with such recommendations as the Committee may deem appropriate;
- ~~(o) include in the University's annual report to the Province a letter that describes the Committee's composition and responsibilities and how they are discharged.~~

Other Responsibilities

- ~~(p)~~ the Committee shall have the power to conduct or authorize investigations into any matters within the Committee's scope of responsibilities. The Committee shall be empowered to retain independent counsel, accountants, or others to assist it in the conduct of any investigation;
- ~~(q)~~ the Committee shall meet at least four times per year or more frequently as circumstances require. The Committee may ask members of Administration or others to attend the meeting and provide pertinent information as necessary;
- ~~(r)~~ the Committee shall meet with the University Auditor, external auditor and Administration in separate executive sessions to discuss any matters that the Committee or these groups believe should be discussed privately with the Committee;
- ~~(s)~~ the Committee will perform such other functions as assigned by law, the *Post-Secondary Learning Act* or the Board;
- ~~(t)~~ the Committee shall review the performance of the University in the areas of responsibility of the Committee, against key strategic performance initiatives and performance measure reports and results in place from time to time and report thereon to the Board;
- ~~(u)~~ the Committee Chair shall annually provide input, to the President, through the Chair of the Board Human Resources and Compensation Committee with respect to the responsibilities and performance of those Vice-Presidents whose responsibilities are within the mandate of the Committee; and
- ~~(v)~~ the Committee shall annually review travel and hosting expenditures incurred by the Board Chair, ~~and the President,~~ and the Vice-Presidents and review policies in that regard;
- ~~(w)~~ the Committee shall annually review the terms of reference of the Committee and recommend to the Board any required changes.

Safe Disclosure

- ~~(x)~~ The Committee shall maintain procedures for –
 - i) the receipt, retention, and treatment of complaints received by the University regarding accounting, internal accounting controls, or auditing matters; and

- ii) the confidential, anonymous submission by employees of the University of concerns regarding questionable accounting or auditing matters.

4. LIMITATIONS ON DELEGATION BY THE BOARD

The general delegation of authority by the Board to the Committee shall be limited as set out in this paragraph. Notwithstanding the general delegation of authority to the Committee as set out in Section 3, the Committee shall bring to the Board for final approval or information:

- (a) the approval of the annual financial statements of the University and related auditor's reports;
- (b) the receipt for review and information of the quarterly financial statements; it being understood that the material provided to the Board shall include information and explanation of material variations in revenue, expenditures and capital budgets;
- (c) receipt of reports, information and recommendations and decisions with respect to issues that in the opinion of the Committee, may pose material risk to the University; and
- (d) the review and approval of decisions with respect to information from the Auditor General or the University Auditor on controls or related matters the Chair of the Committee or the Committee may consider prudent or necessary.

5. REPORTING TO THE BOARD

As provided in the Board's General Terms of Reference the Committee shall regularly report to the Board with respect to its activities and decisions.

Date	Decision-Maker	Decision
2011-02-28	Board Audit Committee	Approved - For Recommendation to BG
2011-03-18	Board of Governors	Approved
2011-09-19	Board Audit Committee	Approved – For Recommendation to the Board of Governors
2011-10-21	Board of Governors	Approved
2012-10-01	Audit Committee Chair – editorial changes	



BOARD AUDIT COMMITTEE
Terms of Reference

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- (2) At least 2, but no more than 6, members of the general public
- (3) The Board Chair, by virtue of office
- (4) The President and Vice-Chancellor, by virtue of office
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- (b) No member of the staff (academic or non-academic) nor any student of the University shall sit as a member of the Committee.
- (c) One member of the Committee shall also serve on the Board Finance and Property Committee.
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recommendation of the Board Chair and the Committee Chair. The Vice-Chair undertakes and discharges all duties of the Chair in the absence of the Chair.

- (f) A quorum of the Committee shall be 50% of the members listed in 2(a)(i) and (ii) of the Terms of Reference, one of whom must be a Board Member.
- (g) All members of the audit committee should be financially literate and at least one member should have accounting or related financial expertise. Financial literacy requirements that may be considered include:
 - (i) The ability to read, comprehend and analyze the financial statements and the notes to the financial statements.
 - (ii) The ability to understand accounting policies, estimates and judgments when these are explained by management and the external auditor.
 - (iii) An understanding of the business of the University and any unique features that may impact the accounting policies.
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- (b) review and approve the appointment, replacement, reassignment, or removal of the University Auditor;
- (c) confirm and assure the independence of the University Auditor and the external auditor (including its agent);

Risk Management

- (d) inquire of the senior administrative officers (Administration) of the University (including the University Auditor) and the external auditor about significant risks or exposures and assess the steps Administration has taken to minimize such risk to the University and more specifically;
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 - d. reviewing with Administration its plans, processes and programs to manage and control such risks;
 - e. considering whether the University has adequate processes and controls to prevent and detect fraud;
 - f. considering whether the University has adequate disaster recovery and business continuity plans and processes in place;
 - g. considering whether the University has adequate governance policies and procedures in place regarding information technology
- ii) Ascertain that policies and procedures are in place to minimize risks to asset value and mitigate damage to or deterioration of asset value and review such policies and procedures periodically;
 - iii) Review the adequacy of insurance coverages maintained by the University;
 - iv) Review foreign currency, interest rate and commodity price risk mitigation strategies, if any, including the use of derivative financial instruments, beyond those subject to the oversight by the University Board's Investment Committee;
 - v) Review policies and compliance therewith that require significant actual or potential liabilities, contingent or otherwise, to be reported to the Board in a timely fashion;
 - vi) Review regularly with Administration, the external auditors and the University's legal counsel, any legal claim or other contingency that could have a material effect upon the financial position or operating results of the University and the manner in which these matters have been disclosed in the financial statements;
- (e) (i) discuss with Administration their qualitative judgments about the appropriateness of accounting principles and financial disclosure practices used or proposed to be adopted by the University and, particularly, the degree of aggressiveness or conservatism of its accounting principles and underlying estimates;
 - (ii) inquire as to the external auditor's views about whether the choices of Administration concerning accounting principles are conservative, moderate, or aggressive from the perspective of income, asset and liability recognition and whether those principles are common practices or are minority practices;

- (f) approve, in consultation with the external auditor and the University Auditor their audit scope and plans;
- (g) review with the external auditor and the University Auditor the coordination of audit effort to assure completeness of coverage, reduction of redundant efforts and the effective use of audit resources;
- (h) consider and review with the external auditor and the University Auditor:
 - (i) the adequacy of the University's controls including computerized information system controls and security;
 - (ii) any related significant findings and recommendations of the external auditor and the University Auditor together with responses of Administration thereto;

External Audit Oversight

- (i) review with Administration and the external auditor at the completion of the annual examination:
 - (i) the University's annual financial statements and related footnotes;
 - (ii) the external auditor's audit findings report and his draft opinion on the financial statements;
 - (iii) any significant changes required in the external auditor's audit plan;
 - (iv) any serious difficulties or disputes with Administration encountered during the course of the audit; and
 - (v) other matters related to the conduct of the audit which are to be communicated to the Committee under generally accepted auditing standards;

University Auditor and Internal Audit Oversight

- (j) consider and review with Administration and the University Auditor:
 - (i) significant findings during the year and the responses of Administration thereto;
 - (ii) any difficulties encountered in the course of their audits, including any restrictions on the scope of their work or access to required information;
 - (iii) any changes required in the planned scope of their audit plan;
 - (iv) the internal audit department's budget, staffing plan and work schedule;
 - (v) the internal audit department's charter; and
 - (vi) the internal audit department's compliance with applicable professional standards;

Other Compliance and Reporting Oversight

- (k) review any published documents containing financial information derived from the financial statements and consider whether the information contained in these documents is consistent with the information contained in the financial statements;

- (l) review with Administration all interim financial reports before they are forwarded to the Board;
- (m) review legal and regulatory matters that may have a material impact on the financial statements, related University compliance policies and programs and reports received from regulators;
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Other Responsibilities

- (o) the Committee shall have the power to conduct or authorize investigations into any matters within the Committee's scope of responsibilities. The Committee shall be empowered to retain independent counsel, accountants, or others to assist it in the conduct of any investigation;
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- (r) the Committee will perform such other functions as assigned by law, the *Post-Secondary Learning Act* or the Board;
- (s) the Committee shall review the performance of the University in the areas of responsibility of the Committee, against key strategic performance initiatives and performance measure reports and results in place from time to time and report thereon to the Board;
- (t) the Committee Chair shall annually provide input, to the President, through the Chair of the Board Human Resources and Compensation Committee with respect to the responsibilities and performance of those Vice-Presidents whose responsibilities are within the mandate of the Committee; and
- (u) the Committee shall annually review travel and hosting expenditures incurred by the Board Chair, the President, and the Vice-Presidents and review policies in that regard;
- (v) the Committee shall annually review the terms of reference of the Committee and recommend to the Board any required changes.

Safe Disclosure

- (w) The Committee shall maintain procedures for –
 - i) the receipt, retention, and treatment of complaints received by the University regarding accounting, internal accounting controls, or auditing matters; and
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- (b) the receipt for review and information of the quarterly financial statements; it being understood that the material provided to the Board shall include information and explanation of material variations in revenue, expenditures and capital budgets;
- (c) receipt of reports, information and recommendations and decisions with respect to issues that in the opinion of the Committee, may pose material risk to the University; and
- (d) the review and approval of decisions with respect to information from the Auditor General or the University Auditor on controls or related matters the Chair of the Committee or the Committee may consider prudent or necessary.

5. REPORTING TO THE BOARD

As provided in the Board's General Terms of Reference the Committee shall regularly report to the Board with respect to its activities and decisions.

Date	Decision-Maker	Decision
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2011-03-18	Board of Governors	Approved
2011-09-19	Board Audit Committee	Approved – For Recommendation to the Board of Governors
2011-10-21	Board of Governors	Approved
2012-10-01	Audit Committee Chair – editorial changes	

OUTLINE OF ISSUE

Agenda Title: **Revised Committee Terms of Reference**

Motion: THAT the Board of Governors, on the recommendation of the Board Finance and Property Committee, approve the proposed changes to the Committee’s Terms of Reference, as set forth in Attachment 1.

