



BOARD OF GOVERNORS OF ATHABASCA UNIVERSITY

GOVERNANCE COMMITTEE

MEMBERSHIP & TERMS OF REFERENCE

1. Purpose

The Governance Committee (the “Committee”) oversees and provides guidance on the governance of the Board of Governors (the “Board”). It is responsible for recommending procedures to expedite the Board’s function, including changes to the Board’s structure, bylaws and policies.

2. Membership

The membership of the Committee shall include:

- Public Member, appointed as Committee Chair
- Chair, Board of Governors
- President
- One (1) Student Member of the Board
- One (1) Staff Member of the Board
- Two (2) Public Members of the Board

3. Responsibilities

Without restricting the generality of its role and within its delegated authorities, the Committee will:

Board Development

- 3.1. Oversee and, where appropriate, support the development and training of Board Members. This will include but not be limited to overseeing and, where appropriate, supporting a comprehensive orientation for new members of the Board.

Board Committees

- 3.2. Oversee an annual update of the Board Skill & Competency Matrix.
- 3.3. Oversee changes in leadership in Board committees to ensure continuity and knowledge transfer.
- 3.4. Approve composition (Committee Chair and member appointments) of Board standing committees based on the competencies required for the respective committees.

Statutory Requirements/Governance Documents

- 3.5. Review the University’s Mandate and Roles Document on an ongoing basis, and in accordance with the legislation at least once every three years and, when necessary, recommend changes to the Board.
- 3.6. Review the Code of Conduct of the Board of Governors on an ongoing basis, and at least every three years, and, when necessary, recommend changes to the Board.
- 3.7. Review the General Bylaws of the Board of Governors on an ongoing basis, and at least once every five (5) years and, when necessary, recommend changes to the Board.



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- 3.8. Every two (2) years undertake an assessment of the performance of the Board, its Standing Committees, individual Board Members, and the Board Chair and report on the results to the Board as appropriate.

Other

- 3.9 Recommend to the Board approval of any new policy or revisions to existing policy within the Committee's role and responsibilities.

History

<i>Date</i>	<i>Action</i>
May 30, 2025	Approved revisions (Board of Governors Motion 272-07, effective July 1, 2025)
March 23, 2018	Approved (Board of Governors Motion 231-08)