



# **BRESCIA UNIVERSITY COLLEGE:**

## **CONSTITUTION OF THE BOARD OF TRUSTEES**

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## **PREAMBLE**

Brescia University College is a unique and blessed place. It is unique in Canada both in its commitment to the post-secondary education of women and in its long history of being governed and administered by women. It is blessed by its past and by a strong will to move into the future.

The mission of Brescia is shaped by faith in God's presence and in the conviction that human beings, touched by the fire of God's Spirit among us, are capable of igniting other people and institutions and social systems. The heart of this mission is to offer women an educational experience that extends beyond the classroom and touches every dimension of their lives.

Based on these beliefs and educational ideals, a unique style of administration and a distinctive learning environment have evolved, strengthened by the conviction that the collaboration of the total college community, students, faculty and staff, is essential to the fulfilment of its mission.

Throughout its history, Brescia has adapted to the changing needs of women and to the social and institutional environment in which it operates. Such an environment is characterized by the collaboration of all members, by effective communication and integration of each person's experience. The hope is that these qualities, modelled by the Brescia Board and its committees, will permeate every part of Brescia's operation. This mode of operation, while demanding patience and attention, embraces diversity and promises a collective wisdom that can make decisions and solve the problems and challenges facing every institution.

### **MISSION STATEMENT**

**BRESCIA UNIVERSITY COLLEGE IS A CATHOLIC UNIVERSITY IN THE URSULINE TRADITION MOTIVATED BY INCLUSION AND ACCESS TO ACADEMIC EXCELLENCE AND WOMEN'S LEADERSHIP. BRESCIA PREPARES GRADUATES, INFORMED BY THE ENDURING VALUES OF WISDOM, JUSTICE AND COMPASSION, TO BE PEOPLE OF INTEGRITY, MAKING AN IMPACT IN A CHANGING WORLD.**

### **VISION STATEMENT**

**WE CULTIVATE A UNIQUE, INCLUSIVE ACADEMIC COMMUNITY CENTERED AROUND STUDENT SUCCESS, ADVANCING KNOWLEDGE GENERATION, AND DEVELOPING BOLD, PRINCIPLED LEADERS.**

***CONSTITUTION OF THE BOARD OF TRUSTEES OF  
BRESCHIA UNIVERSITY COLLEGE***

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**I. INTRODUCTION**

The Board of Trustees (sometimes referred to as “the Board”) is the body entrusted with ultimate responsibility for the administration of Brescia University College (sometimes referred to as “the Corporation” or “Brescia”). The Board of Trustees constitutes the board of directors of Brescia University College under the *Corporations Act* (Ontario), and shall operate under the by-laws of the Corporation. The Board of Trustees’ administrative authority encompasses the entire operation of Brescia University College except as limited by Brescia University College’s affiliation agreement with The University of Western Ontario. Where there is a discrepancy between the by-laws and this *Constitution of the Board of Trustees*, the by-laws will take precedence.

Pursuant to the *Corporations Act* (Ontario), Brescia University College is governed by two bodies: (i) the Board of Trustees, which functions as a traditional board of directors, and (ii) the Members of the Corporation. Throughout this *Constitution*, distinct functions, responsibilities and authority are attributed to each of these bodies.

The Members of the Corporation shall be those persons appointed or elected as Trustees to the Board of Trustees. The Past Chair of the Board of Trustees shall convene and chair the meetings of the Members of the Corporation, including the Annual General Meeting. In periods where there is no Past Chair, or if the Past Chair is unavailable, the Chair of the Board of Trustees, or their delegate, shall convene and chair the meetings of the Members of the Corporation. If the Chair, Past Chair or their delegate is not present within fifteen (15) minutes after the time appointed for the holding of a meeting of Members, the Members present shall choose a person from their number to chair the meeting.

Quorum for each meeting of Members of the Corporation shall consist of 60% of the Members, represented in person or by proxy.

The Members of the Corporation shall seek to make all decisions by consensus, but when consensus is not possible, a majority of votes cast on the question shall be determinative at any meeting of Members. Resolutions of the Members made in writing shall be approved in writing by all Members.