Item

Action Requested	<input checked="" type="checkbox"/> Approval <input type="checkbox"/> Recommendation <input type="checkbox"/> Discussion/Advice <input type="checkbox"/> Information
Proposed by	Dick Wilson, Chair, Board Finance and Property Committee
Presenter	Dick Wilson, Chair, Board Finance and Property Committee
Subject	Review of Recommended Changes to Committee Terms of Reference

Details

Responsibility	University Governance
The Purpose of the Proposal is (please be specific)	To approve the proposed changes to the Committee Terms of Reference.
The Impact of the Proposal is	This proposal will update committee composition to reflect current business practices.
Replaces/Revises (eg, policies, resolutions)	July 2012 version of Committee Terms of Reference.
Timeline/Implementation Date	Immediately upon approval.
Estimated Cost	
Sources of Funding	
Notes	

Alignment/Compliance

Alignment with Guiding Documents	
Compliance with Legislation, Policy and/or Procedure Relevant to the Proposal (please quote legislation and include identifying section numbers)	<p>1. <i>Post Secondary Learning Act (PSLA)</i>, Section 60 (1)(b): “The Board of a public post-secondary institution shall develop, manage and operate, alone or in cooperation with any person or organization, programs, services and facilities for the educational or cultural advancement of the people of Alberta.”</p> <p>2. <i>Board of Governors General Terms of Reference</i>, Section b: “The Board has delegated to each Committee responsibility and authority to make decisions on behalf of the Board in the Committee’s defined area of responsibility except to the extent that such authority has been specifically limited by the Board in the Terms of Reference for the Committee.”</p> <p>...</p> <p>“...issues which remain with the Board or which would be referred by a Committee to the Board would generally be in the nature of...any matter involving an alteration in the mandate, terms of reference, membership, or structure of a Committee;...”</p> <p>3. <i>Board Finance and Property Committee Terms of Reference</i>:</p> <p>3. MANDATE OF THE COMMITTEE</p> <p>Except as provided in paragraph 4 and in the Board’s General</p>

Item No. 5.1

	<p>Committee Terms of Reference, the Committee shall monitor, evaluate, advise and make decisions on behalf of the Board with respect to all strategic and significant financial and property matters and policies of the University. The Committee shall also consider any other matter delegated to the Committee by the Board.</p> <p>Without limiting the generality of the foregoing, the Committee shall:</p> <p>u) annually review the terms of reference for the Committee and recommend to the Board any required changes.</p>
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Routing (Include meeting dates)

Consultative Route	Reviewed by Committee Chair in consultation with Administration and University Governance, Summer 2013.
Approval Route (Governance) (including meeting dates)	Board Finance and Property Committee – October 1, 2013 (for recommendation) Board of Governors – October 18, 2013 (for approval)
Final Approver	Board of Governors

Attachments:

1. Board Finance and Property Committee Terms of Reference (version showing edits - 4 pages)
2. Board Finance and Property Committee Terms of Reference (final version - 4 pages)

Prepared by: Geeta Sehgal, Acting Assistant Board Secretary, geeta.sehgal@ualberta.ca



BOARD FINANCE AND PROPERTY COMMITTEE Terms of Reference

1. AUTHORITY

- a) The Board Finance and Property Committee (the “Committee”) is created by and responsible to the Board of Governors (the “Board”) of the University of Alberta (the “University”).
- b) The Vice-President (Finance and Administration) and the Vice-President (Facilities and Operations) shall provide management support to the Committee.
- c) The Committee shall function in accordance with the Board’s General Committee Terms of Reference.

2. COMPOSITION OF THE COMMITTEE

- a) Voting Members appointed by the Board (ordinarily a maximum of 11 voting members):
 - (1) Two Board members from the membership categories identified by the *Alberta Post-Secondary Learning Act (the Act)* as *general public, alumni* and *Senate*
 - (2) A Board member from the membership category identified by the Act as *academic staff of the University*
 - ~~(2)~~(3) A Board member from the membership category identified by the Act as *non-academic staff of the University*
 - ~~(3)~~(4) Two Board members from the membership category identified by the Act as *students nominated by the council of the students association* or as *graduate student nominated by the council of the association*
 - ~~(4)~~(5) Two One other members of the Board of Governors
 - ~~(5)~~(6) A member of the general public with specific expertise in a field of interest to the Committee
 - ~~(6)~~(7) The Board Chair, by virtue of office
 - ~~(7)~~(8) The President and Vice-Chancellor, by virtue of office
 - ~~(8)~~(9) The Chancellor, by virtue of office
- b) Non-Voting Officials appointed by the President
 - (1) Provost and Vice-President (Academic)
 - ~~(2)~~ Vice-President (Advancement)
 - ~~(3)~~(2) Vice-President (Facilities and Operations)
 - ~~(4)~~(3) Vice-President (Finance and Administration)
 - ~~(5)~~(4) Vice-President (University Relations)
 - ~~(6)~~(5) University Secretary
 - ~~(7)~~(6) Committee Secretary
 - ~~(8)~~(7) Other officers, as determined by the President
- c) One of the members from the Board’s constituencies of general public, or the Senate or the Alumni Association who is a member of the Committee shall also serve as a member of the Audit Committee.

- d) The Board of Governors shall appoint the Committee Chair from the Committee membership category 2(a)(1), upon the recommendation of the Board Chair.
- e) The Committee shall designate the Vice-Chair from the Committee membership upon the recommendation of the Board Chair and the Committee Chair. The Vice-Chair undertakes and discharges all duties of the Chair in the absence of the Chair.

3. MANDATE OF THE COMMITTEE

Except as provided in paragraph 4 and in the Board’s General Committee Terms of Reference, the Committee shall monitor, evaluate, advise and make decisions on behalf of the Board with respect to all strategic and significant financial and property matters and policies of the University. The Committee shall also consider any other matter delegated to the Committee by the Board.

Without limiting the generality of the foregoing, the Committee shall:

Financial

- a) review the quarterly financial statements with respect to operating and capital funds
- b) review and recommend to the Board the Integrated Planning and Budgeting Policy which includes guiding principles for changes to approved budgets and for transfer or reallocation of monies included in approved budgets
- c) review and recommend to the Board the annual and other budgets and major issues of policy related to budgets
- d) review and recommend to the Board tuition and other like fees
- e) approve authorized signing officers in respect of all banking and safekeeping

Facilities and Property

- f) approve original Capital Expenditure Authorization Request (CEAR) or individual Supplemental CEARs up to a maximum of \$7 million and aggregate total CEAR and Supplemental CEARs up to a maximum of \$14 million. The Vice-President (Facilities and Operations) is authorized to approve original CEARs or individual Supplemental CEARs up to \$2 million and aggregate total CEAR and Supplemental CEARs up to \$4 million.
- g) review and recommend to the Board original Capital Expenditure Authorization Requests or individual Supplemental CEARs greater than \$7 million or aggregate total CEAR and Supplemental CEARs up to, but not exceeding \$14 million.
- h) approve the acquisition or disposal of real property, provided always that any such decision of the Committee shall be reported to the Board and shall only be effective or implemented a minimum of 24 hours following the conclusion of the Board meeting at which the decision of the Committee is reported, and provided the Board has not resolved otherwise

Approved Capital Expenditure Authorization is as follows:

Approval level	Original CEAR or individual Supplemental CEAR Approval Limit	Aggregate Total CEAR and Supplemental CEAR’s Limit (not to exceed)
Directors/Executive Directors F&O	Up to \$500,000	\$750,000

Associate Vice-President (Facilities & Operations)	Up to \$1,000,000	\$2,000,000
Vice-President (Facilities & Operations)	Up to \$2,000,000	\$4,000,000
BFPC	Up to \$7,000,000	\$14,000,000
BG	Over \$7,000,000	Over \$14,000,000

Policies

- i) approve policies for intellectual property and technology transfer
- j) approve policies for construction and supply contracts, policies governing the use of space and planning reports for individual capital projects and receive an annual report on these;
- k) recommend to the Board capital expenditure policies for the committee and for the Board;
- l) approve policies for the control and regulation of pedestrian and vehicle traffic on University lands;
- m) review and approve policies on financial risk management for risks which may jeopardize the achievements of the strategic vision of the University
- n) review and recommend to the Board policies regarding the acquisition, management, control and disposition of University buildings, land and equipment and regarding individual project proposals and the implications of these short and long-range capital plans to the strategic vision of the University

Reports, Advice, Trends

- o) Review and provide recommendations on the University's enterprise-wide risks and risk measures related to the Committee mandate.
- p) monitor trends affecting the University and the implications of those trends on finances and property of the University
- q) annually provide advice to the President, through the Chair of the Board Human Resources and Compensation Committee, with respect to the responsibilities and performance (in relation thereto) of those Vice Presidents whose responsibilities are within the mandate of the Committee
- r) review annual and quarterly reports highlighting progress achieved in implementing the University's current budget and strategic business plan, including appropriate and relevant performance indicators
- s) review planning reports for individual capital projects and receive a quarterly report on these
- t) receive for review an annual report on donations and gifts and monitor performance against fundraising goals
- u) annually review the terms of reference for the Committee and recommend to the Board any required changes

4. LIMITATIONS ON DELEGATION BY THE BOARD

The general delegation of authority by the Board to the Committee shall be limited as set out in this paragraph. Notwithstanding the general delegation of authority to the Committee set out in paragraph 3, the Board shall:

- a) approve the guiding principles, budgets and changes to approved budgets and the transfer or reallocation of monies included in approved budgets;
- b) approve the annual and other budgets and major issues of policy related to budgets;
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5. REPORTING TO THE BOARD

As provided in the Board's General Terms of Reference the Committee shall regularly report to the Board with respect to its activities and decisions.

Decision History:

DATE	DECISION-MAKER	DECISION
2006-11-20	Board Finance and Property Committee	Recommended to Board of Governors
2006-12-8	Board of Governors	Approved
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2008-10-03		Editorial Revisions Made as a Result of CEAR Policy Approved by BFPC/Board
2009-09-16	Board Finance and Property Committee	Recommended to Board of Governors
2009-10-02	Board of Governors	Approved
2011-02-01	Board Finance and Property Committee	Recommended to Board of Governors
2011-02-11	Board of Governors	Approved
2011-09-20	Board Finance and Property Committee	Recommended to Board of Governors
2011-10-21	Board of Governors	Approved
2012-07-12		Editorial Revisions Made as a Result of Changes in Title



BOARD FINANCE AND PROPERTY COMMITTEE Terms of Reference

1. AUTHORITY

- a) The Board Finance and Property Committee (the “Committee”) is created by and responsible to the Board of Governors (the “Board”) of the University of Alberta (the “University”).
- b) The Vice-President (Finance and Administration) and the Vice-President (Facilities and Operations) shall provide management support to the Committee.
- c) The Committee shall function in accordance with the Board’s General Committee Terms of Reference.

2. COMPOSITION OF THE COMMITTEE

- a) Voting Members appointed by the Board (ordinarily a maximum of 11 voting members):
 - (1) Two Board members from the membership categories identified by the *Alberta Post-Secondary Learning Act (the Act)* as *general public, alumni* and *Senate*
 - (2) A Board member from the membership category identified by the Act as *academic staff of the University*
 - (3) A Board member from the membership category identified by the Act as *non-academic staff of the University*
 - (4) Two Board members from the membership category identified by the Act as *students nominated by the council of the students association* or as *graduate student nominated by the council of the association*
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2012-07-12		Editorial Revisions Made as a Result of Changes in Title

OUTLINE OF ISSUE

Agenda Title: Supplemental Capital Expenditure Authorization Request (CEAR) for Innovation Centre for Engineering (ICE) Fit-Out Construction

Motion: THAT the Board of Governors, on the recommendation of Board Finance and Property Committee, approve an additional supplemental expenditure of forty-four million, six hundred and forty thousand dollars (\$44,640,000) in Canadian funds for a total revised project cost of one hundred and thirty four million, four hundred thousand (\$134,400,000), for the construction and fit-out of the Innovation Centre for Engineering (ICE).

