
by-law no. 11 - committees of the board of governors

BOARD OF GOVERNORS BY-LAW NO. 11

Revised May 28, 2009

SECTION I – ELECTIONS OF EXECUTIVE OFFICERS AND STANDING COMMITTEES

1. At the August meeting each year, the Board of Governors shall elect from among its members a Chair, a Vice-Chair, a Secretary, a Treasurer, a student representative and a Senate representative, each of whom shall normally hold office for one year or until their successors are appointed.
2. At all meetings of the Board of Governors, the Chair, or in his/her absence, the Vice-Chair, or in their absence, a member elected by the meeting shall preside.
3. The Administrative Assistant shall act as Secretary of the meeting, or otherwise, the Board of Governors may appoint the Director, Office of the President or the Executive Assistant to the President for that purpose.
4. At the September meeting each year, the By-laws and Nominating Committee of the Board of Governors shall be elected.
5. At the September meeting each year, the Standing Committees of the Board of Governors shall be elected.
6. The Board shall, on the recommendation of the President, appoint appropriate Executive officers to the Standing Committees, as may be required from time to time.

SECTION II– STANDING COMMITTEES

1. The Board of Governors will establish standing committees of the Board to assist in carrying out the duties of the Board of Governors. These standing committees will report to the Board of Governors.
2. Standing committees of the Board are:
 - a) Executive of the Board;
 - b) By-laws and Nominating Committee;
 - c) Senior Compensation Committee;
 - d) Board Budget Committee.

3. The Director, the Office of the President shall attend all meetings of standing committees of the Board and shall:
 - a) enter or cause to be entered minutes of proceedings;
 - b) provide copies of minutes, all notices and related documents as necessary for a meeting;
 - c) be responsible for arrangements for meetings;
 - d) be the custodian of minute books and documentation which support the function of the committee;
 - e) be responsible for the dissemination of decisions, recommendations, reports, or instructions as directed by the standing committee;
 - f) perform such other duties as may from time to time be prescribed by the standing committee.

4. The composition, duties, and responsibilities of standing committee shall be as determined from time to time by resolution of the Board.

SECTION III - EXECUTIVE COMMITTEE

The Executive Committee will attempt to meet regularly, at least one week prior to the regular Board meeting to review matters coming before the Board of Governors; to refer items to appropriate standing committees; to set the agendas for the Board meetings; and to deal with matters delegated by the Board. The Executive Committee assumed the responsibilities of the former Planning and Finance Committee on January 6, 2000.

1. The Brandon University Board of Governors shall establish and elect a standing committee to be known as the Executive Committee.

2. The membership of the Executive Committee of the Board of Governors shall consist of:
 - a) Chair of the Board of Governors;
 - b) Vice-Chair of the Board of Governors;
 - c) President of the University;
 - d) Secretary of the Board of Governors;
 - e) Treasurer of the Board of Governors;
 - f) Student Representative from the Board of Governors;
 - g) Senate Representative from the Board of Governors;
 - h) Resource: Vice-President (Academic and Research) and Vice-President (Administration and Finance).

3. The Executive Committee may act with the full authority of the Board in situations that require immediate action prior to the next regular meeting of the Board.

4. The Executive Committee may act as a consultative body to the President of the University.

5. The Executive Committee has specific responsibility for:
 - a) setting the agenda for each regular and special meeting of the Board of Governors;
 - b) reviewing relevant matters coming before the Board of Governors;
 - c) acting as a consultative body to the President of the University;
 - d) dealing with matters delegated by the Board of Governors;
 - e) referring items to appropriate standing committees of the Board of Governors;
 - f) acting with the full authority of the Board in situations requiring immediate action prior to the next regular meeting of the Board.
6. The Executive of the Board will review and recommend policies governing university finance and long-range planning.
7. The Executive of the Board will monitor and approve or recommend to the Board, as appropriate, major matters relating to university finance and long-range planning, including, but not limited to, physical planning.
8. The Executive of the Board will report to the Board of Governors.

SECTION IV – BY-LAWS AND NOMINATING COMMITTEE

The By-laws and Nominating Committee shall meet as required to discuss matters relating to the by-laws governing the Board of Governors and, when appropriate, to present a slate of officers and committee members to the Board.

1. The Brandon University Board of Governors shall establish and appoint a standing committee to be known as the By-laws and Nominating Committee.
2. The membership of the By-laws and Nominating Committee shall consists of:
 - a) The Secretary of the Board as Chair;
 - b) Up to four members of the Board of Governors, one of which shall be a student.
3. Without restricting the generality of its role and within its delegated authorities, the By-laws and Nominating Committee has responsibility for:
 - a) developing the terms of reference for the standing committees of the Board of Governors;
 - b) developing and recommending by-laws for the operation of the Brandon University Board of Governors;
 - c) maintaining Board policies and making recommendations to the Board of Governors on such matters;
 - d) preparing a list of nominees for membership on each of the standing and ad hoc committees of the Board of Governors;

- e) identifying potential Board appointees as required from the internal and external community.

SECTION V – SENIOR COMPENSATION COMMITTEE

The Senior Compensation Committee shall review on an annual basis the compensation of the President, Vice-President (Academic and Research) and Vice-President (Administration and Finance). The Senior Compensation Committee will meet as frequently as is necessary to fulfill the duties of the committee.

1. The membership of the Senior Compensation Committee shall be:
 - a) Chair of the Board of Governors;
 - b) Vice-Chair of the Board of Governors;
 - c) Secretary of the Board of Governors;
 - d) Treasurer of the Board of Governors;
 - e) One current or retired Board member selected by the Board Chair.
2. In carrying out its duties, the Senior Compensation Committee shall:
 - a) collect and review compensation data of senior officers of comparable institutions;
 - b) collect and review other relevant information;
 - c) review as appropriate, the compensation of the President following presentation of the recommendations of the Chair;
 - d) review as appropriate, the compensation of the Vice-President(s) following presentation of recommendations from the President;
 - e) prepare a report and recommendations to the Board of Governors including the factors used to determine the compensation levels; the ranking of compensation within the university peer group, and the recommended compensation for senior officers.
3. The Board of Governors will have final approval of the recommended compensation for senior administrators as determined by the Senior Compensation Committee.

SECTION VI – BOARD BUDGET COMMITTEE

The purpose of the Board Budget Committee is to receive and review the proposed University Operating Budget, Renovations and Equipment Budget and the Estimates, and propose recommendations. The Board Budget Committee is responsible for organizing and chairing the on-campus public consultation(s) and for reviewing and formulating recommendations on the budgets. The number of public consultations is to be decided by the Committee. The recommendations will be forwarded to the Board of Governors and the President. The Board of Governors has final approval over the University's Operating Budget, Renovations and Equipment Budget and the Estimates. The Board Budget Committee will meet as required.

1. The composition of the Committee will be:

Chair of the Board of Governors
Vice-Chair of the Board of Governors
President and Vice-Chancellor
Secretary of the Board of Governors
Treasurer of the Board of Governors
Senate Representative
Vice-President (Academic & Research)
Vice-President (Administration & Finance)
The Dean of each Faculty/School (including Student Services)
One representative elected by and from each Faculty or School
Two students appointed by BUSU: the BUSU President and 1 student
Director, Information Technology Services
University Librarian
University Registrar
Non-governors, non-voting may be appointed as necessary to provide
expertise and support (e.g. Foundation members)