## II. MEMBERSHIP

The Board of Trustees will consist of the following positions:

### **ELECTED TRUSTEES (Voting):**

- Up to twelve (12) individuals representative of the community at large

### **REPRESENTATIVE TRUSTEES (Voting):**

- One (1) representative of the full-time faculty
- One (1) representative of the full-time staff
- Up to two (2) representatives of the Ursuline Sisters or Nominees, appointed by the Ursuline Leadership
- One (1) representative of The Mother St. Anne Lachance Society, appointed by the Society
- President of BUC Alumnae Association
- President of BUC Students' Council

### **NON-VOTING MEMBERSHIP:**

- President of Brescia University College (Secretary), *ex officio*

## III. BOARD OF TRUSTEES PROCEDURES

- A. **Meetings.** Normally, the Board will meet five times during the academic year of September to June. At the discretion of the Chair, scheduled meetings may be cancelled as appropriate. Additional meetings may be called by the Chair or by any four Trustees, according to the provisions of the by-laws.

While meetings of the Board typically occur 'in person,' Trustees may elect to participate by teleconference. Further, at the discretion of the Chair, meetings may be held in alternate electronic forms.

A Board member who misses three (3) Board meetings during a year may be removed at the discretion of the Trustees upon the recommendation of the Board.

- B. **Election of Officers.** At the June meeting of the Board, when the terms of Chair and/or Past Chair are ending, the Governance Committee will recommend to the Board candidates for the positions of Chair and/or Vice-Chair. The Governance Committee shall solicit recommendations from the Board for such positions at a meeting prior to the June meeting.

C. **Terms of Officers.**

1. Subject to Section D, the Chair of the Board will serve a two-year term, commencing on July 1<sup>st</sup> of the year of appointment and ending on June 30<sup>th</sup> two years later.
2. Subject to Section D, the Vice-Chair of the Board will serve a one-year term, commencing on July 1<sup>st</sup> to coincide with the beginning of the second year of the Chair's term, and ending on June 30<sup>th</sup> of the following year to coincide with the completion of the Chair's term.

3. Subject to Section D, upon completion of the term of the Chair of the Board, the incumbent will assume a one-year term in the role of Past Chair of the Board to commence on July 1<sup>st</sup> immediately following the June 30<sup>th</sup> completion of the Chair's term.

D. **Extension of Terms of Officers.** All officers may be elected to a second full or partial term of office upon the approval of the Board.

E. **Abbreviated Terms of Officers.** Should the Chair resign or otherwise leave office during their term, the Vice-Chair will become Acting Chair and a new Chair will be elected by the Board at its earliest convenience. If the Vice-Chair should be elected as the new Chair, then a new Vice-Chair will be elected by the Board at its earliest convenience.

Should the Vice-Chair resign or otherwise leave office during their term, a new Vice-Chair will be elected by the Board at its earliest convenience.

Should the Past Chair resign or otherwise leave office during their term, all roles assigned to the Past Chair will be reassigned to the Chair or their delegate for the balance of the Past Chair's unfinished term, or abandoned, at the discretion of the Board.

F. **Meetings of the Board.** The Chair, supported by the Secretary of the Board (the President of Brescia University College) will arrange for the distribution of the agenda, minutes of the previous meeting, reports and relevant documentation to all Trustees in advance of each meeting of the Board. Minutes and agendas of Open Sessions of the Board, once approved, will be made available to members of the Brescia community for information.

All resolutions and minutes of meetings of the Board, as well as those of the Members, shall be recorded in the corporate records of Brescia in accordance with applicable law.

G. **Quorum.** Quorum for every Board meeting will consist of 60% of the Trustees.

H. **Open, Confidential and *In Camera* Sessions.** Regularly scheduled sessions of the Board will include an open session that includes all Trustees and any members of the Brescia community who choose to attend.

In addition, the Chair may determine, at their discretion, that certain matters to be discussed or determined by the Board are not appropriate for the open session, but rather should be discussed or determined:

(a) in a Closed Session of the Board, which will include only Trustees;

(b) in an *In Camera* Session of the Board which will include only Trustees and the President; and/or

(c) in a Restricted *In Camera* Session of the Board, which will include only Trustees, in each case subject to the Chair inviting any other individual to attend any portions of these meetings as appropriate for the matter being discussed.

Topics to be considered in an *In Camera* or Restricted *In Camera* meeting might include, but are not limited to, personnel matters, acquisition or disposal of property, certain finance matters or any issues requiring heightened confidentiality.

The Chair may decide, at their discretion, at any point in the meeting, to move between each type of meeting if required or deemed appropriate.