Item

Action Requested	<input checked="" type="checkbox"/> Approval <input type="checkbox"/> Recommendation <input type="checkbox"/> Discussion/Advice <input type="checkbox"/> Information
Proposed by	Facilities and Operations
Presenter	Don Hickey, Vice-President, Facilities and Operations
Subject	Supplemental CEAR for the Innovation Centre for Engineering (ICE) Fit-Out Construction

Details

Responsibility	Facilities and Operations																
The Purpose of the Proposal is (please be specific)	Fit-out of the ICE building will provide much needed, purpose built, teaching and research space for 100 additional engineering faculty members and 900 additional engineering graduate students. As well, it will consolidate all of the engineering faculty members and a majority of the administrative functions required to achieve the faculty's long-term budget objectives.																
The Impact of the Proposal is	With the shell and core of the ICE building near completion, fit-out construction now needs to proceed to see the building complete and occupied. Completion of the ICE fit-out construction will alleviate the space pressures that the Faculty of Engineering is currently feeling amidst its rapidly growing education and research activities. Also, the current construction market is such that moving forward on this project at this time will be in advance of the escalation in costs anticipated for 2014.																
Replaces/Revises (i.e. policies, resolutions)	n/a																
Timeline/Implementation Date	Designs are complete and tendering will begin upon Board approval.																
Estimated Cost	Fit-out is estimated at \$60,000,000; bringing the total project costs to \$134,400,000.																
Sources of Funding	<table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th>Funding Source</th> <th>Amount</th> </tr> </thead> <tbody> <tr> <td>CEAR 08-084</td> <td>\$ 1,900,000</td> </tr> <tr> <td>CEAR 08-084 (S1)</td> <td>\$ 6,860,000</td> </tr> <tr> <td>CEAR 08-084 (S2)</td> <td>\$ 81,000,000</td> </tr> <tr> <td>CEAR 08-084 (S3-S7) Changes to Sources of Funding</td> <td>\$ 0</td> </tr> <tr> <td>Previous Approval</td> <td>\$ 89,760,000</td> </tr> <tr> <td>CEAR 08-084 (S8)</td> <td>\$ 44,640,000</td> </tr> <tr> <td>Revised TOTAL</td> <td>\$134,400,000</td> </tr> </tbody> </table>	Funding Source	Amount	CEAR 08-084	\$ 1,900,000	CEAR 08-084 (S1)	\$ 6,860,000	CEAR 08-084 (S2)	\$ 81,000,000	CEAR 08-084 (S3-S7) Changes to Sources of Funding	\$ 0	Previous Approval	\$ 89,760,000	CEAR 08-084 (S8)	\$ 44,640,000	Revised TOTAL	\$134,400,000
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Notes																	

Item No. 5.2

Alignment/Compliance

Alignment with Guiding Documents	Dare to Discover, Dare to Deliver, Comprehensive Institutional Plan
Compliance with Legislation, Policy and/or Procedure Relevant to the Proposal (please <u>quote</u> legislation and include identifying section numbers)	<p>PSLA, Section 60 (1) (b) refers: <i>The Board of a public post-secondary institution shall develop, manage, and operate, alone or in co-operation with any person or organization, programs, services and facilities for the educational or cultural advancement of the people of Alberta.</i></p> <p>UAPPOL Capital Expenditure Authorization Request Policy states: Capital Expenditure Authorization Requests (CEAR) and/or Supplemental CEAR are required on all projects equal to or more than an estimated cost of \$100,000. Approval levels: BFPC Up to \$7,000,000; Supplemental up to \$14,000,000 BG Over \$7,000,000; Supplemental over \$14,000,000</p>

Routing (Include meeting dates)

Consultative Route (parties who have seen the proposal and in what capacity)	<p>Board Finance and Property Committee (approval) phase one of the CME renewal project September 15, 2008</p> <p>Facilities Development Committee (approval) Schematic Design report June 23, 2009</p> <p>Board Finance and Property Committee (approval) construction document phase October 8, 2009</p> <p>Facilities Development Committee (approval) Design Development report February 23, 2010 (revised May 25, 2010)</p> <p>David Lynch, Dean, Faculty of Engineering Ron Ritter, Director, Investments and Treasury, Financial Services Bart Becker, Associate Vice-President (Facilities and Operations) Don Hickey, Vice-President (Facilities and Operations)</p>
Approval Route (Governance) (including meeting dates)	<p>Board Finance and Property Committee – October 1, 2013</p> <p>Board of Governors – October 18, 2013</p>
Final Approver	Board of Governors

Attachments

- Attachment 1 – Briefing Note – Innovation Centre for Engineering (ICE) Fit-Out Construction (1 page)

Prepared by:

Bart Becker, PEng
Associate Vice-President, Facilities & Operations
bart.becker@ualberta.ca
780-492-6422

Innovation Centre for Engineering (ICE) Fit-Out Construction

Background

On June 23, 2009 the Facilities Development Committee (FDC) approved the schematic design report of the proposed integrated design option for ICE (formally known as Chemical and Materials Engineering - Infill structure), as the basis for further design development. On February 23, 2010 FDC approved the Design Development Report for the shell and core of the ICE building, which allowed the project to proceed with engineering and construction, with construction commencing June 2011. On June 7, 2012 FDC approved the Design Development for the full fit-out of the ICE building.

The approved Functional Program for ICE included the consolidation of the Office of the Dean of Engineering and the five engineering departments on the upper six floors, the lower six floors are dedicated to graduate study, student services, and support services, and one floor located between these two areas is general common space for both formal and informal collaboration between students and faculty. As the engineering programs continue to grow, there is increasing pressure on the Faculty to accommodate faculty, staff and graduate students in purpose-built space. Growth in engineering departments such as Chemical and Materials Engineering (CME) has resulted in the CME departmental faculty, support/research staff, graduate students and laboratories being distributed across five different buildings on campus (CMEB, ECERF, NREF, NINT and RTF). All of the other engineering departments are also experiencing major space shortages. The fit-out of ICE will enable the consolidation of the faculty and support personnel from the five engineering departments into one building, resulting in administrative costs savings, which are an essential part of the Faculty's long-term budget plans. The ICE will also provide space to accommodate an expansion of the number of engineering faculty members from 200 to 300, plus an increase in engineering graduate students from 1,600 to 2,500, along with associated additional research personnel to support the large number of major initiatives underway in the Faculty of Engineering. The Faculty of Engineering has currently completely filled all of its available space for new faculty members, graduate students and support/research personnel. Proceeding with the fit-out of the ICE is required to address these extremely pressing needs.

Issues

The shell and core full project cost is currently estimated to be completed for \$74,400,000 – which is \$15,400,000 under the estimated \$89,760,000 previously approved by the Board of Governors. Using the Class A estimate for the ICE fit-out construction, and factoring in anticipated costs for the remaining design fees, project management, furniture, GST and some contingency, the anticipated fit-out cost is \$60,000,000. This estimate, less the already approved carry forward of the \$15,400,000, results in the current request CEAR 08-084 (Supplemental 8) in the amount of \$44,640,000. This would bring the total project cost for building completion and occupancy to \$134,400,000.

The Faculty of Engineering is able to provide the financial resources to cover the \$134,400,000. There is a potential need for an internal loan of \$9,600,000 to \$14,000,000 in the 2015-2016 fiscal year, which would only be needed for two years. It is important to note that the Faculty is working with Administration to seek additional financial support through the Build Canada fund. Any positive developments from this activity and/or additional philanthropy and grant applications will reduce, and potentially eliminate, the need for an internal loan.

The current construction environment provides a window of opportunity for the ICE fit-out. However, escalation in the current construction market is anticipated due to several large projects proceeding in the Edmonton area starting in 2014. It is for this reason we feel it would be prudent to proceed with the fit-out of the ICE building prior to these other projects and mitigate against future escalation.

OUTLINE OF ISSUE

Agenda Title: Internal Loan/Bridge Financing for Innovation Centre for Engineering (ICE) Fit-Out Construction

Motion: THAT the Board of Governors, on the recommendation of the Board Finance and Property Committee, approve an internal loan for up to \$15,000,000 with a term up to 2 years for the construction of the Innovation Centre for Engineering (ICE).

Item

Action Requested	<input checked="" type="checkbox"/> Approval <input type="checkbox"/> Recommendation <input type="checkbox"/> Discussion/Advice <input type="checkbox"/> Information
Proposed by	Facilities and Operations & Finance and Administration
Presenter	Phyllis Clark, Vice-President, Finance and Administration
Subject	Internal Loan for the Innovation Centre for Engineering (ICE) Fit-Out Construction

Details

Responsibility	Finance and Administration
The Purpose of the Proposal is (please be specific)	Fit-up of the ICE buildings will provide much needed, purpose built, teaching and research space for 100 additional engineering faculty members and 900 additional engineering graduate students. As well, it will consolidate all of the engineering faculty members and a majority of the administrative functions required to achieve the faculty's long- term budget objectives.
The Impact of the Proposal is	With the shell and core of the ICE building near completion, fit-out construction now needs to proceed to see the building complete and occupied. Completion of the ICE fit-out construction will alleviate the space pressures that the Faculty of Engineering is currently feeling amidst its rapidly growing education and research activities. Also, the current construction market is such that moving forward on this project at this time will be in advance of the escalation in costs anticipated for 2014.
Replaces/Revises (eg, policies, resolutions)	n/a
Timeline/Implementation Date	Designs are complete and tendering will begin upon board approval.
Estimated Cost	Fit up is estimated at \$60,000,000; bring the total project costs to \$134,400,000 Total Project Cost
Sources of Funding	Construction of the ICE shell and core has been substantially completed exclusively with Faculty of Engineering funding sources. An internal loan to bridge finance the timing differences between the shell and core construction costs and the faculty's cash flow had been contemplated but since this component of the project came in \$15.4 million under budget it was not required. Similar timing differences are also anticipated for the fit out portion of this project. It is proposed that these timing differences be bridged through an internal loan of up to \$15 million for a period up to 2 years. As at March 31, 2013 the Faculty of Engineering had \$24.0 million in funds earmarked for the completion of the ICE project, of which \$21.2 million were required to complete the shell and core component. The faculty has identified a variety of funding sources in each of the next 5

Item No. 5.3

	<p>fiscal years totaling \$64.2 million that can be applied towards the ICE fit out project.</p>																																																
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Faculty Resources Available for Project (annual)	15,669,152	15,596,332	11,971,426	11,296,520	9,646,520																																												
	39,657,812	31,073,348	15,044,774	-2,658,706	6,987,814																																												
Faculty Funds End of Year	15,477,016	3,073,348	-13,955,226	-2,658,706	6,987,814																																												
<p>Notes</p>	<p>As of August 31, 2013 total internal loans outstanding were \$16.8 million. The following 3 internal loans make up the majority of this balance; Soaring Estates \$8.0 million, East Campus Housing \$5.5 million and Mattheis Ranch \$2.3 million.</p> <p>From an investment perspective internal loans form part of the University's mid-term investment strategy for the non-endowed funds. Based on the constraints contained in the University Funds Investment Policy, the maximum available for investment in internal loans is currently \$43.6 million.</p> <p>Based on cash flow projections the maximum policy limit for internal loans is estimated to be \$40 million in 2016. At that time the outstanding balance on existing internal loans will be \$13.1 million, leaving \$26.9 million in room for initiatives such as the ICE fit out.</p>																																																

Alignment/Compliance

<p>Alignment with Guiding Documents</p>	<p>Dare to Discover, Dare to Deliver, Comprehensive Institutional Plan</p>
<p>Compliance with Legislation, Policy and/or Procedure Relevant to the Proposal (please quote legislation and include identifying section numbers)</p>	<p>UAPPOL Internal Loan Policy states: "Individual internal loans shall be limited to a maximum amount of five (5) million dollars."</p> <p>The Internal Loan Policy is a Board of Governors approved policy. Board of Governors approval is being sought for an exception to this policy in support of this strategic initiative.</p>

Routing (Include meeting dates)

<p>Consultative Route (parties who have seen the proposal and in what capacity)</p>	<p>Board Finance and Property Committee (approval) phase one of the CME renewal project September 15, 2008</p> <p>Facilities Development Committee (approval) Schematic Design report June 23, 2009</p> <p>Board Finance and Property Committee (approval) construction document phase October 8, 2009</p> <p>Facilities Development Committee (approval) Design Development</p>
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Item No. 5.3

	report February 23, 2010 <revised May 25, 2010> David Lynch, Dean, Faculty of Engineering Bart Becker, Associate Vice-President (Facilities and Operations) Don Hickey, Vice-President (Facilities and Operations)
Approval Route (Governance) (including meeting dates)	Board Finance and Property Committee – October 1, 2013 Board of Governors – October 18, 2013
Final Approver	Board of Governors

Revised: 10/11/2013

OUTLINE OF ISSUE

Agenda Title: **Board Human Resources and Compensation Committee Terms of Reference**

Motion: THAT the Board of Governors, on the recommendation of the Board Human Resources and Compensation Committee, approve the proposed changes to the Committee's Terms of Reference, as set forth in Attachment 1.

