

Board of Governors Executive Committee Charter

Mission

The Executive Committee is a standing committee of the St. Jerome's University Board of Governors, established by Bylaw, Article 3.8, regularized in Article 4 and subject to governing legislation, the *St. Jerome's University Act, 2000, S.O. 2000, c. Pr34*, and the St. Jerome's University Bylaw. The committee is an executive branch of the Board providing advice and recommendations to the Board as required.

Responsibilities and Authority

- Coordinate the work of all committees of the Board
- Advise the Board and President (Vice Chancellor) generally
- Make recommendations to the Board on matters that fall outside the responsibilities and authorities of the other committees
- Coordinate Recruitment and Appointment and Assessment of the Chancellor and Vice Chancellor
- Strike ad hoc committees of the Board as required
- Initiate and oversee the development of the Presidential Term Mandate for Board approval as required, initiate the Board's establishment of an Assessment Subcommittee as required and initiate the Board's establishment of a Chancellor and President (Vice Chancellor) Nominating Committee as required.
- Assist the Board Chair in the development of the Board meeting agendas
- Maintain and update the Board Handbook
- Undertake orientation of new Board Members
- Act on the Board's behalf when delegated to do so by the Board
- Develop an Annual Work Plan for the Board

Committee Members

- Board Chair
- Board Vice Chair
- President (Vice Chancellor)
- Chairs of each Committee of the Board, not including ad hoc committees

Procedures

- Board Chair shall be the Chair of the Executive Committee
- Should the Chair be unavailable, the Board Vice Chair shall serve as Acting Committee Chair
- Where the Board Vice Chair simultaneously holds the position of Committee Chair of any standing Committee of the Board, an additional member of the Board shall be selected to serve on the Executive Committee in accordance with the Board Policy on *Nomination and Appointment of Chairs for Board Committees*.
- Notice of committee meetings shall be provided at least seven (7) days prior to any Committee meeting
- Meeting Agendas will be developed by the Committee Chair
- Executive Committee will normally meet at least two (2) times each academic year, once in the fall and once in the winter semester
- Executive Committee may meet *in camera* as required
- Agendas and Minutes of all open session Executive Committee meetings will be posted on the SJU Board SharePoint site
- Reports from the Executive Committee to the Board are due to the Executive Assistant to the Board at least twelve (12) days prior to a scheduled Board meeting
- Decisions of the Executive Committee on recommendations to the Board will primarily be reached by consensus
- When consensus cannot be reached, voting shall take place on a simple majority basis, with all committee members except the Chair eligible to vote
- In the event of a tie in votes, the Chair shall cast the deciding vote

- Quorum for each meeting shall be a majority of committee members, such that the majority of those in attendance are external members as defined by the St. Jerome's University Bylaw
- When the Executive Committee is called to act on behalf of the Board, as delegated, it shall report to the Board at its next regular meeting on any actions taken
- The Board may from time to time delegate any of the powers of the Board, subject to compliance with applicable law and subject to the restrictions, if any, contained in the Bylaw or imposed from time to time by the Board.
- Where the University is required to take action at a time and in circumstances when a Board meeting cannot be reasonably convened, the Chair in consultation with the Executive Committee, may take such action as is reasonably necessary in the circumstances, until such time as a meeting of the Board can be convened, and any such actions shall be reported to the Board as soon as is practical.