- I. **Decision Making.** At all meetings of the Board, Trustees shall seek to make decisions by consensus whenever possible. However, when consensus cannot be obtained, a vote will be carried by a simple majority of Trustees present and in the case of a tied vote, the Chair will be entitled to an additional casting vote. Written resolutions of the Board will require unanimous approval of the Trustees.

#### IV. TERMS AND APPOINTMENTS OF TRUSTEES

- A. **Appointment of Elected Trustees.** Candidates for the position of Trustee will be recommended for appointment by the Governance Committee and then by the Board. Trustees will be appointed by the Members of the Corporation at the next scheduled meeting of the Members.
- B. **Appointment of Representative Trustees.** Representative Trustees will be appointed by the Members of the Corporation at the next scheduled meeting of the Members.

In addition, Representative Trustees will be appointed from each of the following constituencies:

- a. **Full-time Faculty:** Full-time faculty will nominate one colleague for appointment in anticipation of an upcoming vacancy in the full-time faculty position on the Board. Such appointment will be for a three-year term. The nomination will be made to the Brescia President. In the event of there being a greater number of nominations in the full-time faculty position on the Board, the Brescia Faculty Association will conduct an election in keeping with the timelines required to fill the vacancy so that the position remains filled where possible. Upon expiry of a full-time faculty Trustee's three-year term, they are eligible to be nominated for a second three-year term. A full-time faculty Trustee may not serve longer than six consecutive years and may not be appointed again to the Board until three years have elapsed. A full-time faculty Trustee on Sabbatical or other leave will be replaced for the duration of such leave, and the duration of such leave is to be counted as part of such Trustee's three-year term;
- b. **Full-time Staff:** Full-time Brescia staff will nominate one colleague for appointment in anticipation of an upcoming vacancy in the full-time staff position on the Board. Such appointment will be for a three-year term. The nomination will be made to the Brescia President. In the event of there being a greater number of nominations in the full-time staff position on the Board, the Brescia Staff Association will conduct an election in keeping with the timelines required to fill the vacancy so that the position remains filled where possible. Upon expiry of a full-time staff Trustee's three-year term, they are eligible to be nominated for a second three-year term. A full-time staff

Trustee may not serve longer than six consecutive years and may not be appointed again to the Board until three years have elapsed. A full-time staff Trustee on parental or other leave will be replaced for the duration of such leave, and the duration of such leave is to be counted as part of such Trustee's three-year term.

- c. **Appointment of Ursuline Sisters or Nominees.** Up to two (2) Ursuline Sisters of the Chatham Union or Nominees, appointed by the Ursuline Leadership may be appointed as Trustees. These appointments are made for three-year terms by the Ursuline Leadership. Upon expiry of a three-year term, the Ursuline Leadership may reappoint to the Board any Ursuline Trustee for a subsequent three-year term.
- d. **Appointment of The Mother St. Anne Lachance Society.** Brescia's Canonical Sponsor shall be entitled to appoint one (1) Trustee. This appointment shall be made for a three-year term. Upon expiry of a three-year term, the Society may reappoint to the Board, the Society's representative for a subsequent three-year term.
- e. **Appointment of the President of the BUC Alumnae Association.** This appointment shall be made to coincide with the elected President of the BUC Alumnae Association effective July 1 of the year elected and typically a one two-year term. If the President of the Alumnae Association is either a current student or employee of Brescia, the President will designate another member of the Alumnae Association Executive Committee, who is not currently a Brescia student or employee, to serve as their representative Trustee.
- f. **Appointment of the President of the BUC Student's Council.** This appointment shall be made to coincide with the elected President of the BUC Students' Council effective July 1 of the year elected and typically for a one-year term.
- g. **Elected Trustees.** Subject to the exceptions noted below, Elected Trustees will serve a three-year term, renewable once, for a total of six years, and, following the completion of six consecutive years on the Board, an Elected Trustee may not be appointed again to the Board until three years have elapsed. Typically, terms will run from July 1<sup>st</sup> in the year of appointment to June 30<sup>th</sup> in the year of the expiry of the appointment. If a Trustee is appointed mid-term, the Chair of the Board will set the dates of the appointment.

Exceptions to this standard may be made to permit an Elected Trustee to complete their term as an Officer of the Corporation or otherwise provide for the succession of Officer's contemplated in Section III(c).

- C. **Removal of Trustees.** Any Trustee may be removed from the Board as detailed in the by-law.
- D. **Access to Information.** During an administrative, sabbatical or other leave, access to Board documentation reserved for Trustees will be suspended while on such leave for all members of the Board.