Item

Action Requested	<input checked="" type="checkbox"/> Approval <input type="checkbox"/> Recommendation <input type="checkbox"/> Discussion/Advice <input type="checkbox"/> Information
Proposed by	Bob Teskey, Chair, Board Human Resources and Compensation Committee
Presenter	Bob Teskey, Chair, Board Human Resources and Compensation Committee
Subject	Approval of Recommended Changes to Committee Terms of Reference

Details

Responsibility	University Governance
The Purpose of the Proposal is (please be specific)	To review the Committee Terms of Reference and approve proposed changes.
The Impact of the Proposal is	This proposal clarifies those individuals whose performance, compensation and/or effectiveness will be reviewed by the Committee.
Replaces/Revises (eg, policies, resolutions)	Current Committee Terms of Reference.
Timeline/Implementation Date	Immediately upon approval.
Estimated Cost	n/a
Sources of Funding	n/a
Notes	

Alignment/Compliance

Alignment with Guiding Documents	
Compliance with Legislation, Policy and/or Procedure Relevant to the Proposal (please quote legislation and include identifying section numbers)	<p>1. <i>Post Secondary Learning Act (PSLA)</i>, Section 60 (1)(b): "The Board of a public post-secondary institution shall develop, manage and operate, alone or in cooperation with any person or organization, programs, services and facilities for the educational or cultural advancement of the people of Alberta."</p> <p>2. <i>Board of Governors General Terms of Reference</i>, Section b: "The Board has delegated to each Committee responsibility and authority to make decisions on behalf of the Board in the Committee's defined area of responsibility except to the extent that such authority has been specifically limited by the Board in the Terms of Reference for the Committee." ... "...issues which remain with the Board or which would be referred by a Committee to the Board would generally be in the nature of...any matter involving an alteration in the mandate, terms of reference, membership, or structure of a Committee;..."</p> <p>3. <i>Board Human Resources and Compensation Committee Terms of Reference</i></p>

Item No. 6.1

	<p>Section 3 (Mandate):</p> <p>(p) annually review the terms of reference of the Committee and recommend to the Board any required changes.</p>
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Routing (Include meeting dates)

Consultative Route	
Approval Route (Governance) (including meeting dates)	Board Human Resources and Compensation Committee – October 1, 2013 (for recommendation) Board of Governors – October 18, 2013 (for approval)
Final Approver	Board of Governors

Attachments

1. Board Human Resources and Compensation Committee Terms of Reference – showing edits (3 pages)
2. Board Human Resources and Compensation Committee Terms of Reference – without edits (3 pages)

Prepared by: Geeta Sehgal, Acting Assistant Board Secretary, geeta.sehgal@ualberta.ca



BOARD HUMAN RESOURCES AND COMPENSATION COMMITTEE

Terms of Reference

1. AUTHORITY

- (a) The Board Human Resources and Compensation Committee (the "Committee") is created by and responsible to the Board of Governors (the "Board") of the University of Alberta (the "University").
- (b) The Vice-President (Finance and Administration) and the Provost and Vice-President (Academic) shall provide management support to the Committee.
- (c) University Governance shall provide administrative support to the Committee
- (d) The Committee shall function in accordance with the Board's General Committee Terms of Reference.

2. COMPOSITION OF COMMITTEE

- (a) Voting Members appointed by the Board (ordinarily a maximum of 8 voting members):
 - (1) Four Board members from the membership categories identified by the Alberta Post-Secondary Learning Act (the Act) as general public, alumni and senate. There shall be no board members on this committee representing academic staff, non-academic staff or students
 - (2) The Board Chair, by virtue of office
 - (3) The President and Vice-Chancellor, by virtue of office
 - (4) The Chancellor, by virtue of office

Non-Voting Officials appointed by the President

- (1) Provost and Vice-President (Academic)
 - (2) Vice-President (Finance and Administration)
 - (3) University Secretary
 - (4) Committee Secretary
 - (5) Other officers, as determined by the President
- (b) The Board of Governors shall appoint the Committee Chair from the Committee membership category 2(a)(1), upon the recommendation of the Board Chair.
- (c) The Committee shall designate the Vice-Chair from the Committee membership upon the recommendation of the Board Chair and the Committee Chair. The Vice-Chair undertakes and discharges all duties of the Chair in the absence of the Chair.

3. MANDATE OF THE COMMITTEE

Except as provided in paragraph 4 and in the Board's General Committee Terms of Reference, the Committee shall monitor, evaluate, advise and make decisions on behalf of the Board with respect to, and the Board delegates to the Committee responsibility and authority for, all policies and procedures affecting staff working conditions at the University and matters for collective bargaining and related service contracts. The Committee shall also consider any other matter delegated to the Committee by the Board.

Without limiting the generality of the foregoing the Committee shall:

- (a) consider and propose changes in collective agreements and confirm the mandate for negotiating committees with all bargaining units;
- ~~(b)~~ (b) annually review and approve the performance and compensation of the Deans and the ~~Chief Librarian~~University Registrar on the advice and recommendation of the Provost;
- ~~(b)(c)~~ (b)(c) annually review and approve the performance and compensation of the Associate Vice-Presidents (Academic and Research);
- ~~(c)(d)~~ (c)(d) annually provide advice to the President, through the Chair of the Committee, with respect to the responsibilities and performance (in relation thereto) of the Vice-Presidents and thereafter approve the compensation of the Vice-Presidents on the advice of the President;
- ~~(d)(e)~~ (d)(e) annually solicit, review and evaluate the comments of the members of the Board with respect to the performance of the President and consider such other data, reports and information as the Committee considers useful and thereafter, approve the compensation of the President and through the Chair of the Committee, provide advice to the Chair of the Board on the performance of the President;
- ~~(e)(f)~~ (e)(f) appoint Board members to Search and Review Committees for the President and Advisory and review committees for Vice-Presidents established under the ~~Policies of the General Faculties Council~~University of Alberta Policies and Procedures On-Line (UAPPOL) from time to time;
- ~~(f)(g)~~ (f)(g) regularly assess staff benefit plans, including trends;
- ~~(g)(h)~~ (g)(h) review and approve material changes to personnel policies of the University that are outside the regular collective bargaining process and consider trends affecting such policies;
- ~~(h)(i)~~ (h)(i) approve the appointment of Killam and Tory Chairs;
- ~~(i)(j)~~ (i)(j) review and provide recommendations on the University's enterprise-wide risks and risk measures related to the Committee mandate
- ~~(j)(k)~~ (j)(k) monitor executive and university trends for compensation and benefits for senior institutional administrators;
- ~~(k)(l)~~ (k)(l) receive and review the Annual Report, and the report of the nominee of the Board to the Board of Trustees, of the Universities Academic Pension Plan;
- ~~(l)(m)~~ (l)(m) ~~recommend to the Board goals and objectives for the President~~monitor Presidential effectiveness;
- ~~(m)(n)~~ (m)(n) review succession plans for senior administration;
- ~~(n)(o)~~ (n)(o) annually report on an evaluation of the Board;
- ~~(o)(p)~~ (o)(p) ~~review~~monitor the performance of the University in the areas of responsibility of the Committee, against key strategic performance

initiatives and performance measure reports and results in place from time to time and report thereon to the Board;

(p)(q) annually review the terms of reference of the Committee and recommend to the Board any required changes.

The Committee shall review, evaluate and provide information and recommendations to the Board where the Board is making decisions in areas generally related to areas of responsibility of the Committee.

In making reports and recommendations with respect to appointments, extensions, reappointments and dismissals of Deans and Vice-Presidents, the Committee shall do so on the advice and recommendation of the President.

4. LIMITATION ON DELEGATION BY THE BOARD

The general delegation of authority by the Board to the Committee shall be limited as set out in this paragraph. Notwithstanding the general delegation of authority to the Committee as set out in paragraph 3, the Board shall make all decisions with respect to:

- (a) the appointment, extension, reappointments and dismissals of Deans, Vice-Presidents and the President;
- (b) the approval of goals and objectives for the President;
- (c) the approval of collective agreements and any substantial revisions thereof;
- (d) policy related to the remuneration of Deans, Vice-Presidents and the President and other senior members of the Administration of the University; and
- (e) the establishment of an annual report on an evaluation of the Board and decisions arising from that report.

5. REPORTING TO THE BOARD

As provided in the Board's General Terms of Reference the Committee shall regularly report to the Board with respect to its activities and decisions.

Decision History:

DATE	DECISION-MAKER	DECISION
2002-09-20	Board of Governors	Approved
2006-10-3	Board Human Resources and Compensation Committee	Revised
2007-06-22	Board of Governors	Approved
2008-05-21	Board Human Resources and Compensation Committee	Recommended to Board of Governors
2008-06-20	Board of Governors	Approved
2010-09-23	Board Human Resources and Compensation Committee	Suggested Revisions
2011-02-01	Board Human Resources and Compensation Committee	Recommended to Board of Governors
2011-02-11	Board of Governors	Approved
2011-10-21	Board of Governors	Approved



BOARD HUMAN RESOURCES AND COMPENSATION COMMITTEE Terms of Reference

1. AUTHORITY

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- (b) The Vice-President (Finance and Administration) and the Provost and Vice-President (Academic) shall provide management support to the Committee.
- (c) University Governance shall provide administrative support to the Committee
- (d) The Committee shall function in accordance with the Board's General Committee Terms of Reference.