## V. RESPONSIBILITIES OF TRUSTEES

All Trustees hold the following responsibilities, in addition to attending meetings of the Board and any Committee of the Board that they are a member of:

1. To support the mission of Brescia.
2. To help enhance the public image of Brescia and its Board.
3. To provide support to the President while, at the same time, being an active, energetic, and probing Trustee exercising critical judgement on policy matters.
4. To understand that the Board's role is policy making and not involvement in administration or the management process.
5. To communicate promptly to the Board Chair or the Vice-Chair, as appropriate, any significant concern or complaint and then allow the Chair or the Vice-Chair, as applicable, to deal with that matter.
6. To defend the autonomy and the independence of Brescia.
7. To engage in conduct that is, at all times, in accordance with all applicable Brescia policies, including the *Brescia University College Board of Trustees Code of Conduct*.
8. To maintain an overriding loyalty to Brescia as a whole, rather than to any of its parts or constituencies.
9. To foster openness and trust among Trustees, Brescia's administration, faculty, staff, students and the broader public.
10. To maintain respect for the opinions of others and ensure any appropriate criticism is provided in a constructive manner.
11. To speak openly at Board meetings, but to support all decisions of the Board and Brescia in public.
12. To recognize that authority resides only with the Board as a whole and not in its individual members.
13. To recognize that the President is the primary spokesperson for Brescia and that the Chair of the Board or their designate is the only other person authorized to speak for the Board.
14. To maintain the highest ethical standards in respect to one's dealing with and on behalf of Brescia and ensure compliance with all policies, rules and regulations governing the Board and Brescia.

## **VI. RESPONSIBILITIES OF THE BOARD OF TRUSTEES**

The Board has responsibility in the following areas of governance:

### **A. PHILOSOPHY AND MISSION:**

1. The Board will act in accordance with the philosophy and values of Brescia as expressed in such documents as the Mission Statement, the Vision Statement, and the Statement of Values that may be developed by Brescia, from time to time, in consultation with Brescia's Canonical Sponsor. The Board will also develop and promote policies, agreements and procedures that reflect these ideals.
2. The written values of the Ursuline Religious, now incorporated in the philosophy and mission of Brescia, will be fundamental criteria in the selection and orientation of the Trustees.

### **B. CORE RESPONSIBILITIES:**

Brescia's Board, functioning as a board of directors under applicable Ontario law, owes through its individual Trustees a fiduciary obligation to Brescia.

The Board remains wholly responsible for ensuring Brescia's institutional health and mission alignment.

#### **1. INSTITUTIONAL STRATEGIC PLANNING**

The Board will initiate and develop strategic planning procedures and plans which will include representation from both the Board and the broader Brescia community, including members of the public.

#### **2. INTERNAL OPERATIONS**

- a. The Board will establish policies for the use of Brescia buildings and property and to ensure the orderly conduct of persons on Brescia property.
- b. A report of the full employee complement, and any recommended changes will be provided to the Board as part of the proposed annual budget package.
- c. The creation or elimination of academic units must be approved by the Board.
- d. The Board has responsibility for selecting and appointing Brescia's President and will establish a process to that end that includes an opportunity for input from the broader Brescia community. The Board will establish procedures for the periodic evaluation and review of the President's performance.

#### **3. BRESCIA EMPLOYEES**

Negotiated salary and benefit agreements and agreements concerning conditions of employment are subject to final approval by the Board.

#### **4. BUDGET AND FINANCE**

- a. Brescia's annual operating and capital budgets are subject to final approval by the Board.
- b. The Board will establish and monitor investment policies and practices for Brescia's operating funds, reserves, restricted funds and endowed funds.
- c. The Board will recommend to the Members of the Corporation for approval the appointment of auditors.
- d. The Board will approve Brescia's audited statements, which will then be presented for information to the Members of the Corporation.
- e. The Board will ensure insurance coverage for Brescia's property and operations, including liability coverage for the Trustees and the Canonical Sponsor is adequate and properly addresses Brescia's risks.
- f. The Board will apply for, purchase and enter into agreements concerning inventions, trademarks, and trade names as necessary to secure and maintain Brescia's interests.
- g. The Board may from time to time borrow money on the credit of the Corporation and charge, mortgage or pledge real or personal property of Brescia to secure money borrowed, all in accordance with the by-laws.

#### **C. UNDERSTANDINGS WITH THE URSULINE RELIGIOUS AND BRESCIA'S CANONICAL SPONSOR:**

1. The Ursuline Religious and members of The Mother St. Anne Lachance Society may use any part of Brescia's buildings or grounds for meetings or other purposes with the prior approval of the President and provided that they make appropriate arrangements with the Brescia administration so as not to interfere with the ordinary operations of Brescia.

#### **D. RELATIONS WITH BRESCIA COUNCIL:**

1. Brescia Council is established by and reports to the Board. Responsibility will rest with the Board for final approval of the *Constitution of Brescia Council*, and any changes made to that document. The Board will receive recommendations, advice and reports from Brescia Council through the President.

#### **E. RELATIONS WITH THE UNIVERSITY OF WESTERN ONTARIO:**

1. The Board shall approve any institutional affiliation agreements entered into between Brescia University College and The University of Western Ontario.

## VII. COMMITTEES OF THE BOARD OF TRUSTEES

- A. **Standing Committees.** There are presently two standing committees of the Board which report to the Board regularly. Each of these shall be governed by separate Terms of Reference, a current version of which shall be appended to this *Constitution*. The Terms of Reference for each standing committee of the Board shall be reviewed by that Committee on an annual basis and any recommended changes shall be brought to the Board through the Governance Committee. A change to the Terms of Reference of a standing committee is not considered a revision to the *Constitution* and can be accomplished by approval by resolution of the Board.

The standing committees of the Board of Trustees presently are:

Appendix B: Finance, Audit and Investment Committee

Appendix C: Governance Committee

- B. **Ad Hoc Committees.** The Board of Trustees may also strike and dissolve *ad hoc* Committees as needed. Each *ad hoc* Committee shall be governed by Terms of Reference established at the time that such committee is constituted.

### C. General Procedures of the Committees of the Board of Trustees

1. All appointments to standing and *ad hoc* committees of the Board will be made by the Board, in keeping with the Terms of Reference for each committee, on recommendation from the Governance Committee. This includes the appointment of both Trustees and Community members being appointed to such committees.
2. All standing committee appointments will be for a term of one-year, running from July 1<sup>st</sup> in the year of appointment to June 30<sup>th</sup> in the following year. Appointments to *ad hoc* committees will be for the lesser of (i) a one-year term or (ii) during such committee's work.
3. All committee members designated as Community Members may be renewed on an annual basis for up to six years, following which a one-year absence from the committee must be taken. Following this absence, that member may be appointed to the committee and renewed for a total time of up to six years again. Any exception to this limit must be specifically approved by the Board, on the basis of a particular committee need.
4. The Chair, Vice-Chair and Past Chair of the Board are voting, *ex officio* members of all committees of the Board. They will receive agendas and minutes from these committees and may participate in the work of each committee to the extent that they choose to do so.
5. All resolutions and minutes of the committees of the Board shall be recorded in the corporate records of Brescia in accordance with applicable law.
6. Unless specified, each standing committee will appoint one of its members to serve as secretary, preferably for a minimum of one year. When the President serves as secretary to a committee, she may delegate all or part of those duties as required.

7. All committees will attempt to achieve consensus in making decisions. However, decisions will be achieved in accordance with a majority vote of the voting members of the committee.
8. While it is expected that meetings of any Board committee will include all members of that committee, there may be times when the Chair of a committee meeting, at their discretion, elects to move a portion of that committee meeting into an *in camera* session, limiting that portion of the meeting to voting members of the committee plus any guests invited by the Chair.
9. Individual committee members who find themselves in a conflict of interest or a potential conflict of interest with any matter to be discussed at any committee meeting shall advise of such conflict or potential conflict and shall recuse themselves from that portion of the meeting that deals with such matter.
10. While committee meetings typically occur “in person,” committee members may elect to participate, if necessary, by teleconference or alternate electronic forms.

#### **VIII. CHANGES TO THE *CONSTITUTION OF THE BOARD OF TRUSTEES***

- A. Changes to the *Constitution of the Board of Trustees* may be necessary from time to time and will be made in keeping with Brescia’s By-laws and governing legislation.
- B. A proposed change to the *Constitution* that is substantive in nature must be proposed and discussed at a meeting of the Board, but a final decision will not be made until a subsequent meeting of the Board. Changes to the *Constitution* will require the support of a 2/3 majority of Trustees present.
- C. A proposed change that is non-substantive in nature (e.g., updating position titles, names of referenced bodies, etc.) can be proposed and approved at a single meeting of the Board with the approval of a simple majority of Trustees present.