2. COMPOSITION OF COMMITTEE

- (a) Voting Members appointed by the Board (ordinarily a maximum of 8 voting members):
 - (1) Four Board members from the membership categories identified by the Alberta Post-Secondary Learning Act (the Act) as general public, alumni and senate. There shall be no board members on this committee representing academic staff, non-academic staff or students
 - (2) The Board Chair, by virtue of office
 - (3) The President and Vice-Chancellor, by virtue of office
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 - (4) Committee Secretary
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Without limiting the generality of the foregoing the Committee shall:

- (a) consider and propose changes in collective agreements and confirm the mandate for negotiating committees with all bargaining units;
- (b) annually review and approve the performance and compensation of the Deans and the University Registrar on the advice and recommendation of the Provost;
- (c) annually review and approve the performance and compensation of the Associate Vice-Presidents (Academic and Research);
- (d) annually provide advice to the President, through the Chair of the Committee, with respect to the responsibilities and performance (in relation thereto) of the Vice-Presidents and thereafter approve the compensation of the Vice-Presidents on the advice of the President;
- (e) annually solicit, review and evaluate the comments of the members of the Board with respect to the performance of the President and consider such other data, reports and information as the Committee considers useful and thereafter, approve the compensation of the President and through the Chair of the Committee, provide advice to the Chair of the Board on the performance of the President;
- (f) appoint Board members to Search and Review Committees for the President and Advisory and review committees for Vice-Presidents established under the University of Alberta Policies and Procedures On-Line (UAPPOL) from time to time;
- (g) regularly assess staff benefit plans, including trends;
- (h) review and approve material changes to personnel policies of the University that are outside the regular collective bargaining process and consider trends affecting such policies;
- (i) approve the appointment of Killam and Tory Chairs;
- (j) review and provide recommendations on the University's enterprise-wide risks and risk measures related to the Committee mandate
- (k) monitor executive and university trends for compensation and benefits for senior institutional administrators;
- (l) receive and review the Annual Report, and the report of the nominee of the Board to the Board of Trustees, of the Universities Academic Pension Plan;
- (m) monitor Presidential effectiveness;
- (n) review succession plans for senior administration;
- (o) annually report on an evaluation of the Board;
- (p) monitor the performance of the University in the areas of responsibility of the Committee, against key strategic performance initiatives and

performance measure reports and results in place from time to time and report thereon to the Board;

- (q) annually review the terms of reference of the Committee and recommend to the Board any required changes.

The Committee shall review, evaluate and provide information and recommendations to the Board where the Board is making decisions in areas generally related to areas of responsibility of the Committee.

In making reports and recommendations with respect to appointments, extensions, reappointments and dismissals of Deans and Vice-Presidents, the Committee shall do so on the advice and recommendation of the President.

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- (b) the approval of goals and objectives for the President;
- (c) the approval of collective agreements and any substantial revisions thereof;
- (d) policy related to the remuneration of Deans, Vice-Presidents and the President and other senior members of the Administration of the University; and
- (e) the establishment of an annual report on an evaluation of the Board and decisions arising from that report.

5. REPORTING TO THE BOARD

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Decision History:

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2002-09-20	Board of Governors	Approved
2006-10-3	Board Human Resources and Compensation Committee	Revised
2007-06-22	Board of Governors	Approved
2008-05-21	Board Human Resources and Compensation Committee	Recommended to Board of Governors
2008-06-20	Board of Governors	Approved
2010-09-23	Board Human Resources and Compensation Committee	Suggested Revisions
2011-02-01	Board Human Resources and Compensation Committee	Recommended to Board of Governors
2011-02-11	Board of Governors	Approved
2011-10-21	Board of Governors	Approved

AMENDED

OUTLINE OF ISSUE

Agenda Title: **Letter of Expectation 2013**

Motion: THAT the Board of Governors endorse the Letter of Expectation (LOE) 2013 as provided by the Ministry of Enterprise and Advanced Education (EAE), and as recommended by the Board Learning and Discovery Committee, to take effect upon signing by the Minister of EAE and the Chair of the Board of Governors for the University of Alberta.

Item

Action Requested	<input checked="" type="checkbox"/> Approval <input type="checkbox"/> Recommendation <input type="checkbox"/> Discussion/Advice <input type="checkbox"/> Information
Proposed by	Office of the Provost and Vice-President (Academic); Office of the Vice-President (University Relations)
Presenters	Martin Ferguson-Pell, Acting Provost and Vice-President (Academic); Debra Pozega Osburn, Vice-President (University Relations)
Subject	University of Alberta Letter of Expectation (LOE)

Details

Responsibility	Acting Provost and Vice-President (Academic); Vice-President (University Relations)
The Purpose of the Proposal is (please be specific)	To endorse the Letter of Expectation between the Ministry of Enterprise and Advanced Education (EAE) and the University of Alberta.
The Impact of the Proposal is	This Letter of Expectation is an agreement between the Board of Governors of the University of Alberta and the Minister regarding high level outcomes and responsibilities for both parties.
Replaces/Revises (eg, policies, resolutions)	N/A
Timeline/Implementation Date	Upon signing by the Minister of EAE and the Chair of the Board of Governors for the University of Alberta.
Estimated Cost	N/A
Sources of Funding	N/A
Notes	<p>As you know, the draft section of the Letter of Expectation (LOE) dedicated to the University of Alberta's institutional outcomes has been making its way through University Governance. At this same time, representatives of the Ministry of Enterprise and Advanced Education (EAE) have also been reviewing the draft LOE to provide feedback. Both processes have been directed towards the submission deadline of October 31.</p> <p>Last week, we received the final LOE from the Ministry and are now presenting it to the Board for approval at the October 18 meeting. This version differs from the draft the university submitted to government, which had been reviewed and recommended by APC and GFC, but not yet by Learning and Discovery Committee (BLDC) because this committee met after the LOE had been submitted. BLDC recommended one change that EAE did not see. All committees reviewed the draft document with the understanding that the final version would go forward to the full Board of Governors and ultimately submitted to EAE by the Board Chair.</p>

Item No. 7.1

	Two versions of the EAE document are included: one which is the final clean copy as received from EAE (inclusive of the change from BLDC) and the second copy is one that annotates both the final changes made by government as well as the one change recommended by BLDC.
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Alignment/Compliance

Alignment with Guiding Documents	<p>University of Alberta <i>Mandate</i></p> <p>(Note: To review the University of Alberta’s current (approved) Mandate, see: http://eae.alberta.ca/media/277211/ualberta.pdf .)</p>
Compliance with Legislation, Policy and/or Procedure Relevant to the Proposal (please <u>quote</u> legislation and include identifying section numbers)	<ol style="list-style-type: none"> 1. Post-Secondary Learning Act (PSLA) Section 60 (1)(a) states: “The board of a public post-secondary institution shall manage and operate the public post-secondary institution in accordance with its mandate.” 2. PSLA Section 80 states: “The board must submit to the Minister any reports or other information required by the Minister.” 3. PSLA Section 26(1) states: “Subject to the authority of the board, a general faculties council is responsible for the academic affairs of the university and, without restricting the generality of the foregoing has the authority to <ul style="list-style-type: none"> [...] (o) make recommendations to the board with respect to affiliation with other institutions, academic planning, campus planning, a building program, the budget [...] and any other matters considered by the general faculties council to be of interest to the university [.] [...].” 4. GFC Academic Planning Committee (APC) Terms of Reference: <p>“3. Mandate of the Committee</p> <p>The Academic Planning Committee (APC) is GFC’s senior committee dealing with academic, financial and planning issues. As such, it is not only responsible to GFC (or the Board) for the specific matters itemized below, but may also ask to consider or recommend to GFC on any academic issue, including 1) those issues under the purview of other GFC committees, 2) any academic issue related to restructuring, 3) any research-related issue, or 4) issues linked to academic service units where those issues have a significant academic impact. In like manner, the President, Provost and Vice-President (Academic) or other Vice-Presidents may refer any matter to APC for consideration or recommendation to GFC. APC is also responsible to GFC for promoting an optimal learning environment for students and excellence in teaching, research, and graduate studies. (GFC 29 SEP 2003) APC is responsible for making recommendations to GFC and/or to the Board of Governors concerning policy matters and action matters with respect to the following:</p> <ol style="list-style-type: none"> 1. Planning and Priorities

Item No. 7.1

	<p>To recommend to GFC and/or the Board of Governors on planning and priorities with respect to the University's longer term academic, financial, and facilities development. (GFC 29 SEP 2003) [...]"</p> <p>5. Board Learning and Discovery Committee (BLDC) Terms of Reference:</p> <p>"3. MANDATE OF THE COMMITTEE</p> <p>Except as provided in paragraph 4 hereof and in the Board's General Committee Terms of Reference, the Committee shall, in accordance with the Committee's responsibilities with powers granted under the Post-Secondary Learning Act, monitor, evaluate, advise and make decisions on behalf of the Board with respect to matters concerning the teaching and research affairs of the University, including proposals coming from the administration and from General Faculties Council (the "GFC"), and shall consider future educational expectations and challenges to be faced by the University. The Committee shall also include any other matter delegated to the Committee by the Board.</p> <p>Without limiting the generality of the foregoing the Committee shall: [...] g. undertake studies and review academic matters that pertain to the quality of the educational experience at the University; [...] k. consider future educational expectations and challenges to be faced by the University; m. review recommendations of GFC Academic Planning Committee concerning the Comprehensive Institutional Plan (CIP) and/or a similar document as required, and make recommendations to the Board in respect thereof; n. review and recommend to the Board any annual reports and any other major issues within the mandate of the committee[.] [...]"</p> <p>The Committee shall review, evaluate, and provide information and recommendations to the Board where the Board is making decisions in areas generally related to areas of responsibility of the Committee.</p> <p>[...]"</p>
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Routing (Include meeting dates)

Consultative Route (parties who have seen the proposal and in what capacity)	University of Alberta Community (<i>via</i> Colloquy, Ideascale); President's Executive Committee (PEC)-Strategic (August 29, 2013); Deans' Council (September 4 and 18, 2013)
Approval Route (Governance) (including meeting dates)	GFC Academic Planning Committee (for recommendation) - September 11, 2013; General Faculties Council (for recommendation) - September 16, 2013; Board Learning and Discovery Committee (for recommendation) - September 30, 2013; Board of Governors (final approval) - October 18, 2013
Final Approver	Board of Governors

Item No. 7.1

Attachments:

1. Letter of Expectation (LOE)/all sections as submitted by Alberta Enterprise and Advanced Education (8 pages)
2. Letter of Expectation (LOE)/all sections as submitted by Alberta Enterprise and Advanced Education with comments from U of A administration and a recommendation from the Board Learning and Discovery Committee (8 pages)

Prepared by: Kathleen Brough, Portfolio Initiatives Manager, Office of the Provost and Vice-President (Academic), kathleen.brough@ualberta.ca; Andrea Smith, Senior Administrative Officer, Office the Vice-President (University Relations), andrea.smith@ualberta.ca; with the assistance of University Governance.

LETTER OF EXPECTATION

BETWEEN

**THE MINISTER OF ALBERTA ENTERPRISE AND ADVANCED EDUCATION
(AS REPRESENTATIVE OF THE GOVERNMENT OF ALBERTA)**

AND

**THE BOARD OF GOVERNORS OF UNIVERSITY OF ALBERTA
(AS REPRESENTATIVE OF UNIVERSITY OF ALBERTA)**

OVERVIEW

This Letter of Expectation is an agreement between the Board of Governors of the University of Alberta and the Minister regarding high level outcomes and responsibilities for both parties.

BOARD OF GOVERNERS RESPONSIBILITIES

As a publicly funded post-secondary institution accountable to the Minister of Enterprise and Advanced Education under the *Post-secondary Learning Act*, the University of Alberta agrees to work with the Minister to support and promote Campus Alberta, and its goals of a learner-centered, accessible, affordable, quality, and sustainable post-secondary system in Alberta that fosters innovation, entrepreneurship, and collaboration. In doing so, the University of Alberta will operate within its approved mandate, as set out in its approved Mandate Statement and Mandate and Roles Document, as well as in accordance with any additional direction provided by the Minister.

The University of Alberta is an important partner in supporting and promoting Campus Alberta. Campus Alberta aims to lead the world in inspiring and supporting lifelong learning for all its peoples, and fosters a post-secondary system that enhances social, economic, and cultural prosperity to achieve the following ultimate outcomes:

- Albertans are engaged thinkers who maximize their human potential and contribute to the collective good.
- Graduates apply their skills and knowledge to advance the province's growing economy.
- Albertans contribute to and are actively engaged in their communities.

GUIDING PRINCIPLES

The University of Alberta agrees to support the following guiding principles:

Ethical Leadership: Embrace sound governance practices and adopt ethical approaches to both business endeavours and academic inquiries.

Efficiency: Use resources efficiently.

Collaboration: Establish and maintain strong, mutually reinforcing, collaborative relationships between Campus Alberta partners, the K-12 system, industry, communities, and learners.

Adaptability: Respond to changing learner, economic, labour market, and societal needs.

Transparency: Embrace transparent practices and open communication.

Environmental Awareness: Promote and support a sustainable environment.

Accountability: Be accountable to Albertans.

Collective Strength: Acknowledge and respect each other's distinct but equally valuable roles and contributions.

OUTCOMES

The Government of Alberta and its post-secondary institutions are expected to achieve focused outcomes valuable to Albertans that support and encourage engagement, economic, social, and cultural prosperity. To demonstrate that achievement, and in the context of a results-based budgeting framework, the University of Alberta agrees to contribute to and achieve the following outcomes:

System Level Outcomes

Alberta's advanced learning system will:

- Encourage Albertans to be global citizens.
- Enhance learner access to advanced education opportunities.
- Provide learners with an affordable, high quality advanced learning system that recognizes individual circumstances and rewards excellence.
- Enhance the ability of learners to freely move both within, and outside the province in the pursuit of advanced learning opportunities.
- Contribute to and promote lifelong learning in Alberta.
- Promote socially responsible values and attitudes.
- Attract international learners, researchers, and entrepreneurs.
- Produce a skilled, productive, and creative workforce.
- Support a competitive and sustainable economy.
- Demonstrate innovation that supports learner outcomes.
- Promote an entrepreneurial spirit that encourages learners to take risks, to make bold decisions, and to explore ideas that challenge the status quo.
- Lead within communities to enhance cultural awareness and community economic development.

Sector Level Outcomes

The Comprehensive Academic Research Institutions (CARIs) play a unique and critical role in leading and transforming society. As creators, translators, critical analyzers, and disseminators of knowledge, the CARIs produce resilient, highly-skilled graduates who are ready to enter Alberta's workforce and adapt to its changing needs. CARI graduates produce a continuous flow of innovation that helps increase productivity and diversify the province's economy.

Global in outlook, the CARIs attract world class faculty, undergraduate and graduate students and position Alberta as an international centre for education and research. They serve as a hub in the Campus Alberta system, cultivating and leveraging partnerships across the system and beyond at national and international levels.

As a sector, the CARIs will:

- 1) Produce highly-qualified graduates (Bachelors, Masters, Doctoral degrees, and Post-Doctoral Fellows) and individuals (certificates, diplomas) for employment, citizenship, and leadership in all sectors of Alberta's society.
 - a. Provide the highly skilled labor force and knowledge vital to Alberta's continued growth and future well-being, and sustain their excellence with a comprehensive range of continuing education and professional development programs and courses to encourage life-long learning. CARI graduates will be critical thinkers, engaged citizens, and leaders in communities.
 - b. Attract scholars of international reputation to Alberta, as well as undergraduate and graduate students and post-doctoral fellows.
 - c. Mentor and train graduate students and post-doctoral fellows as progressive and adaptable knowledge workers, leaders, and entrepreneurial innovators ready to contribute to a globalized, knowledge-based society.
 - d. Transfer and apply the benefits of a vibrant and dynamic research environment to enrich existing undergraduate academic programming, ensuring that curricula and ongoing student learning are enhanced by leading-edge scholarship.
 - e. Perform rigorous quality assurance processes anchored in the peer review process to ensure top quality academic programs.

- 2) Foster, conduct, and disseminate pure research and creative activity within and across all major program areas at an internationally recognized level of excellence. Actively promote applied research and transfer new knowledge, creative works, innovations, and inventions for the benefit of the greater society. Ninety eight percent of the sponsored research in the post-secondary education system occurs within CARI institutions.

- a. Partner in social, cultural, and economic development, fostering research, scholarship and creative activity that support leading global enterprise and citizenship for Albertans.
 - b. Contribute to economic growth and elevated standards of living, providing a robust return-on-investment to the province of Alberta through our graduates and the creation of innovative spin-off enterprises, increased productivity, and the commercialization of valuable discoveries and new processes.
 - c. Attract and leverage resources and talents through provincial, national, and international research partnerships with other academic institutions, businesses, governments, and public agencies.
- 3) Given the size and scope of our institutions, have special responsibility to develop Campus Alberta partnerships, operational efficiencies, and the credit transfer system to create an integrated, province-wide network of seamless learner pathways.

Institutional Level Outcomes

Created by the University Act, 1906 of the Legislative Assembly of the Province of Alberta, the University of Alberta is a board-governed, publicly-funded university that operates as a Comprehensive, Academic and Research Institution under the authority of Alberta's Post-Secondary Learning Act. The U of A is responsible for fulfilling its mandate, mission, and vision as set out in its approved Mandate Statement and Mandate and Roles Document (to be reviewed on an annual basis and amended as required in collaboration with the Minister and in compliance with the Post-Secondary Learning Act).

The U of A has a commitment to ensuring high-quality post-secondary education that fosters collaboration and innovation to build a strong economy and a diverse society, with a high quality of life and citizens engaged in the political, social and cultural life of the province, country, and world. To that end, the U of A recognizes that a free and open academy is a vital safeguard for a democratic society, and thus respects principles of academic freedom and administrative autonomy essential to the ability of the university to fully realize its mission and mandate.

The U of A provides an education for Albertans that includes a broad range of perspectives in an open, thought-provoking environment, and ensures that research and the application of new knowledge flourish in Alberta. The U of A has responsibility for leadership in research and education at provincial, national, and international levels.

The U of A's fundamental mandate is to advance knowledge and to offer a broad range of outstanding learning and research programs that prepare citizens and leaders who will make a difference and fuel a continuous flow of discovery and innovation.

Providing provincial, national, and global leadership in a knowledge driven economy and society, the U of A:

- Attracts scholars of international reputation (undergraduate and graduate students, post-doctoral fellows, staff and faculty) to foster, conduct and disseminate research and creative activity, both pure and applied, within and across all major program areas at an internationally recognized level of excellence.
- Engages in nationally and internationally recognized teaching, and in research and creative activity that produces qualified graduates as well as advances in knowledge, social and technological innovation, and public policy.
- Transfers new knowledge and creative activity to Alberta, Canada and the world for the public good, through various means including, where appropriate and feasible, the commercialization of intellectual property.
- Collaborates with other Campus Alberta institutions, government, industry, and the non-profit and cultural sectors to sustain a knowledge-driven economy, enhance the public good, and create societal benefits.
- Elevates the province's national and global profile by building top-level international partnerships and by transferring made-in-Alberta ideas and innovation to the global community and marketplace.

In a dynamic, integrated, and sustainable learning and research environment, the University of Alberta:

- Provides access to comprehensive, diverse, competitive, innovative, and high-quality learning opportunities that result in internationally respected credentials, including bachelor's, master's, and doctoral degrees, university certificates and diplomas.
- Ensures this access to a broad and diverse demographic of undergraduate and graduate students, including international and interprovincial students and those from rural, Aboriginal, francophone, and other underserved communities in Alberta.
- Offers, develops, and renews programming that prepares students with the attributes and competencies needed to succeed in global citizenship and employment in local, national, and international organizations, businesses, institutions, and industries; meets the demands of students with various interests and aspirations; and responds and is relevant to social and economic shifts in society.
- Creates, in partnership with Campus Alberta institutions, laddering opportunities from high school to post-secondary study to lifelong learning and professional development.
- Strives to attain and maintain student-to-professor and undergraduate-to-graduate student ratios comparable to provincial, national, and international peer research-intensive, medical-doctoral public institutions.

The U of A provides undergraduate and graduate learning experiences that are distinguished by:

- A balanced, interdisciplinary academy, with excellent arts and sciences programs that are foundational to and interconnected with excellent professional faculties.
- Student choice in pursuing degrees in programs and disciplines relevant to their talents, interests, and professional aspirations.
- Participation in original, ground-breaking research, scholarship, discovery, and creative activity that creates new knowledge, drives innovation and invention, and addresses global challenges.
- Mentorship from excellent faculty instructors and researchers who are acknowledged leaders and inspired mentors in their research fields.
- Opportunities for international experience through study abroad, internships, and work experience.
- A rich co-curricular slate of programs, clubs, activities, etc. which is largely student-driven and thus is a genuine reflection of diverse student communities, interests, passions, and activities.
- Innovative curricular and co-curricular programming that inspires, fosters and supports student leadership, entrepreneurship, and global citizenship.
- A comprehensive range of student services to ensure that students are fully supported from admission through to convocation and are able to successfully achieve desired academic outcomes.

University of Alberta Governance

- Practice effective, autonomous governance that is authorized by the Post-Secondary Learning Act, Public Agencies Governance Framework, the Alberta Public Agencies Governance Act (APAGA), and the approved Mandate and Roles Document.
- Provide ongoing professional development and training of board members.
- Continue to comply with government expense disclosure policies.
- Maintain and continue to identify strategies for student participation in governance.

GOVERNMENT RESPONSIBILITIES

The Minister of Enterprise and Advanced Education is ultimately responsible for the public advanced education system in the province. The government is responsible for approving institutional mandates, as well as the legislative, regulatory, and policy frameworks under which

the institution must operate. In order to support the achievement of the expectations outlined in this letter, government will:

- Provide the institution with annual operating and capital funding allocations.
- Provide broad policy direction and outline accountability frameworks to the institutions.
- Consult with and advise the institution of the government's strategic priorities, key outcomes, and performance indicators.
- Ensure Board appointments are filled in a timely way and support the Board's ability to fulfill its obligations.
- Work with Campus Alberta institutions to anticipate and respond to labour market demands for graduates and appropriate education and training.
- Consult with Albertans and learners to ensure that strategic direction reflects their priorities.
- Initiate a formal annual review of this letter and monitor the implementation of the direction noted above.

COMMITMENT TO CONTINUED COLLABORATION

This letter will be reviewed and updated annually through collaboration between the Minister and the Board Chair that builds upon the collegial working relationships between the government and the institution.