## Appendix A

### Brescia University College Board of Trustees

#### Terms of Reference

##### **Mandate**

The Board of Trustees oversees the management and operation of Brescia's business and affairs.

The Board oversees the development of the overarching strategic direction and policy framework for the University, ensures that the University's activities are consistent with its Mission, Vision and Values, oversees the efficient and effective use of financial and human resources to meet institutional objectives and ensures that institutional risks are appropriately managed. These duties are mainly discharged through oversight of the President and senior officers, who are responsible for the management and day-to-day operation of the University. In this way, the Board assumes responsibility for the stewardship of the University.

In their deliberations, Trustees shall abide by Brescia's Code of Conduct, and shall embody Brescia's Mission, Vision and Values.

##### **Voting Trustees**

- Up to two (2) Ursuline Sisters or Nominees, appointed by the Ursuline Leadership
- A representative of The Mother St. Anne Lachance Society, appointed by the Society
- Twelve (12) individuals representative of the community at large
- President of BUC Alumnae Association, *ex officio*
- One (1) representative of the full-time faculty
- One (1) representative of the full-time staff
- President of BUC Students' Council, *ex officio*

##### **Non-Voting Membership**

- The BUC President (Secretary)

##### **Administrative Support**

- Office of the BUC President (Associate Secretary)

##### **Quorum**

- Quorum for every Board meeting will consist of 60% of voting Trustees.

##### **Key Responsibilities:**

1. The Board is responsible for approving Brescia's Strategic Plan and overseeing Administration's execution and adherence to such Plan, and at least one year before the expiry of such Plan, ensure that a consultative process for developing the next Strategic Plan has been put into place.

2. The Board is responsible for reviewing and proposing changes respecting the affiliation relationships among Brescia and The University of Western Ontario and the other two affiliated university colleges.
3. The Board will consider additional alternative strategies to look at the link between Brescia, the affiliates, Western and the government.
4. The Board is responsible for the process of selecting the Chancellor and making a recommendation to the Board for final approval.
5. The Board is responsible for overseeing the process for the appointment, review and renewal of the President and making recommendations to the Board for final approval in accordance with the Policy on the Appointment, Review and Renewal of the President of Brescia University College.
6. In consultation with the President, the Board will annually approve the President's annual goals.
7. The Board is responsible for establishing a process, and of facilitating and conducting an annual performance review of the President.
8. The Board is responsible for the maintenance of the canonical sponsorship relationship, including ensuring that all required information is provided to the Canonical Sponsor and that the Board requests and receives any consents required from the Society under the Canonical Statutes in a timely manner.
9. The Board is responsible for approving Brescia's annual operating budgets and capital budgets, taking into consideration the budget recommendations made by the Finance, Audit and Investment Committee.
10. The Board shall recommend to the Members of Brescia the appointment of a Licensed Public Accountant to complete the audit of Brescia's financial statements on an annual basis, and, where authorized by the Members, to fix such auditor's remuneration.
11. The Board is responsible for approving any changes to or restatement of Brescia's Campus Master Plan.
12. The Board is responsible for approving any major capital projects undertaken by Brescia and for oversee the progress of such projects.
13. The Board shall review annual reporting of any incidents under the *Occupational Health and Safety Act (Ontario)*, or similar legislation.
14. The Board will have oversight over compliance with Brescia's Executive Compensation Framework based on a report from the President. Without limiting the generality of the foregoing, the Board (i) shall receive from the President, for information, details of the compensation packages of Vice-President-level employees, and confirmation that such packages comply with Brescia's Executive Compensation Framework, and (ii) at least every three years, the Board shall review the Executive Compensation Framework and approve amendments as deemed appropriate.

15. In the year preceding the expiry of a contract with one or more of Brescia's employee associations, the Board will be responsible for striking the Negotiations Sub-Committee to act on behalf of Brescia in negotiating a renewal collective agreement, which Negotiations Sub-Committee may include:
  - a. When negotiating terms and conditions of employment related to Brescia's academic staff, the Vice-President, Finance and Administration, the Vice-President and Academic Dean, and the Director of Human Resources;
  - b. When negotiating terms and conditions of employment related to Brescia's non-academic staff, the Vice-President, Finance and Administration, the Director of Human Resources, and the Director, Finance and Planning.