Minister of Enterprise and Advanced Education

Chair, Board of Governors

Date Signed

Date Signed

LETTER OF EXPECTATION

BETWEEN

**THE MINISTER OF ALBERTA ENTERPRISE AND ADVANCED EDUCATION
(AS REPRESENTATIVE OF THE GOVERNMENT OF ALBERTA)**

AND

**THE BOARD OF GOVERNORS OF UNIVERSITY OF ALBERTA
(AS REPRESENTATIVE OF UNIVERSITY OF ALBERTA)**

Alberta  Government

OVERVIEW

This Letter of Expectation is an agreement between the Board of Governors of the University of Alberta and the Minister regarding high level outcomes and responsibilities for both parties.

BOARD OF GOVERNERS RESPONSIBILITIES

As a publicly funded post-secondary institution accountable to the Minister of Enterprise and Advanced Education under the *Post-secondary Learning Act*, the University of Alberta agrees to work with the Minister to support and promote Campus Alberta, and its goals of a learner-centered, accessible, affordable, quality, and sustainable post-secondary system in Alberta that fosters innovation, entrepreneurship, and collaboration. In doing so, the University of Alberta will operate within its approved mandate, as set out in its approved Mandate Statement and Mandate and Roles Document, as well as in accordance with any additional direction provided by the Minister.

The University of Alberta is an important partner in supporting and promoting Campus Alberta. Campus Alberta aims to lead the world in inspiring and supporting lifelong learning for all its peoples, and fosters a post-secondary system that enhances social, economic, and cultural prosperity to achieve the following ultimate outcomes:

- Albertans are engaged thinkers who maximize their human potential and contribute to the collective good.
- Graduates apply their skills and knowledge to advance the province's growing economy.
- Albertans contribute to and are actively engaged in their communities.

GUIDING PRINCIPLES

The University of Alberta agrees to support the following guiding principles:

Ethical Leadership: Embrace sound governance practices and adopt ethical approaches to both business endeavours and academic inquiries.

Efficiency: Use resources efficiently.

Collaboration: Establish and maintain strong, mutually reinforcing, collaborative relationships between Campus Alberta partners, the K-12 system, industry, communities, and learners.

Adaptability: Respond to changing learner, economic, labour market, and societal needs.

Transparency: Embrace transparent practices and open communication.

Environmental Awareness: Promote and support a sustainable environment.

Accountability: Be accountable to Albertans.

Collective Strength: Acknowledge and respect each other's distinct but equally valuable roles and contributions.

OUTCOMES

The Government of Alberta and its post-secondary institutions are expected to achieve focused outcomes valuable to Albertans that support and encourage engagement, economic, social, and cultural prosperity. To demonstrate that achievement, and in the context of a results-based budgeting framework, the University of Alberta agrees to contribute to and achieve the following outcomes:

System Level Outcomes

Alberta's advanced learning system will:

- Encourage Albertans to be global citizens.
- Enhance learner access to advanced education opportunities.
- Provide learners with an affordable, high quality advanced learning system that recognizes individual circumstances and rewards excellence.
- Enhance the ability of learners to freely move both within, and outside the province in the pursuit of advanced learning opportunities.
- Contribute to and promote lifelong learning in Alberta.
- Promote socially responsible values and attitudes.
- Attract international learners, researchers, and entrepreneurs.
- Produce a skilled, productive, and creative workforce.
- Support a competitive and sustainable economy.
- Demonstrate innovation that supports learner outcomes.
- Promote an entrepreneurial spirit that encourages learners to take risks, to make bold decisions, and to explore ideas that challenge the status quo.
- Lead within communities to enhance cultural awareness and community economic development.

Comment [WU1]: The changes to this section were discussed during a UofA/EAE call regarding the LoE. The bullets are exactly the same as the original draft. The difference is that they have been reordered. The top seven bullets in this version were the bottom seven bullets in the previous version.

Sector Level Outcomes

The Comprehensive Academic Research Institutions (CARIs) play a unique and critical role in leading and transforming society. As creators, translators, critical analyzers, and disseminators of knowledge, the CARIs produce resilient, highly-skilled graduates who are ready to enter Alberta's workforce and adapt to its changing needs. CARI graduates produce a continuous flow of innovation that helps increase productivity and diversify the province's economy.

Global in outlook, the CARIs attract world class faculty, undergraduate and graduate students and position Alberta as an international centre for education and research. They serve as a hub in the Campus Alberta system, cultivating and leveraging partnerships across the system and beyond at national and international levels.

As a sector, the CARIs will:

- 1) Produce highly-qualified graduates (Bachelors, Masters, Doctoral degrees, and Post-Doctoral Fellows) and individuals (certificates, diplomas) for employment, citizenship, and leadership in all sectors of Alberta's society.
 - a. Provide the highly skilled labor force and knowledge vital to Alberta's continued growth and future well-being, and sustain their excellence with a comprehensive range of continuing education and professional development programs and courses to encourage life-long learning. CARI graduates will be critical thinkers, engaged citizens, and leaders in communities.
 - b. Attract scholars of international reputation to Alberta, as well as undergraduate and graduate students and post-doctoral fellows.
 - c. Mentor and train graduate students and post-doctoral fellows as progressive and adaptable knowledge workers, leaders, and entrepreneurial innovators ready to contribute to a globalized, knowledge-based society.
 - d. Transfer and apply the benefits of a vibrant and dynamic research environment to enrich existing undergraduate academic programming, ensuring that curricula and ongoing student learning are enhanced by leading-edge scholarship.
 - e. Perform rigorous quality assurance processes anchored in the peer review process to ensure top quality academic programs.
- 2) Foster, conduct, and disseminate pure research and creative activity within and across all major program areas at an internationally recognized level of excellence. Actively promote applied research and transfer new knowledge, creative works, innovations, and inventions for the benefit of the greater society. Ninety eight percent of the sponsored research in the post-secondary education system occurs within CARI institutions.

- a. Partner in social, cultural, and economic development, fostering research, scholarship and creative activity that support leading global enterprise and citizenship for Albertans.
 - b. Contribute to economic growth and elevated standards of living, providing a robust return-on-investment to the province of Alberta through our graduates and the creation of innovative spin-off enterprises, increased productivity, and the commercialization of valuable discoveries and new processes.
 - c. Attract and leverage resources and talents through provincial, national, and international research partnerships with other academic institutions, businesses, governments, and public agencies.
- 3) Given the size and scope of our institutions, have special responsibility to develop Campus Alberta partnerships, operational efficiencies, and the credit transfer system to create an integrated, province-wide network of seamless learner pathways.

Institutional Level Outcomes

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The U of A has a commitment to ensuring high-quality post-secondary education that fosters collaboration and innovation to build a strong economy and a diverse society, with a high quality of life and citizens engaged in the political, social and cultural life of the province, country, and world. To that end, the U of A recognizes that a free and open academy is a vital safeguard for a democratic society, and thus respects principles of academic freedom and administrative autonomy essential to the ability of the university to fully realize its mission and mandate.

The U of A provides an education for Albertans that includes a broad range of perspectives in an open, thought-provoking environment, and ensures that research and the application of new knowledge flourish in Alberta. The U of A has responsibility for leadership in research and education at provincial, national, and international levels.

The U of A’s fundamental mandate is to advance knowledge and to offer a broad range of outstanding learning and research programs that prepare citizens and leaders who will make a difference and fuel a continuous flow of discovery and innovation.

Comment [WU2]: Overall, in this version from the GoA, all of the references to the GoA in the “Institutional Level Outcomes” section have been removed. This means that within the “Institutional Level Outcomes” there is no specific responsibility assumed by the GoA, including no joint recognition or commitments.

Comment [WU3]: In the version submitted by the UofA this read, “The Government and the UofA share a commitment...”

Comment [WU4]: In the version submitted by the UofA this read, “To that end, the Government of Alberta acknowledges that a free and open academy...”

Comment [WU5]: In the version submitted by the UofA this read, “The University and Government work in partnership to provide education for Albertans...”

Comment [WU6]: In the version submitted by the UofA, this read, “The government understands and supports the University’s responsibility for leadership...”

Comment [WU7]: This change simply changes “The University of Alberta’s” to the “U of A’s”.

Providing provincial, national, and global leadership in a knowledge driven economy and society, the U of A:

- Attracts scholars of international reputation (undergraduate and graduate students, post-doctoral fellows, staff and faculty) to foster, conduct and disseminate research and creative activity, both pure and applied, within and across all major program areas at an internationally recognized level of excellence.
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- Offers, develops, and renews programming that prepares **students with the attributes and competencies needed to succeed in, for** global citizenship and employment in local, national, and international organizations, businesses, institutions, and industries; meets the demands of students with various interests and aspirations; and responds and is relevant to social and economic shifts in society.
- Creates, in partnership with Campus Alberta institutions, laddering opportunities from high school to post-secondary study to lifelong learning and professional development.
- Strives to attain and maintain student-to-professor and undergraduate-to-graduate student ratios comparable to provincial, national, and international peer research-intensive, medical-doctoral public institutions.

Comment [WU8]: Changes recommended by BLDC not vetted by GoA

The U of A provides undergraduate and graduate learning experiences that are distinguished by:

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- Student choice in pursuing degrees in programs and disciplines relevant to their talents, interests, and professional aspirations.
- Participation in original, ground-breaking research, scholarship, discovery, and creative activity that creates new knowledge, drives innovation and invention, and addresses global challenges.
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University of Alberta Governance

- Practice effective, autonomous governance that is authorized by the Post-Secondary Learning Act, Public Agencies Governance Framework, the Alberta Public Agencies Governance Act (APAGA), and the approved Mandate and Roles Document.
- Provide ongoing professional development and training of board members.
- Continue to comply with government expense disclosure policies.
- Maintain and continue to identify strategies for student participation in governance.

GOVERNMENT RESPONSIBILITIES

The Minister of Enterprise and Advanced Education is ultimately responsible for the public advanced education system in the province. The government is responsible for approving institutional mandates, as well as the legislative, regulatory, and policy frameworks under which

the institution must operate. In order to support the achievement of the expectations outlined in this letter, government will:

- Provide the institution with annual operating and capital funding allocations.
- Provide broad policy direction and outline accountability frameworks to the institutions.
- Consult with and advise the institution of the government’s strategic priorities, key outcomes, and performance indicators.
- Ensure Board appointments are filled in a timely way and support the Board’s ability to fulfill its obligations.
- Work with Campus Alberta institutions to anticipate and respond to labour market demands for graduates and appropriate education and training.
- Consult with Albertans and learners to ensure that strategic direction reflects their priorities.
- Initiate a formal annual review of this letter and monitor the implementation of the direction noted above.

COMMITMENT TO CONTINUED COLLABORATION

This letter will be reviewed and updated annually through collaboration between the Minister and the Board Chair that builds upon the collegial working relationships between the government and the institution.

Minister of Enterprise and Advanced Education

Chair, Board of Governors

Date Signed

Date Signed

OUTLINE OF ISSUE

Agenda Title: **Board Safety, Health and Environment Committee Terms of Reference**

Motion: THAT the Board of Governors, on the recommendation of the Board Safety, Health and Environment Committee, approve the proposed changes to the Committee’s Terms of Reference, as set forth in Attachment 1.