The President may also be appointed as a member of any Negotiations Sub-Committee that is struck. It is further understood that Brescia may retain external counsel to support the Negotiating Sub-Committee, as needed.

16. The Board is responsible for approving any tentative collective agreement recommended by the Negotiations Sub-Committee following ratification by the applicable employee association.
17. The Board is responsible for approving the naming of any Chairs, Schools or buildings.
18. The Board is responsible for approving the purchase or sale of all real property.
19. The Board will perform such other functions as may be determined from time to time by the Board.
20. The Board will create an annual Work Plan.
21. The Board may undertake any of its responsibilities as a whole or may create monitor and dissolve *ad hoc* subcommittees and workgroups to assist the Board in carrying out its responsibilities as deemed necessary or desirable by the Board. All such subcommittees and workgroups shall have defined terms of reference upon their creation. Additional non-voting members may be added to any such subcommittees or work groups for specific purposes and for defined periods of time.





## **Appendix B**

### **Brescia University College Board of Trustees Finance, Audit and Investment Committee**

#### **Terms of Reference**

##### **Mandate**

The Finance, Audit and Investment Committee (FAIC) is broadly responsible for assisting and advising the Board and Brescia on matters related to the finances of the university. In their deliberations, Committee members shall abide by Brescia's Code of Conduct, and shall embody Brescia's Mission, Vision and Values.

In particular, the FAIC is responsible for overseeing the annual audit, for overseeing the management of Brescia's investments and for presenting to the Board for approval Brescia's annual operating and capital budgets.

##### **Chair of Committee (Voting)**

- One Elected Trustee of the Board of Trustees

##### **Vice-Chair of Committee (Voting)**

- One Elected Trustee of the Board of Trustees

##### **Voting Membership**

- The Chair of the Board of Trustees (who may serve as the Chair/Vice-Chair of the committee)
- The Vice-Chair/Past Chair of the Board of Trustees (who may serve as the Chair/Vice-Chair of the committee)
- At least 3 Additional Elected Trustees
- Additional Community Members with expertise, as required

##### **Non-Voting Membership**

- The BUC President
- The Faculty Trustee
- The Staff Trustee

##### **Administrative Support**

- The BUC Vice-President, Finance and Administration
- The BUC Director, Finance and Planning
- Office of the BUC Vice-President, Finance and Administration

## **Quorum**

- Quorum will be achieved with a simple majority of voting members to be present in person or by electric means (for the purposes of calculating quorum, vacant positions will be excluded from the calculation); meeting of this Committee will only proceed, or continue, in the presence of the Chair or Vice–Chair of the Committee, or his/her delegate who is empowered to chair the meeting on behalf of the Chair or Vice–Chair. Only an Elected Trustee of the Board of Trustees who is a member of this Committee can serve in the capacity of delegated chair of a meeting.

## **Key Responsibilities:**

1. The FAIC will review and recommend to the Board, approval of significant policies governing financial, budgetary and investment matters affecting Brescia;
2. The FAIC will review and advise the Board of Trustees on:
  - a. The financial resources available to Brescia to achieve its goals;
  - b. The financial performance against Brescia’s annual operating budget;
  - c. The financial and resource implications of proposed employment agreements;
  - d. The financial and resource implications of external affiliation and related agreements;
  - e. Any other matters raised by the Board or by Brescia that have a significant direct or indirect effect on Brescia’s finances;
3. FAIC will recommend to the Board of Trustees, annual operating budgets and capital budgets, taking into consideration the budget recommendations made by Brescia Council;
4. The FAIC will advise Brescia and the Board on matters relating to the investment of Brescia funds, including endowed, restricted and unrestricted funds, management of assets, the creation of reserves to fund pension commitments, insurance and other financial matters that will promote the strategic objectives and interests of Brescia;
5. The FAIC will report to the Board on Brescia’s Enterprise Risk Management status, including specific focus on those risks that are trending unfavourably or that have some combination of a high likelihood of occurrence and a significant impact on occurrence;
6. The FAIC will recommend to the Board (who will recommend to the Members of the Brescia Corporation for final approval) the appointment of a Licensed Public Accountant to complete the audit of Brescia’s financial statements on an annual basis, and the FAIC will also recommend annually to the Board the remuneration of the auditor;
7. The FAIC will oversee the annual audit of Brescia’s financial statements and will report on that audit to the Board for approval and acceptance;
8. The FAIC will oversee the development of, and recommend to the Board of Trustees, a Multi–Year Capital Plan to identify strategic objectives respecting significant capital projects including both new capital and maintenance of existing campus facilities;
9. In the event of an approved major Capital Project, the FAIC will review regular reports on the progress of the project from the President and/or her delegate(s), including status updates on costing (actual to budget), change orders and timelines;