Item

Action Requested	<input checked="" type="checkbox"/> Approval <input type="checkbox"/> Recommendation <input type="checkbox"/> Discussion/Advice <input type="checkbox"/> Information
Proposed by	Steven LePoole, Chair, Board Safety, Health and Environment Committee
Presenter	Steven LePoole
Subject	Review of Committee Terms of Reference

Details

Responsibility	University Governance
The Purpose of the Proposal is (please be specific)	To review the Committee Terms of Reference and approve proposed changes.
The Impact of the Proposal is	This proposal expands the Committee’s mandate to include receiving, reviewing, and providing recommendations on management strategies and programs to create a culture of enterprise-wide risk and compliance at the University relating to environmental, health, safety and security issues.
Replaces/Revises (eg, policies, resolutions)	Current Terms of Reference.
Timeline/Implementation Date	Upon Board of Governors approval.
Estimated Cost	n/a
Sources of Funding	n/a
Notes	

Alignment/Compliance

Alignment with Guiding Documents	
Compliance with Legislation, Policy and/or Procedure Relevant to the Proposal (please <u>quote</u> legislation and include identifying section numbers)	<p>1. <i>Post Secondary Learning Act (PSLA)</i>, Section 60 (1)(b): “The Board of a public post-secondary institution shall develop, manage and operate, alone or in cooperation with any person or organization, programs, services and facilities for the educational or cultural advancement of the people of Alberta.”</p> <p>2. <i>Board of Governors General Terms of Reference</i>, Section b: “The Board has delegated to each Committee responsibility and authority to make decisions on behalf of the Board in the Committee's defined area of responsibility except to the extent that such authority has been specifically limited by the Board in the Terms of Reference for the Committee.”</p> <p>...</p> <p>“...issues which remain with the Board or which would be referred by a Committee to the Board would generally be in the nature of...any matter involving an alteration in the mandate, terms of reference, membership, or structure of a Committee;...”</p>

Item No. 8.1

	<p>3. Board Safety, Health and Environment Committee Terms of Reference:</p> <p>3. MANDATE OF THE COMMITTEE</p> <p>Except as provided in paragraph 4 hereof and in the Board's General Committee Terms of Reference, the Committee shall monitor, evaluate, advise and make decisions on behalf of the Board with respect to all matters concerning environmental health and the protection of the health, safety and security of the University community and the general public at the University. The Committee shall also consider any other matter delegated to the Committee by the Board.</p> <p>Without limiting the generality of the foregoing the Committee shall:</p> <p>h) review on an annual basis the terms of reference for the Committee and recommend to the Board any required changes.</p>
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Routing (Include meeting dates)

Consultative Route	
Approval Route (Governance) (including meeting dates)	Board Safety, Health and Environment Committee – September 24, 2013 (for recommendation) Board of Governors – October 18, 2013 (for approval)
Final Approver	Board of Governors

Attachments:

1. Board Safety, Health and Environment Committee Terms of Reference – showing edits (3 pages)
2. Board Safety, Health and Environment Committee Terms of Reference – without edits (3 pages)

Prepared by: Geeta Sehgal, Acting Assistant Board Secretary, geeta.sehgal@ualberta.ca



BOARD SAFETY, HEALTH AND ENVIRONMENT COMMITTEE Terms of Reference

1. Authority

- a) The Board Safety, Health and Environment Committee (the "Committee") is created by and responsible to the Board of Governors (the "Board") of the University of Alberta (the "University")
- b) University Governance shall provide administrative support to the Committee.
- c) The Committee shall function in accordance with the Board's General Committee Terms of Reference.

2. Composition of Committee

- a) Voting Members appointed by the Board (ordinarily a maximum of 11 voting members)
 - (1) Two Board members from the membership categories identified by the *Alberta Post-Secondary Learning Act (the Act)* as *general public, alumni and Senate*
 - (2) A Board member from the membership category identified by the Act as *academic staff of the University*
 - (3) A Board member or designate from the membership category identified by the Act as *students nominated by the council of the students association*
 - (4) A Board member or designate from the membership category identified by the Act as *graduate student nominated by the council of the association*
 - (5) Board member or designate from the membership category identified by the Act as *member of the non-academic staff*
 - (6) Two members of the general public with specific expertise in the area of environmental health and safety.
 - (7) The Board Chair, by virtue of office
 - (8) The President and Vice-Chancellor, by virtue of office
 - (9) The Chancellor, by virtue of office
- b) Non-Voting Officials appointed by the President
 - (1) Vice-President (Finance and Administration)
 - (2) University Secretary
 - (3) Committee Secretary
 - (4) Other officers, as determined by the President
- c) The Board of Governors shall appoint the Committee Chair from the Committee membership category 2(a)(1), upon the recommendation of the Board Chair.
- d) The Committee shall designate the Vice-Chair from the Committee membership upon the recommendation of the Board Chair and the Committee Chair. The Vice-Chair undertakes and discharges all duties of the Chair in the absence of the Chair.

3. Mandate of the Committee

Except as provided in paragraph 4 hereof and in the Board's General Committee Terms of Reference, the Committee shall monitor, evaluate, advise and make decisions on behalf of the Board with respect to all matters concerning environmental health and the protection of the health, safety and security of the University community and the general public at the University. The Committee shall also consider any other matter delegated to the Committee by the Board.

Without limiting the generality of the foregoing the Committee shall:

- a) approve University policies and procedures relating to environmental health, safety, and security issues and compliance therewith;
- b) monitor University compliance with all relevant environmental health, safety and security legislation, regulations and University policies and procedures;
- c) review and provide recommendations on the University's enterprise-wide risks and risk measures related to the Committee mandate.
- d) consider and make recommendations on matters pertaining to the University's interaction with government departments or agencies, such as other post-secondary institutions, dealing with environmental health, safety and security issues;
- e) receive and review those elements of the Risk Management Services portfolio plan relevant to the mandate of the Committee;
- f) receive for information, review and provide recommendations on management or other reports relating to environmental health, safety and security incidents, trends and outcomes at the University or relevant industries;
- g) receive for information, review and provide recommendations on annual reports from University of Alberta Protective Services, Environmental Health and Safety and the Office of Emergency Management; ~~and~~
- ~~g)h)~~ receive for information, review, and provide recommendations on management strategies and programs to create a culture of enterprise-wide risk management and compliance at the University relating to environmental, health, safety and security issues; and
- ~~h)i)~~ review on an annual basis the terms of reference for the Committee and recommend to the Board any required changes.

4. Limitations on delegation by the Board

The general delegation of authority by the Board to the Committee shall be limited as set out in this paragraph. Notwithstanding the general delegation of authority to the Committee as set out in paragraph 3, the Board shall make all decisions with respect to

issues that pose or may reasonably be expected to pose significant risk to the health and safety of individuals and policies related thereto.

5. Reporting to the Board

As provided in the Board’s General Terms of Reference the Committee shall regularly report to the Board on its activities and decisions including the University’s compliance with respect to those statutory and regulatory responsibilities within the mandate of the Committee.

The Committee shall review, evaluate and provide information and recommendations to the Board where the Board is making decisions generally related to the Committee’s areas of responsibility.

Decision History:

Date	Decision-Maker	Decision
2008-10-08	Board Safety, Health and Environment Committee	Recommendation to the Board
2008-11-07	Board of Governors	Approved
2011-02-15	Board Safety, Health and Environment Committee	Recommendation to the Board
2011-03-18	Board of Governors	Pending Approval
2011-09-27	Board Safety, Health and Environment Committee	Recommendation to the Board
2011-10-21	Board of Governors	Approved
2012-11-28	President / Chair of Board Safety, Health and Environment Committee	Addition to Non-Voting Officials

BOARD SAFETY, HEALTH AND ENVIRONMENT COMMITTEE

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 - (1) Two Board members from the membership categories identified by the *Alberta Post-Secondary Learning Act (the Act)* as *general public, alumni and Senate*
 - (2) A Board member from the membership category identified by the Act as *academic staff of the University*
 - (3) A Board member or designate from the membership category identified by the Act as *students nominated by the council of the students association*
 - (4) A Board member or designate from the membership category identified by the Act as *graduate student nominated by the council of the association*
 - (5) Board member or designate from the membership category identified by the Act as *member of the non-academic staff*
 - (6) Two members of the general public with specific expertise in the area of environmental health and safety.
 - (7) The Board Chair, by virtue of office
 - (8) The President and Vice-Chancellor, by virtue of office
 - (9) The Chancellor, by virtue of office
- b) Non-Voting Officials appointed by the President
 - (1) Vice-President (Finance and Administration)
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 - (3) Committee Secretary
 - (4) Other officers, as determined by the President
- c) The Board of Governors shall appoint the Committee Chair from the Committee membership category 2(a)(1), upon the recommendation of the Board Chair.
- d) The Committee shall designate the Vice-Chair from the Committee membership upon the recommendation of the Board Chair and the Committee Chair. The Vice-Chair undertakes and discharges all duties of the Chair in the absence of the Chair.

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Without limiting the generality of the foregoing the Committee shall:

- a) approve University policies and procedures relating to environmental health, safety, and security issues and compliance therewith;
- b) monitor University compliance with all relevant environmental health, safety and security legislation, regulations and University policies and procedures;
- c) review and provide recommendations on the University's enterprise-wide risks and risk measures related to the Committee mandate.
- d) consider and make recommendations on matters pertaining to the University's interaction with government departments or agencies, such as other post-secondary institutions, dealing with environmental health, safety and security issues;
- e) receive and review those elements of the Risk Management Services portfolio plan relevant to the mandate of the Committee;
- f) receive for information, review and provide recommendations on management or other reports relating to environmental health, safety and security incidents, trends and outcomes at the University or relevant industries;
- g) receive for information, review and provide recommendations on annual reports from University of Alberta Protective Services, Environmental Health and Safety and the Office of Emergency Management;
- h) receive for information, review, and provide recommendations on management strategies and programs to create a culture of enterprise-wide risk management and compliance at the University relating to environmental, health, safety and security issues; and
- i) review on an annual basis the terms of reference for the Committee and recommend to the Board any required changes.

4. Limitations on delegation by the Board

The general delegation of authority by the Board to the Committee shall be limited as set out in this paragraph. Notwithstanding the general delegation of authority to the Committee as set out in paragraph 3, the Board shall make all decisions with respect to

issues that pose or may reasonably be expected to pose significant risk to the health and safety of individuals and policies related thereto.

5. Reporting to the Board

As provided in the Board's General Terms of Reference the Committee shall regularly report to the Board on its activities and decisions including the University's compliance with respect to those statutory and regulatory responsibilities within the mandate of the Committee.

The Committee shall review, evaluate and provide information and recommendations to the Board where the Board is making decisions generally related to the Committee's areas of responsibility.

Decision History:

Date	Decision-Maker	Decision
2008-10-08	Board Safety, Health and Environment Committee	Recommendation to the Board
2008-11-07	Board of Governors	Approved
2011-02-15	Board Safety, Health and Environment Committee	Recommendation to the Board
2011-03-18	Board of Governors	Pending Approval
2011-09-27	Board Safety, Health and Environment Committee	Recommendation to the Board
2011-10-21	Board of Governors	Approved
2012-11-28	President / Chair of Board Safety, Health and Environment Committee	Addition to Non-Voting Officials