10. The FAIC will perform an annual review of its Terms of Reference and shall propose any revisions to these terms to the Governance Committee, to be approved by the Board of Trustees with the recommendation of the Governance Committee;
11. The FAIC will perform such other functions as are requested of it by the Board.



## Appendix C

### Brescia University College Board of Trustees Governance Committee

#### Terms of Reference

##### **Mandate**

The Governance Committee is responsible for assisting in the succession planning of the Board by working to recruit and orient new Trustees who bring skills and orientations in keeping with the needs of the Board. In their deliberations, Committee members shall abide by Brescia's Code of Conduct, and shall embody Brescia's Mission, Vision and Values.

The Governance Committee is responsible for ensuring a regular self-assessment of the Board and of its standing committees. As well, the Governance Committee will conduct periodic reviews and updating of the *Constitution of the Board of Trustees* and will bring forward any proposed revision to this and to the other constating documents of Brescia University College in keeping with legislative changes and common law requirements.

##### **Chair of Committee (Voting)**

- An external Voting Trustee

##### **Vice-Chair of Committee (Voting)**

- An external Voting Trustee

##### **Voting Membership**

- The Chair of the Board of Trustees
- The Vice-Chair/Past Chair of the Board of Trustees
- A Canonical Sponsor or Ursuline Trustee
- Up to 3 additional external Voting Trustees

##### **Non-Voting Membership**

- The BUC President (Secretary)

##### **Administrative Support**

- Office of the BUC President (Associate Secretary)

##### **Quorum**

- Quorum will be achieved with a simple majority of the voting members of the Committee to be present in person or by electronic means.

## Key Responsibilities:

1. The Governance Committee will undertake succession planning for the Board of Trustees, periodically evaluating the needs of the Board for specific areas of expertise and experience among its elected Trustees.
2. The Governance Committee is responsible for recruiting potential elected Trustees for the Board of Trustees in alignment with specific areas of expertise and experience identified as needed by the Board and in keeping with Brescia's mission, vision and values. At the discretion of the Chair, an *ad hoc* Nominating Sub-Committee may be struck to assist with this work.
3. The Governance Committee is responsible for an orientation process for new Trustees, elected and representative, ensuring that all Trustees are provided materials and opportunities for understanding Brescia as they move onto the Board.
4. The Governance Committee will design, implement and review procedures for regularly evaluating the Board of Trustees and its committees.
5. The Governance Committee will propose to the Board on an annual basis, in keeping with the Terms of Reference of each committee of the Board, the members of that committee. It is expected that the Chair of those committees that include community members will propose those members to the Governance Committee. As part of the process, the Board Chair will request a meeting with the Mother St. Anne Lachance Society to request their consent to the appointments of potential elected Trustees and community members.
6. The Governance Committee is responsible for the regular review of the *Constitution of the Board of Trustees*, every two years or as needed, and for bringing forward to the Board any proposed revisions.
7. The Governance Committee is responsible for the regular review of the By-Laws of Brescia University College and for bringing forward to the Board any proposed revisions in keeping with changing legislation and common law provisions.
8. The Governance Committee is responsible for the development and review of policies relating to the Board, as well as the duties of Trustees, Committee Chairs and Officers of Brescia.
9. The Governance Committee will be responsible for reviewing any proposed revisions to the Terms of Reference for any standing or *ad hoc* basis to ensure that such revisions are consistent with Brescia's By-Laws and *Constitution*, as well as the policies of the Board.
10. The Governance Committee will act as a resource to other committees in respect of their development of new policies and review of existing policies, as requested by such committees.
11. In the event of the positions of the Chair and/or Vice-Chair of the Board of Trustees becoming vacant, the Governance Committee will bring to the Board of Trustees recommendations for candidates to fill those positions, ideally prior to the vacancy/vacancies.

12. The Governance Committee will perform an annual review of its Terms of Reference and shall propose any revisions to these terms for approval by the Board of Trustees.
13. The Governance Committee will perform such other functions as are requested of it by the Board.